

ABUNDIA GLOBAL IMPACT GROUP, INC.

Governance and Nominating Committee Charter (Adopted June 26, 2025)

PURPOSE

The purpose of the Governance and Nominating Committee is to:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board of Directors;
- Assist the Board in determining the size, structure, composition, processes, and practices of the Board and its committees and assessing director independence and qualification;
- Oversee the Board and executive management performance evaluation processes and monitor the effectiveness of the Board and its committees;
- Assist the Board in management succession planning;
- Assist the Board in enhancing the quality of the Company's corporate governance, as reflected in the Company's Certificate of Incorporation, Bylaws, and Corporate Governance Guidelines; and
- Any matters related to the foregoing required by the federal securities laws.

MEMBERSHIP

The Governance and Nominating Committee shall consist of such number of members of the Board of Directors as shall be appointed by the Board from time to time, but in no event shall the Committee consist of fewer than three members. The Board of Directors shall designate the Chairperson of the Committee. The Board of Directors may change the membership of the Committee at any time.

The members of the Committee shall meet the applicable independence and qualification requirements of NYSE American and the Securities Exchange Act of 1934, as amended, including all rules and regulations thereunder, as well as any other legal requirements applicable to Committee members.

FUNCTIONS, POWERS, AND RESPONSIBILITIES:

The Governance and Nominating Committee shall:

Nomination Policies and Procedures

1. Annually review with the Board of Directors the criteria, including any minimum qualifications and any necessary qualities or skills, for Board membership, consistent with the Company's Certificate of Incorporation and Bylaws.
2. Identify, evaluate, and recruit individuals qualified for Board membership.
3. Periodically review the procedures to be followed by the Company's stockholders in recommending prospective director nominees, which are set forth in the Company's Certificate of Incorporation and Bylaws.
4. Consider director nominees proposed by the Company's stockholders.

5. Recommend to the Board of Directors nominees to be proposed for election at the annual meeting of stockholders or to be elected by the Board to fill vacancies or newly created directorships.
6. Recommend to the Board of Directors nominees for appointment, including a chairperson, to each committee of the Board.
7. Review and make recommendations to the Board of Directors with respect to the size, structure, composition, processes, and practices of the Board and the Board committees.
8. Review each offer of resignation by a Board member and recommend an appropriate course of action to the Board of Directors.

Director Independence and Qualification

9. Periodically review the Company's standards of director independence and recommend any proposed changes to the Board of Directors for approval.
10. In accordance with the Company's standards of director independence and the applicable independence and qualification requirements of the NYSE American LLC, the Securities Exchange Act of 1934, and any other applicable law, assess and make recommendations to the Board of Directors with respect to each Board member's independence and qualification (e.g., financial expertise of Audit and Finance Committee members).

Orientation of New Directors; Continuing Education

11. Oversee the orientation program for new Board members.
12. Review and make recommendations to the Board of Directors with respect to the Company's process for the continuing education of Board members.

Director Search Firms

13. Have the sole authority to retain and terminate any search firm used to identify director candidates and to approve such search firm's fees and other retention terms.

Performance Evaluations

14. Implement the processes for and oversee the annual performance evaluation of the Board of Directors, each committee of the Board (including a review by the Committee of its own performance), and each Board member; review the results of each Board committee's evaluation; and report to the Board of Directors the results of the full Board, the Committee, and, as appropriate, individual director evaluations.

Corporate Governance

15. Periodically review and reassess the adequacy of the Company's corporate governance framework, including the Certificate of Incorporation, Bylaws, and related governance documents and recommend any proposed changes to the Board of Directors for approval.

Management Succession Planning

16. In consultation with the Chief Executive Officer, evaluate potential successors to the Chief Executive Officer and other members of executive management and report annually to the Board of Directors on succession planning.

ESG Reporting (when applicable)

17. Review and discuss with management legislative, regulatory, and other developments regarding ESG reporting and disclosures.
18. Review, discuss with management, and coordinate with the Audit Committee, as needed, (i) the Company's annual ESG report; (ii) the types of information to be included in the Company's ESG disclosures within the financial reporting framework; (iii) the alignment of the Company's financial reporting and ESG disclosures; and (iv) the internal controls and procedures related to ESG disclosures, including any assurance being provided by the independent auditor or other third party with respect to ESG disclosures.

Other

19. Review and make recommendations to the Board of Directors with respect to any stockholder proposal. To the extent that a stockholder proposal relates to a matter that is overseen by another committee (e.g., executive compensation), then the input of such other committee shall be solicited.
20. Annually review the Committee's own performance and report the results of such review to the Board of Directors.
21. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
22. Report regularly to the Board of Directors on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
23. Perform such other duties required by law or necessary or appropriate to ensure the effective functioning of the Board of Directors and high-quality corporate governance, or as the Board of Directors may from time to time direct.