

SHARONAI HOLDINGS INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Membership

The Corporate Governance and Nominating Committee (the "**Committee**") of the board of directors (the "**Board**") of SharonAI Holdings, Inc. (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of Nasdaq and the ASX Corporate Governance Principles and Recommendations.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board shall, at least once in each year, review the membership of the Committee to determine whether it remains adequate having regard to the Company's current circumstances. The Board may remove any member from the Committee at any time with or without cause. The Committee shall be chaired by a Committee member.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, any related matters required by the federal securities laws and as otherwise delegated to the Committee by the Board from time to time.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board, which include that persons to be nominated: (i) should have demonstrated notable or significant achievements in business, education or public service; (ii) should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and (iii) should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the stockholders. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement.

To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.

To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other experts and advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. 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 to its search consultants, outside counsel and any other advisors.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

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.

Reporting

The Committee will:

- (a) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
- (b) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
- (c) as and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters.

Minutes of Committee meetings will be included in the papers for the next full Board meeting.

At the end of each reporting period, the Committee will disclose in its annual report:

- (a) the members of the committee; and
- (b) the number of times the committee met throughout the reporting period and the individual attendances of the members at those meetings.

Committee performance

- (a) The Committee will review this Charter annually or as often as it considers necessary.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.
- (c) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.