QUANTUM SPACE, INC.
COMPENSATION COMMITTEE CHARTER

Effective as of November 23, 2026

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Quantum Space, Inc. (the "Company") is to assist the Board in discharging its responsibilities relating to executive and director compensation matters and to oversee the Company's overall compensation structure, policies, and programs as set forth in this charter (this "Charter").

Membership

The Committee shall consist of two or more directors. For so long as the Company qualifies as a "controlled company" under Section 303A.00 of the Listed Company Manual of the New York Stock Exchange (the "NYSE") and elects to rely on the exemptions available to controlled companies, the Company is not required to have a compensation committee composed entirely of independent directors, and members of the Committee need not be independent. If the Company ceases to qualify as a controlled company, or ceases to rely on the exemption, the Committee shall be reconstituted in accordance with the phase-in periods permitted by NYSE rules. Except to the extent permitted by those exemptions or transition periods, each member shall be determined by the Board to be independent under applicable NYSE rules.

Each member of the Committee must also qualify as a "Non-Employee Director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). If any member of the Committee does not so qualify, then all equity compensation, and any other acquisition from or disposition to the Company of Company securities intended to be exempt under Rule 16b-3, shall be approved by the Board or by a duly authorized committee or subcommittee of the Board composed solely of two or more directors who are Non-Employee Directors. Any action duly taken by the Committee shall be valid and effective whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership under this Charter.

The members of the Committee shall be appointed by the Board, taking into consideration recommendations from the Nominating and Corporate Governance Committee of the Board (the "Nominating Committee") and any applicable contractual director designation rights. 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 may remove any member from the Committee at any time with or without cause.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

A. To review on an ongoing basis and approve, or make recommendations to the Board regarding, the propriety, adequacy, and competitiveness of the Company's overall compensation strategies, plans, and programs. The Committee shall review and approve, or make recommendations to the Board regarding, all cash-based incentive compensation plans and equity-based incentive compensation plans and other equity-based plans, including stock option plans, restricted stock plans, restricted stock unit plans, stock appreciation right plans, stock bonus plans, and stock purchase plans (all such equity-based compensation plans are referred to as "Equity Plans"). Approval of Equity Plans and awards shall be subject to stockholder approval to the extent required by applicable law and NYSE rules. The Committee shall have the authority to administer the Company's cash-based

incentive compensation plans and Equity Plans (except to the extent the terms of a plan require administration by the full Board) and to make recommendations to the Board regarding the modification and termination of all such plans to ensure compliance with existing laws and regulations.

B. To review and approve 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, based on this evaluation (either alone or, if directed by the Board, together with a majority of the independent directors of the Board), set the CEO's compensation, including salary, incentive compensation, equity-based awards, and any material perquisites. The CEO may not be present during any voting or deliberations by the Committee on his or her compensation.

C. To review and set, or make recommendations to the Board regarding, the corporate goals and objectives applicable to the compensation of the other executive officers of the Company, evaluate at least annually their performance in light of those goals and objectives, and, based on this evaluation, set or make recommendations to the Board regarding such executive officers' compensation levels. An executive officer may not be present during any voting or deliberations by the Committee on his or her compensation. For purposes of this Charter, "executive officers" means the officers covered by Rule 16a-1(f) under the Exchange Act.

D. To review and make recommendations to the Board on an annual basis regarding (1) ranges by job title for annual salaries, target cash bonuses, and equity-based awards for employees other than executive officers (collectively, the "Compensation Matrix"), and (2) the aggregate number of equity awards that can be granted on an annual (or other specified period) basis to employees other than executive officers. The Board, in its sole discretion, may delegate to the Committee the authority to set the Compensation Matrix. To the extent permitted by applicable law and the applicable Equity Plan, the Committee may delegate to the CEO the authority to implement and administer the Compensation Matrix and to grant equity-based awards within the Compensation Matrix to employees who are not executive officers or directors of the Company; provided that the Committee must pre-approve any compensation that exceeds the Compensation Matrix or any grant that would exceed the aggregate number of equity awards approved for such period.

