

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF CIBUS, INC.

Adopted July 7, 2017
Last Amended May 31, 2023

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of Cibus, Inc. (the “Company”) to:

- review and evaluate the size, composition, function, and duties of the Board consistent with its needs;
- establish criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by stockholders;
- recommend to the Board director nominees for election at the next annual or special meeting of the Company’s stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board and its committees;
- review the Company’s actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens, and communities; and
- develop, maintain, and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company and oversee compliance with such Guidelines and Code.

II. Membership

The size of the Committee shall be determined by the Board and shall consist of no fewer than three members, each of whom shall meet the independence requirements set forth in the rules of the Nasdaq Stock Market (“Nasdaq”) and any other requirements imposed by the Company’s bylaws and applicable laws, rules, and regulations. The Board will select the members of the Committee from the Board, each to serve for a one year term or such shorter period as determined by the Board. Membership on the Committee is reviewed each year by the Committee and approved by the Board. The Board will designate a chairperson (the “Chair”) for the Committee. Each Committee member and the Chair will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

III. Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the

Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board, including identifying, screening, interviewing, and recommending to the Board the director nominees in accordance with the Nominating Policy, attached hereto as Annex A.
- The Committee shall determine criteria for Board and Board committee membership, including periodically assessing, developing and communicating with the full Board concerning the appropriate criteria for nominating and appointing directors, including taking into account the Board's size and composition, including diversity requirements under the Nasdaq listing rules, corporate governance policies, applicable listing standards, laws, rules, and regulations, the Company's Nominating Policy, attached hereto as Annex A, and other factors considered appropriate by the Board.
- The Committee shall make recommendations to the Board regarding Board and committee membership. In making its recommendations, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board, including making a specific determination as to the independence of each candidate, including with respect to any heightened independence standards required for membership of certain committees as required by Nasdaq listing rules and applicable law;
 - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - periodically review the composition of the Board and its committees in light of the current needs of the Board, the Company and each committee, and other criteria relevant to the composition of the Board and its committees;
 - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;
 - consider rotation of committee members and committee chairs, as appropriate; and
 - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

Evaluating the Board and its Committees

- The Committee shall oversee an annual self-evaluation process for the Board and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.

- The Committee shall conduct an annual evaluation of each director’s independence, including any heightened independence standards required for membership of certain committees, according to the Nasdaq listing rules, applicable law and the Company’s Corporate Governance Guidelines, and shall present its evaluations to the Board to enable the Board to make a determination on each director’s independence.

Corporate Governance and ESG Matters

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and shall oversee compliance with the Corporate Governance Guidelines. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Company’s Corporate Governance Guidelines.
- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
- The Committee shall periodically review and assess policies, practices, disclosures and reports, risk assessments and risk management regarding the Company’s significant environmental, social, and governance (ESG) matters. The Committee shall oversee the Company’s engagement with and disclosures to stockholders and other interested parties concerning ESG matters.

Director Orientation and Continuing Education

- The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company’s Corporate Governance Guidelines.

IV. Conduct of Meetings

The Committee shall meet as often as it shall determine is necessary, but not less than three times per calendar year. The Chair shall preside at all meetings of the Committee and shall set the agenda of each meeting, which agenda shall take into consideration input from the other members of the Committee. To the extent there is a quorum and the Chair is not present at a meeting, a majority of the members shall designate a Committee member to act as chairperson of such meeting. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Corporate Secretary or any Secretary Pro Tempore appointed by the chair of the Committee. Approval of any matter by a majority of the members present at a meeting at which a quorum is present shall constitute approval of that matter by the Committee. The Committee may also act by unanimous written consent without a meeting. The Committee, as directed by the Chair, may form and delegate authority to subcommittees when appropriate.

The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall make regular reports to the Board on the Committee’s activities.

To the extent allowed by applicable law and Nasdaq listing rules, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

V. Annual Review

The Committee will conduct and review annually an evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee will also review the adequacy of this Charter and recommend any changes to the Board. The Committee may conduct this performance evaluation and charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.

VI. Outside Advisors and Resources

The Committee may, in its sole discretion, retain or obtain the advice of any consultant, legal counsel, or other adviser. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any consultant, legal counsel and other adviser retained by the Committee. The Committee shall have full access to all books, records, facilities, and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the General Corporation Law of the State of Delaware for good faith reliance by members of the Committee on reports or other information provided by others.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation, including, without limitation, usual and customary expenses and charges, to any consultant, legal counsel or other adviser, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

ANNEX A

CIBUS, INC. NOMINATING POLICY

Process for Evaluating and Selecting Potential Director Candidates

The Nominating and Governance Corporate Committee (the “Committee”) is responsible for (1) identifying individuals qualified to become members of the Board of Directors (the “Board”) of Cibus, Inc. (the “Company”), and (2) recommending director nominees to the Board. The Committee is also responsible for periodically assessing, developing, and communicating with the full Board concerning the appropriate criteria to be utilized in evaluating potential director nominees.

I. MINIMUM QUALIFICATIONS FOR DIRECTOR NOMINEES

The Committee has established the following minimum criteria for evaluating prospective board candidates:

- Reputation for integrity, strong moral character and adherence to high ethical standards.
- Holds or has held a generally recognized position of leadership in community and/or chosen field of endeavor, and has demonstrated high levels of accomplishment.
- Demonstrated business acumen and experience, and ability to exercise sound business judgments and common sense in matters that relate to the current and long-term objectives of the Company.
- Ability to read and understand basic financial statements and other financial information pertaining to the Company.
- Commitment to understand the Company and its business, industry and strategic objectives.
- Commitment and ability to regularly attend and participate in meetings of the Board, Board committees and stockholders, number of other company boards on which the candidate serves and ability to generally fulfill all responsibilities as a director of the Company.
- Willingness to represent and act in the interests of all stockholders of the Company rather than the interests of a particular group.
- Good health, and ability to serve.
- For prospective non-employee directors, independence under applicable Securities and Exchange Commission (“SEC”) and stock exchange rules, and the absence of any conflict of interest (whether due to a business or personal relationship) or legal impediment to, or restriction on, the nominee serving as a director.
- Willingness to accept the nomination to serve as a director of the Company.

II. OTHER FACTORS FOR POTENTIAL CONSIDERATION

The Committee shall also consider the following factors in connection with its evaluation of each prospective nominee:

- Whether the prospective nominee will foster a diversity of backgrounds, gender, skills, perspectives and experiences, including diversity requirements under the Nasdaq listing rules and applicable state laws.
- Whether the prospective nominee has expertise on ESG issues, including social responsibility, environmental, climate, sustainability, and governance.
- Whether the prospective nominee has experience and expertise on cybersecurity issues.
- For potential audit committee members, whether the nominee possesses the requisite education, training and experience to qualify as “financially literate” or as an audit committee “financial expert” or equivalent standard under applicable SEC rules, as applicable.
- For incumbent directors standing for re-election, the incumbent director’s performance during his or her term, including the number of meetings attended, level of participation, overall contribution to the Company, number of other company boards on which the director serves, and any changed circumstances affecting the individual director that may bear on his or her ability to continue to effectively serve on the Board.
- The composition of Board and whether the prospective nominee will add to or complement the Board’s existing skills, strengths, and needs.