

**GENERAL FUSION GROUP LTD.
RELATED PERSON TRANSACTION APPROVAL POLICY**

TRANSACTIONS SUBJECT TO POLICY

Any transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which General Fusion Group Ltd. (including any of its subsidiaries) (the “**Company**”) is or will be a participant and in which a Related Person has a direct or indirect interest (a “**Related Person Transaction**”) is subject to this policy. In order for the transaction, arrangement or relationship to be subject to this policy, there must be a financial aspect to the transaction, which may, for example, involve payments or otherwise provide value between the Company and the Related Person or an entity in which the Related Person has an interest.

“**Related Persons**” include:

- all directors and executive officers of the Company, including any persons who were a director or executive officer of the Company since the beginning of the Company’s last fiscal year;
- any nominee for director of the Company;
- any close family member of a director, nominee for director or executive officer of the Company;
- any beneficial owner of more than 5% of any class of the Company’s voting securities, or a close family member of such holder; and
- enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the company, or enterprises in which a substantial interest in the voting power of the company is owned, directly or indirectly

“**Close family members**” include children, stepchildren, parents, stepparents, spouses, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and any other person (other than a tenant or employee) sharing the household of one of the individuals listed above, as well as members of an individual’s family that may be expected to influence, or be influenced by, that person in their dealings with the Company.

An “indirect” interest of a Related Person in a transaction includes a Related Person serving as an officer or general partner of, or being a significant investor or equity holder in, an entity that is a party to a transaction with the Company.

The following transactions are exempt from this policy:

- payment of compensation by the Company to a Related Person for the Related Person’s service to the Company in the capacity or capacities that give rise to the person’s status as a “Related Person;”
- transactions available to all employees or all stockholders of the Company on the same terms; and
- transactions, which when aggregated with the amount of all other transactions between the Company and the Related Person or any entity in which the Related Person has an interest, whether direct or indirect, involve less than \$120,000 (or such other threshold as may be applicable to the Company as a smaller reporting company under Item 404(d) of Regulation S-K) in a fiscal year (or such other period as may be applicable to the Company as a smaller reporting company under Item 404(d) of Regulation S-K).

APPROVAL OR RATIFICATION OF RELATED PERSON TRANSACTIONS

The Audit Committee of the Board of Directors of the Company (the “**Committee**”) is to approve any Related Person Transaction subject to this policy before commencement of the Related Person

Transaction. The Related Person Transaction should be presented to the Committee by an executive officer or director of the Company requesting that the Committee consider the Related Person Transaction at its next meeting. If review and approval of a Related Person Transaction is required before the next scheduled Committee meeting, the Chair of the Committee may call a special meeting or provide interim approval, subject to ratification by the Committee at its next meeting.

Any member of the Committee who is a Related Person with respect to a Related Person Transaction, or who otherwise has a direct or indirect interest in the transaction, shall disclose the interest, recuse himself or herself from deliberations and voting, and shall not be counted for approval of the transaction. Approval shall be made by disinterested members of the Committee or another independent body of the Board of Directors of the Company.

If an officer or director of the Company becomes aware of a Related Person Transaction subject to this policy that has not previously been approved under this policy:

- if it is pending or ongoing, it will be submitted to the Committee promptly and the Committee will consider the transaction in light of the standards of approval listed below. Based on this evaluation, the Committee will consider all options, including ratification, amendment or termination of the Related Person Transaction; and
- if the transaction is completed, the Committee will evaluate the transaction in accordance with the same standards to determine whether rescission of the transaction is appropriate and feasible, and seek to ascertain the reason the transaction was not previously submitted to the Committee for prior approval.

STANDARDS FOR APPROVAL OF TRANSACTIONS

The Committee will analyze the following factors, in addition to any other factors the Committee deems appropriate, in determining whether to approve a Related Person Transaction:

- whether the terms are fair to the Company;
- whether the transaction is material to the Company;
- the role the Related Person has played in arranging the Related Person Transaction;
- the structure of the Related Person Transaction; and
- the interests of all Related Persons in the Related Person Transaction; and
- the application of corporate and securities laws and stock exchange rules to the Related Person Transaction.

A Related Person Transaction will only be approved by the Committee if the Committee determines that the Related Person Transaction is not inconsistent with the best interests of the Company, is beneficial to the Company, the terms of the Related Person Transaction are fair to the Company where applicable, the terms of such transaction are at least as favorable to the Company as could be obtained from an unrelated third party, and the Related Person Transaction may be completed in compliance with applicable corporate and securities laws and stock exchange rules.

APPROVAL PROCESS

The Committee may, in its sole discretion, approve or deny any Related Person Transaction. Approval of a Related Person Transaction may be conditioned upon the Company and the Related Person taking any or all of the following additional actions, or any other actions that the Committee deems appropriate:

- requiring the Related Person to resign from, or change position within, an entity that is involved in the Related Person Transaction with the Company;
- assuring that the Related Person will not be directly involved in negotiating the terms of the Related Person Transaction or in the ongoing relationship between the Company and the other

persons or entities involved in the Related Person Transaction;

- limiting the duration or magnitude of the Related Person Transaction;
- requiring that information about the Related Person Transaction be documented and that reports reflecting the nature and amount of the Related Person Transaction be delivered to the Committee on a regular basis;
- requiring that the Company have the right to terminate the Related Person Transaction by giving a specified period of advance notice; or
- appointing a Company representative to monitor various aspects of the Related Person Transaction.

Approved: July 10, 2026.