INSTINCT BIO TECHNICAL COMPANY HOLDINGS INC.

COMPENSATION COMMITTEE CHARTER

Adopted: 27 July, 2026

The Purpose of the Compensation Committee

The purpose of the Compensation Committee (the "***Committee***") of Instinct Bio Technical Company Holdings Inc. (the "***Company***") is to discharge the responsibilities of the Company's Board of Directors (the "***Board***") relating to compensation of the Company's executives, to produce an annual report on executive compensation for inclusion in the Company's proxy statement, and to oversee and advise the Board on the adoption of policies that govern the Company's compensation programs, including stock and benefit plans.

Membership and Structure

The Committee shall consist of at least three directors, all of whom shall (a) meet the independence requirements established by the Board and applicable laws, regulations, and listing requirements of The NASDAQ Capital Market and Securities and Exchange Commission, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986. The members of the Committee shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The Board shall appoint the members of the Committee and the Chair of the Committee. The Board may remove any member from the Committee at any time with or without cause.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

Authorities and Responsibilities

The Committee shall have the following authority and responsibilities:

a. To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer ("***CEO***"), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

b. To review and approve the compensation of all other executive officers.

c. To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity based plans, and where appropriate or required, recommend for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

d. To review and approve and, when appropriate, recommend to the Board for approval, employment agreements and severance arrangements or plans, including any benefits to be provided in connection with to amend and terminate such agreements, arrangements or plans, for all executive officers.

e. To determine capital stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

f. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

g. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

h. To review and reassess this Charter and submit any recommended changes to the Board for its consideration.

This above list of responsibilities is presented for illustrative purposes and is not intended to be exhaustive. The Committee may conduct additional activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also fulfill other responsibilities delegated to it from time to time by the Board.