

STARDUST POWER INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION AND MEMBERSHIP

This charter governs the operations of the Audit Committee (the “**Committee**”) of the Board of Directors of Stardust Power Inc. (the “**Company**”). The Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee. 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. The Committee shall be comprised of at least three directors, each of whom shall meet the independence and qualification requirements of The Nasdaq Stock Market Rules (the “**Nasdaq Rules**”), the rules promulgated under the Securities and Exchange Act of 1934, as amended (the “**Exchange Act**”), and the rules and regulations of the Securities and Exchange Commission (the “**SEC**”). No member of the Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibility. At least one member of the Committee must be an audit committee financial expert. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. Determinations of independence, financial literacy, experience and expertise shall be made by the Board as he Board interprets such qualifications in its business judgement.

No member of the Committee may serve simultaneously on the audit committee of more than three public companies (including the Company’s Audit Committee).

In fulfilling its responsibilities, the Committee may delegate responsibilities to a subcommittee consisting of one or more members of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee consisting entirely of directors who meet the independence requirements of Nasdaq Rules and the rules and regulations of the SEC, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

STATEMENT OF POLICY

The Committee shall assist the Board with respect to the Company’s financial statements and the financial reporting process, the systems of internal accounting and financial controls, the

internal audit process, the annual independent audit of the Company's financial statements, and the legal compliance and ethics programs as established by management and the Board and such other matters as are assigned to the Committee by the Board pursuant to this Charter or as mandated under applicable laws, rules and regulations (including the Exchange Act) as well as listing standards of Nasdaq.

In so doing, it is the responsibility of the Committee to maintain free and open communication among the Committee, independent registered public accounting firm, internal audit personnel and management of the Company, and the Committee shall from time to time meet separately in executive session with the independent registered public accounting firm, internal audit personnel and management. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

The Committee shall have the authority to engage independent counsel and other advisers, as it deems necessary to carry out its duties, and the Company shall provide for appropriate funding, as determined by the Committee for the payment of (a) compensation to the independent registered public accounting firm engaged for the purpose of preparing or issuing the audit report or performing other audit, review or attest services for the Company; (b) compensation to any independent advisers employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will review and discuss with management and the independent registered public accounting firm to promote accurate, high-quality, and timely disclosure of financial and other information to the Board, the public markets and stockholders.

Chair

Unless a chairperson (the "**Chair**") is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. Each meeting will be presided over by the Chair or, in the event that the Chair is not present at a meeting, the Committee members present at such meeting shall designate one of the Committee members as the acting chair of the meeting.

Meetings

The Committee shall meet quarterly, and special meetings may be called when circumstances require. The Committee may meet in person, by telephone or video conference call. The Chair of the Board, a majority of the members of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee shall record and keep minutes of all Committee meetings. The Committee's policies and procedures shall remain flexible, but consistent with the Bylaws of the Company and this Charter. The Committee may meet in executive session, without management present, on any matter it deems appropriate, at its discretion.

Quorum and Voting

A majority of the Committee's members will constitute a quorum. At any meeting of the Committee, the decision of a majority of the members present and voting will be determinative as to any matter submitted to a vote. The Committee may also act by unanimous written consent, which may be provided electronically.

Report to the Board

The Committee will report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

RESPONSIBILITIES AND DUTIES

The following shall be the principal duties of the Committee in carrying out its responsibilities. The duties are set forth as a guide with the understanding that the Committee may supplement or alter the duties as appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best handle changing conditions and to ensure to the directors and stockholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and of the highest quality.

The primary responsibility of the Committee is to oversee the Company's accounting and financial reporting process and the audits of the financial statements of the Company on behalf of the Board and report the results of its activities to the Board. The Committee recognizes that management is responsible for the preparation, presentation and integrity of the Company's financial statements. The independent registered public accounting firm is responsible for auditing those financial statements. The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting and ethical behavior.

In addition, the Committee shall:

Independent Registered Public Accounting Firm

- Appoint, compensate, retain, evaluate, terminate and oversee the Company's independent registered public accounting firm. The independent registered public accounting firm shall report directly to the Committee.
- Discuss with the independent registered public accounting firm their objectivity and independence from management and the Company and shall review matters included in the formal written statement delineating all relationships between the independent registered public accounting firm and the Company, actively engaging in a dialogue with the registered public accounting firm about any disclosed relationships or services that may impact the objectivity and independence of the registered public accounting firm as required by the Public Company Accounting Oversight Board, including Auditing Standard 1301, and under the rules and regulations of the SEC and other applicable authorities (as such standards and rules and regulations may be established or amended from time to time). The Committee will present its conclusion to the Board with respect to the independent registered public accounting firm independence and performance. The Committee will

