

CASTELLUM, INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted as of March 8, 2023

The Board of Directors (the “Board”) of Castellum, Inc., a Nevada corporation (the “Company”) has adopted the following guidelines in furtherance of its continuing effort to enhance its corporate governance. The Board and the Nominating and Corporate Nominating and Governance Committee will review and amend these guidelines as they deem necessary and appropriate.

I. The Board of Directors

Board and Director Responsibilities

The Board will be responsible for the management of the business and affairs of the Company. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and must exercise his or her business judgment. The Board recognizes that creating long-term value for the Company’s stockholders may require consideration of the concerns of other stakeholders, such as the Company’s clients, employees, and the communities in which the Company operates.

Each director, may, in the performance of such director’s duties, rely in good faith upon the records of the Company and upon such information, opinions, reports, or statements presented to the Company by any of the Company’s officers or employees, or Committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

Director Qualification Standards

The Board will have a majority of “independent” directors who will satisfy the independence requirements of the NYSE American relating to directors. No director will be deemed independent unless the Board has made an affirmative determination that such director has no material relationship with the Company (either directly or as a partner, stockholder, or officer of an organization that has a relationship with the Company).

Size of the Board

The Board will be comprised of not less than one nor more than thirteen directors, which number may be modified from time to time by resolution of the Board. The Nominating and Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board.

Office of Chairman

A Chairman of the Board will be elected by the Board from among its members to preside at all meetings of the Board. The Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time.

Board Membership Criteria

The Nominating and Governance Committee will recommend to the Board appropriate criteria for the selection of new directors based on the strategic needs of the Company and the Board and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

The Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The Nominating and Governance Committee defines diversity in an expansive manner to be reflective of the diversity of the Company and representative of its clients and other stakeholders, including, without limitation, race, ethnicity, gender, sexual orientation, age, disability, history of military service, geography, and areas of expertise and opinion. Accordingly, it is the policy of the Nominating and Governance Committee to include, and have any search firm that it engages include, diverse representation in the pool from which the Committee selects director candidates. In addition, directors should have experience in positions with a high degree of responsibility, be, or have been, leaders in the companies or institutions with which they are, or were, affiliated, and be selected based upon the contributions they can make. Directors should plan to make a significant time commitment to the Company. Exceptional candidates who meet alternative criteria may also be considered.

Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Governance Committee. The Nominating and Governance Committee will identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders or, if applicable, at any special meeting of stockholders.

Term Limits

There are no established term limits for service on the Board. The Board's goal is to maintain a mix of tenures so that the Board has a balance of fresh perspectives and continuity of experience.

Directors who Change their Primary Employment or Cease to be Independent

A director whose affiliation or position of principal employment changes substantially after election to the Board or an independent director who ceases to qualify as such after the election to the Board will be required to submit notice of such change to the Board. The remaining directors, upon recommendation of the Nominating and Governance Committee, will then determine the appropriateness of continued Board membership.

Limitation on Number of Boards a Director may Serve

No director will serve on more than four other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity). Directors will advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board.

Director Orientation and Continuing Education

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal, and other developments relating to such matters.

In addition, newly elected and existing directors are strongly encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties.

Conflicts of Interest

Each director will avoid taking actions or having interests that might result in a conflict of interest, that is, a situation where a director's private interest interferes in any way—or even appears to interfere—with the interests of the Company as a whole. Each director will ethically handle all actual or apparent conflicts of interest between personal and professional relationships, promptly informing the General Counsel, or the Audit Committee if such a conflict arises and including recusing himself/herself from any discussion or decision affecting his/her personal interests. The Board will resolve any conflict of interest question involving a non-management director. The Chief Executive Officer shall resolve any conflict of interest involving any other officer of the Company.

Board Access to Management and Employees

Directors will have complete access to management and employees of the Company. Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

Board Access to Independent Advisors

Directors will have complete access, as necessary and appropriate, to the Company's outside advisors. If appropriate, the Board may retain independent legal, financial, or other advisors.

Director Compensation

All directors of the Company who are not simultaneously employed as officers by the Company will be properly compensated and reimbursed for their services as a director. Any employee of the Company who is elected a director of the Company will not receive any compensation or participation in director benefit programs for his or her services as a director of the Company.

The Compensation, Culture and People Committee (the "Compensation Committee") will be responsible for setting director compensation. The Compensation Committee will periodically review and approve the compensation of the Company's directors as described in its charter. Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Company. In making such compensation determinations, the Compensation Committee will

consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Company makes substantial charitable contributions to organizations with which a director is affiliated or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

II. Board Meetings

Number of Meetings; Attendance of Directors at Board Meetings

The Board will meet quarterly, at minimum. Directors are expected to regularly attend meetings of the Board and the Committees of which they are members, and to spend the time and effort needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Company.

Selection of Agenda Items for Board Meeting

The Chairman will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company's strategic plans and the principal issues (especially financial, accounting and risk management issues) that the Company is facing or will face in the future during at least one Board meeting each year.

