

**Stardust Power Inc.**  
**Related Party Transactions Policy and Procedure**

The Audit Committee of the Board of Directors (the “**Board**”) of Stardust Power Inc. (together with its affiliates and subsidiaries, the “**Company**,” “**we**,” “**our**,” or “**Stardust**”) has approved and adopted this Related Party Transactions Policy (the “**Policy**”) in order to delineate our procedures for the review, approval or ratification of Related Party Transactions (as defined below).

**A. Policy Statement**

The Company recognizes that Related Party Transactions can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Accordingly, as a general matter, it is the Company’s preference to avoid Related Party Transactions. Nevertheless, the Company recognizes that there are situations where Related Party Transactions may be, or may not be inconsistent with, the best interests of the Company and its stockholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Parties (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the procedures set forth below for the review, approval, or ratification of Related Party Transactions.

Under this policy, any “Related Party Transaction,” other than transactions for which Audit Committee approval is not required by this policy, may be consummated or shall continue only if the Audit Committee approves such transactions in accordance with the guidelines set forth in this Policy.

This Policy is not intended to create obligations of the Company or the Company’s Board beyond those established by applicable laws or regulations and rules of the stock exchange on which the Company’s securities are traded. As a result, use of the word “shall,” “should” or “will” with respect to an activity or responsibility, shall be interpreted to create only the legal obligation that would have been imposed on the Company or the Board in the absence of these policies and procedures. To the extent that these policies and procedures might be interpreted to create any responsibility or obligation beyond that required by law or regulation (a “**Discretionary Responsibility**”), it will be interpreted to not create any material or legally enforceable obligation or responsibility, and any such Discretionary Responsibility may be waived or modified at the full discretion of the Company or the Board.

This policy has been approved by the Audit Committee of the Board. The Audit Committee may review and amend this policy from time to time.

**B. Related Party Transactions**

For the purposes of this policy, a “**Related Party Transaction**” means a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000, and in which any Related Party had, has or will have a direct or indirect material interest (including any transactions requiring disclosure under Item 404 of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended), other than transactions available to all U.S. employees of the Company.

For purposes of this Policy, a “**Related Party**” or “**Related Parties**” means:

- i any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- ii any person or entity known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
- iii any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than domestic employees) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
- iv any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

### **C. Identification of Related Parties**

#### Directors, Executive Officers and Nominees.

On an annual basis, each director and executive officer should submit to the Company's Chief Compliance Officer, as such term is defined in the Compliance Reporting Policy, the following information through review of a completed director and officer questionnaire: (a) a list of his or her immediate family members (as defined above); (b) for each person listed and, in the case of a director, for the director, the person's employer and job title or brief job description; (c) for each person listed and the director or executive officer, each firm, corporation or other entity in which such person is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest; and (d) for each person listed and the director or executive officer, each charitable or non-profit organization for which the person is actively involved in fundraising or otherwise serves as a director, trustee or in a similar capacity.

Any person nominated to stand for election as a director should submit to the Chief Compliance Officer the information described above no later than the date of his or her nomination.

Any person who is appointed as a director or an executive officer of the Company should submit to the Chief Compliance Officer the information described above prior to such person's appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information may be submitted as soon as reasonably practicable following the appointment.

Directors and executive officers should notify the Chief Compliance Officer of any updates to the list of Related Parties, their employment, entities in which he or she has a 5% beneficial interest, and relationships with charitable organizations.

The Company's Chief Compliance Officer shall prepare, maintain, and update the list of Related Parties as appropriate.

In addition, each director, director nominee and executive officer shall promptly notify the Chief Compliance Officer of any actual or potential Related Party Transaction involving the Company and a Related Party.

The notice shall include a complete description of such transaction including:

- the name of the Related Party and the basis on which the person or entity is a Related Party;
- the Related Party's interest in the transaction with the Company, including the Related Party's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the transaction;
- the approximate dollar value of the amount involved in the transaction;
- the approximate dollar value of the amount of the Related Party's interest in the transaction, which shall be computed without regard to the amount of profit or loss; and
- any other information regarding the transaction or the Related Party in the context of the transaction that could be material to investors in light of the circumstances of the particular transaction.

#### Five Percent Owners.

The Company's external counsel (the "**Company's Counsel**") shall periodically examine the SEC website, as requested by the Company and such other resources as the Company's Counsel may deem appropriate in order to identify all persons or entities who may be or have become the beneficial holders of five percent (5%) or more of any class of the Company's voting securities. At the time the Company becomes aware of a person's status as a beneficial owner of 5% or more of any class of the Company's voting securities, the Company's Counsel shall create a list, to the extent the information is readily available, of (a) if the person is an individual, the same information as is requested of directors and executive officers under this policy and (b) if the person is a firm, corporation or other entity, a list of principals or executive officers of the firm, corporation or entity, and shall update the list on an annual basis.

#### **D. Audit Committee Approval**

The Board has determined that the Audit Committee of the Board is best suited to review and approve Related Party Transactions. Accordingly, at an Audit Committee meeting, management shall review with the Audit Committee any Related Party Transactions proposed to be entered into, or continued, by the Company, including the proposed value of such transactions, if applicable. After review, the Audit Committee shall approve or disapprove such transactions. At each subsequent regularly scheduled meeting of the Audit Committee during the fiscal year, management should update the Audit Committee as to any material change to those proposed transactions.

Related Party Transactions shall be presented to the Audit Committee for approval prior to the consummation of the Related Party Transaction. Further, the Audit Committee approval shall be obtained prior to consummating any Related Party Transaction.

In determining whether to approve a Related Party Transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Party's interest in the transaction.

No director shall participate in any approval of a Related Party Transaction for which he or she is a Related Party.

If a Related Party Transaction is of the type that will be ongoing, the Audit Committee may establish guidelines for the Company to follow in its ongoing dealings with the Related Party. Thereafter, the Audit Committee, from time to time as the Audit Committee deems appropriate, shall review and assess such ongoing relationships with the Related Party to assess whether they are in compliance with the Audit Committee's guidelines, if any, and that the Related Party Transaction remains appropriate.

#### **E. Transactions Exempted from Approval Requirements**

The following transactions shall not require Audit Committee approval:

- i Any employment by the Company of an executive officer of the Company if:
  - 1. the compensation is required to be reported in the Company's proxy statement or annual report on Form 10-K pursuant to Item 402 of Regulation S-K (generally applicable to "*named executive officers*"); or
  - 2. the executive officer is not a named executive officer, *provided that* the executive officer is not an immediate family member of any other executive officer or any director of the Company and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
- ii Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement or Annual Report on Form 10-K pursuant to Item 402 of Regulation S-K.
- iii Any transaction with another company at which a Related Party's only relationship is as an employee (excluding as an executive officer or a director) or beneficial owner of less than 5% of that company's shares.
- iv Any transaction where the Related Party's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g. dividends).
- v Transactions available to all employees generally.

#### **F. Disclosure**

All Related Party Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's Proxy Statement, as required by applicable laws, rules and regulations.

#### **G. Board Notice**

The Audit Committee should update the Board with respect to any Related Party Transactions as part of its regular updates to the Board regarding Audit Committee activities.

*Adopted June 28, 2024*