

COMPENSATION COMMITTEE CHARTER

EARTH SCIENCE TECH, INC.

1. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Earth Science Tech, Inc. (the “Company”) to assist the Board in overseeing compensation of directors and executive officers, and to produce required compensation reports for inclusion in Company filings where applicable. The Committee shall carry out the responsibilities described in this Charter and any additional duties assigned by the Board. All authority is subject to the Company’s bylaws and applicable law.

2. Committee Membership

Members of the Committee shall be appointed by the Board and shall serve until replaced or until they no longer serve on the Board.

- The Committee shall consist of at least three (3) members
- Members are not required to be independent while securities are traded on OTC markets
- The Board may appoint employee-directors to serve alongside independent directors

3. Structure & Meetings

- The Committee shall meet at least twice per year
- A majority of members constitutes a quorum
- Members may participate via conference call
- The Chairperson is appointed by the Board or elected by members
- The Chairperson sets meeting agendas and presides over meetings
- Minutes shall be maintained for all meetings

No member may participate in discussions or decisions regarding their own compensation.

4. Authority & Responsibilities

A. Executive Compensation

- Review and approve compensation programs for officers
- Review employment, severance, and change-of-control agreements
- Approve salaries, incentives, equity compensation, and benefits

B. Disclosure & Reporting

- Review Compensation Discussion & Analysis (CD&A), if required
- Recommend inclusion in proxy statements or SEC filings

C. Compensation Strategy

- Define compensation objectives and incentives
- Ensure alignment with Company performance and stockholder value
- Review compensation risk exposure

D. CEO Compensation

- Set CEO performance goals annually
- Evaluate CEO performance
- Determine and approve CEO compensation
- Consider Company performance and market comparisons

E. Incentive & Equity Plans

- Administer incentive and equity compensation plans
- Approve stock options and equity awards
- Review and approve new or modified equity plans

F. Governance & Stockholder Matters

- Review stockholder advisory votes on executive compensation
- Recommend frequency of advisory votes under Section 14A
- Recommend director compensation to the Board

G. Additional Responsibilities

- Review compensation clawback policies
- Ensure compensation practices do not encourage excessive risk-taking
- Perform other duties assigned by the Board

Note: Equity compensation for certain officers must be approved by the full Board to comply with Rule 16b-3 requirements.

5. Performance Evaluation

The Committee shall annually review this Charter and evaluate its own performance, reporting findings to the Board.

6. Committee Resources

- The Committee may retain independent legal, accounting, or compensation advisors
- The Committee has sole authority to approve advisor fees and terms
- The Committee shall assess advisor independence before engagement
- The Company shall provide appropriate funding for Committee operations

The Committee may not delegate its authority unless expressly authorized by the Board.

Amended: March 31, 2026