- also review with the full Board any significant issues that arise with respect to the performance and independence of the Company's independent registered public accounting firm throughout the year as needed, and will take into account the opinions of management and the Company's internal auditors in assessing the independent registered public accounting firm's qualifications, performance and independence.
- Pre-approve all audit and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to and in accordance with the Exchange Act and the Committee's pre-approval policy, as it may be amended from time to time. Establish policies and procedures for the Committee's pre-approval of permitted services in compliance with applicable SEC rules and review such pre-approval policies at least quarterly.
 - Discuss with the independent registered public accounting firm and with Company financial management and internal audit personnel the overall scope and plans for audits including the scope of the proposed audit for the current year, audit procedures to be utilized, and the adequacy of audit staffing and compensation.
 - Review such audit, including any comments or recommendations of the independent registered public accounting firm and shall resolve any disagreements between management and the independent registered public accounting firm.
 - Discuss with management and the independent registered public accounting firm the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage financial risk, and its legal and ethical compliance programs.
 - Meet separately with the independent registered public accounting firm, with and without management present, to discuss the results of their examinations.
 - Review with the independent registered public accounting firm:
 - (i) all critical accounting policies and practices to be used;
 - (ii) any critical audit matter;
 - (iii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; and
 - (iv) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences. The Committee shall also discuss with the independent registered public accounting firm their judgment about the quality, not merely the acceptability, of accounting principles relied upon therein, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements, as well as matters affecting the quality of the Company's financial reporting and the fairness of the presentation in the financial statements of the financial condition and the financial risks of the Company.
 - Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

- Establish procedures for:
 - the receipt, retention and treatment of complaints and concerns received by the Company regarding accounting, internal accounting controls or auditing or related matters and
 - the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Financial Statements and Public Reporting

- Review and discuss with appropriate officers of the Company and the independent registered public accounting firm the annual audited and quarterly financial statements of the Company (including the related notes), the form of audit opinion to be issued by the independent auditor on the financial statements, and the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” required by the SEC, and recommend to the Board of Directors whether to include the audited financial statements in the Company’s Annual Report on Form 10-K. Review any disclosures made to the Committee by the Chief Executive Officer and Chief Financial Officer during their certification process for Forms 10-K and 10-Q regarding any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any allegations of fraud or deficiencies in the disclosure procedures. Review with the full Board any significant issues that arise with respect to the quality or integrity of the Company’s financial statements throughout the year, as needed.
- Review and discuss the type and presentation of information to be included in earnings and other financial press releases and discuss the types of earnings guidance and other financial information provided, and the types of presentations made, to analysts and rating agencies.
- Prepare annually, with the assistance of management, the independent registered public accounting firm and legal counsel, as appropriate, the Audit Committee Report included in the Company’s annual proxy statement, and any other report or disclosures required by the rules of the SEC to be included in the Company’s annual proxy statement for the annual meeting of stockholders.
- Ensure that a public announcement of the Company’s receipt of an audit opinion that contains a going concern qualification is made promptly.

Internal Control Structure and Risk Oversight

- Review with the Company’s financial and accounting personnel, and independent registered public accounting firm, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.

- Inquire of management as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- At least annually, obtain and review a formal written report from the Company's independent registered public accounting firm (a) describing such firm's internal quality control procedures, (b) describing any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of such firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues, and (c) assessing such firm's independence, including delineating all relationships and engagements that may reasonably be thought to bear on the independence of the auditor, including those between the auditor and the Company. The Committee shall discuss this report with the Company's independent registered public accounting firm and shall take appropriate action to ensure the independence of the independent registered public accounting firm and to address any other matters based on such report.

Internal Audit

- Review, discuss with the Company's independent registered public accounting firm, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing; and to review the scope and performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports or internal audit department; and review and approve the hiring, dismissal, evaluation and compensation of the Head of Internal Audit.

Other

- Review, approve, and oversee all transactions between the company and a related person, as defined by Item 404 of Regulation S-K, for which review, approval, or oversight is required by applicable law, the rules of Nasdaq, and Company policies or that are required to be disclosed in the Company's financial statements or SEC filings.
- Keep the Company's independent registered public accounting firm informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and whether any of the Committee has concerns regarding relationships or transactions with related persons and, if so, the substance of those concerns; and review and discuss with the Company's independent registered public accounting firm the independent registered public accounting firm's evaluation of the

Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

- Review and approve any policies relating to the approval of related party transactions as defined in Item 404 of Regulation S-K.
- Monitor and oversee the Company's legal compliance programs and code of business conduct and ethics.
- Discuss with the legal personnel any legal matters that may have a material impact on the financial statements or the Company's compliance programs.
- Oversee risks related to the Company's information system controls and security, including a periodic review of the Company's cybersecurity and other information technology risks, controls, initiatives and action plans.

- Review with management the Company's policies and processes for tax planning and compliance.

Review Audit Committee Charter

- Review and reassess this charter at least annually and recommend any changes to the Board for approval.

Self-Evaluation

- On at least an annual basis, conduct a self-evaluation.

Risk Assessment

- Be responsible for overseeing the management of the financial and compliance risks of the Company.

Adopted June 28, 2024