Board Materials Distributed in Advance

The Company will distribute materials pertaining to Board and Committee meetings sufficiently in advance of those meetings. A director is expected to review all distributed materials prior to any Board or Committee meeting that such director attends. The Board acknowledges that certain materials are of an extremely sensitive nature and the distribution of materials on these matters prior to the Board or Committee meetings may not be appropriate.

Executive Sessions

Generally, the non-management directors will meet in executive session without management at each regularly scheduled Board meeting.

The Chair of the Board will act as the presiding director for the executive session unless the Chair is a management director. In such event, the non-management directors of the Board will elect one independent member to serve as the presiding director for any executive sessions of the Board. The presiding director will serve until the non-management directors of the Board select his or her successor.

III. Board Committees

Committees of the Board

There are currently three Board Committees: the Audit Committee, the Compensation, Culture and People Committee, and the Nominating and Corporate Nominating and Governance Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the Company's Amended and Restated Bylaws and Nevada General Corporation Law. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the Company's Amended and Restated Bylaws, applicable law and NYSE American requirements.

Assignment of Committee Members

Committee assignments will be made by the Board based upon recommendations of the Nominating and Corporate Nominating and Governance Committee. Committee assignments and designation of Committee Chairs should be based on the director's knowledge and expertise. The Board values experience and continuity as well as the benefits of diversity of experience that may be derived from rotation. Board members and Chairs should be rotated if rotation is likely to increase Committee performance.

Frequency of Committee Meetings

Each Committee will establish its own rules or procedures, which will be consistent with the provisions of the Nevada General Corporation Law, the Company's Amended and Restated Bylaws, any resolutions of the Board governing such Committee and their respective Charters. Each Committee will meet as provided by such rules and their respective Charters.

Committee Agenda

The Chairperson of each Committee will determine the Committee's agenda prior to a meeting, giving consideration to management recommendations and suggestions by Committee members.

Audit Committee

The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the NYSE American and Securities and Exchange Commission rules and such other matters as may from time to time be delegated to the Audit Committee by the Board. Each member of the Audit Committee will satisfy the independence and other requirements of the NYSE American and the Securities and Exchange Commission relating to directors and audit committee members.

Compensation, Culture and People Committee

The Compensation, Culture and People Committee's duties and responsibilities will be set forth in the Compensation, Culture and People Committee Charter and include all of the responsibilities of a compensation committee under the NYSE American rules and such other matters as may from time to time be delegated to the Compensation, Culture and People Committee by the Board. Each member of the Compensation, Culture and People Committee will satisfy the independence requirements of the New York Stock Exchange relating to directors and compensation committee members.

Nominating and Corporate Nominating and Governance Committee

The Nominating and Corporate Nominating and Governance Committee's duties and responsibilities will be set forth in the Nominating and Corporate Nominating and Governance Committee Charter and include all of the responsibilities of a nominating and corporate Nominating and Governance Committee under the NYSE American rules and such other matters as may from time to time be delegated to the Nominating and Corporate Nominating and Governance Committee by the Board. Each member of the Nominating and Corporate Nominating and Governance Committee will satisfy the independence requirements of the NYSE American relating to directors.

IV. Leadership Planning and Evaluation

Succession Planning

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include the principles and process for chief executive officer selection and performance review, as well as plans regarding succession in the case of an emergency. The Compensation, Culture and People Committee will assist the Board in overseeing succession planning of the Chief Executive Officer and key management positions.

Assessing the Board's Performance

The Board will conduct an annual self-evaluation in order to determine whether it and its Committees are functioning effectively. The Nominating and Corporate Nominating and Governance Committee will establish a process to oversee the Board's annual self-evaluation to determine whether the Board and its Committees are functioning effectively. The Board will review the evaluations and consider any appropriate changes as a result of such evaluations. The assessment will focus on the Board's contributions to the Company and specifically focus on areas in which the Board or management believes that the Board or any of its Committees could improve. This process will also include annual self-assessments by the Audit Committee, the Compensation, Culture and People Committee and the Nominating and Corporate Nominating and Governance Committee, relying on a review process similar to that used by the Board, with performance criteria for each such Committee established on the basis of its Charter.

Board Interaction with Interested Parties, the Press, Clients, Etc.

The Chief Executive Officer and, as appropriate, designated members of senior management and certain other personnel speak for the Company. Individual directors may, on occasion and with the knowledge of management, meet or otherwise communicate with interested parties.

All interested parties, including but not limited to stockholders, who wish to contact the Company's directors may send written correspondence, in care of the Secretary. Communications may be addressed to an individual director, to the non-management directors as a group, or to the Board as a whole, confidentially or otherwise. Communications not submitted confidentially which are addressed to directors that discuss business or other matters relevant to the activities of the Board will be preliminarily reviewed by the office of the Secretary and then distributed either in summary form or by delivering a copy of the communication. Confidential communications will be distributed, without review by the office of the Secretary, to the director, or group of directors, to whom they are addressed. With respect to other correspondence received by the Company that is addressed to one or more directors, the Board has requested that the following items not be distributed to directors, because they generally fall into the purview of management, rather than the Board: junk mail and mass mailings, product and services complaints, product and services inquiries, résumés and other forms of job inquiries, solicitations for charitable donations, surveys, business solicitations and advertisements.