E. To review and approve, or make recommendations to the Board regarding, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers.

F. To determine stock ownership guidelines, if any, for the CEO and other executive officers and monitor compliance with such guidelines.

G. To review and make recommendations to the Board regarding all other employee benefit plans for the Company, including retirement plans, profit sharing plans, and deferred compensation plans.

H. To review director compensation, including equity, for service on the Board and Board committees and recommend any changes to the Board as necessary.

I. To review and approve, or recommend to the Board for approval, any transaction in Company equity securities between the Company and any director or executive officer of the Company who is subject to Section 16 of the Exchange Act, acting through members who are Non-Employee Directors to the extent required to satisfy Rule 16b-3.

J. To approve, or recommend to the Board for approval, any loans to be made by the Company to employees of the Company; provided, however, that in compliance with the Sarbanes-Oxley Act of 2002, as amended, the Company shall not directly or indirectly extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer of the Company.

K. To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") section in the Company's annual report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the CD&A be included in the appropriate filing. The Committee shall also review and discuss with management the Company's other executive compensation disclosures required by the rules of the Securities and Exchange Commission (the "SEC"), including pay versus performance and CEO pay ratio disclosures, to the extent applicable to the Company.

L. To the extent it is required, the Committee shall prepare the annual Compensation Committee Report to be included in the Company's annual report on Form 10-K or annual proxy statement.

M. To consider the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay Vote"), to the extent required, in reviewing the Company's executive compensation policies and practices, and to review and make recommendations to the Board regarding the frequency with which the Company will conduct Say-on-Pay Votes.

N. To periodically review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company by encouraging excessive risk-taking.

O. To assist the Nominating Committee and the Board, upon request, with the compensation aspects of succession planning for the Company's executive officers, it being understood that the Nominating Committee has primary responsibility for succession planning.

P. To adopt, administer, and oversee the Company's compliance with the compensation recovery (clawback) policy required by Section 10D of the Exchange Act, Rule 10D-1 thereunder, and NYSE listing standards, and to review and make recommendations to the Board regarding any amendments to that policy. To the extent applicable rules require that a particular determination (including any determination that recovery would be impracticable) be made by the committee of independent directors responsible for executive compensation decisions or, in the absence of such a committee, by a majority of the independent directors serving on the Board, the Committee shall refer that determination accordingly.

Q. To review stockholder proposals relating to executive compensation matters and make recommendations to the Board regarding the Company's response.

R. To perform such other duties and responsibilities as the Board may delegate to the Committee from time to time, consistent with this Charter and applicable law.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a compensation consultant (independent or otherwise) 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 any compensation consultant.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other 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 any outside counsel or other advisors. Communications between the Committee and its outside counsel shall be privileged to the extent permitted by applicable law.

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 compensation consultants, outside counsel, and any other advisors engaged by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, outside counsel, or other advisor engaged by the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel, and other advisors (other than the Company's in-house counsel), the Committee shall take into consideration the factors relevant to the independence of such consultant, outside counsel, or other advisor from management specified in NYSE and SEC rules. For so long as the Company relies on the controlled company exemption, this consideration is not required by NYSE rules, but the Committee may nonetheless undertake it as it deems appropriate. The Committee may retain, or receive advice from, any compensation consultant, outside counsel, or other advisor it prefers, including one that is not independent, after considering such factors.

The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K and prepare any necessary disclosure in the Company's annual report on Form 10-K or annual proxy statement in accordance with applicable rules and regulations of the SEC and/or NYSE.

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any executive officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Structure and Operations

The Board shall designate a member of the Committee as the chair. The Committee shall meet as often and at such times and places as it deems necessary to fulfill its responsibilities. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act by unanimous written consent of its members. The Committee shall keep minutes of its proceedings.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such executive officers shall not be present at meetings at which their compensation or performance is discussed or determined.

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, so long as such delegation is not inconsistent with applicable law or the rules of the SEC and NYSE, and provided further that any subcommittee acting to satisfy Rule 16b-3 shall be composed solely of two or more Non-Employee Directors.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.