

AFC GAMMA, INC.
Audit & Valuation Committee
Complaint Procedures for Accounting and Auditing Matters
(March 2021)

AFC Gamma, Inc. (the “Company”) is committed to complying with all applicable laws and regulations regarding accounting, internal accounting controls and auditing matters (“Accounting Matters”). The Audit and Valuation Committee of the Company’s Board of Directors (the “Committee”) is responsible for (i) establishing, reviewing and reassessing periodically procedures for the treatment of concerns and complaints related to Accounting Matters and (ii) reviewing and taking corrective action with respect to any such concerns or complaints. This Policy shall not be revised, amended, modified or supplemented other than with the approval of the Committee.

The Committee has adopted the following procedures for:

- The confidential, anonymous submission of concerns by employees of the Company or its affiliates regarding questionable Accounting Matters; and
- The receipt, retention, and treatment of complaints regarding Accounting Matters.

Any person, including Company employees, may submit a concern or complaint regarding Accounting Matters without fear of dismissal or retaliation of any kind.

Scope of Matters Covered by These Procedures

These procedures relate to concerns or complaints (collectively referred to as “Reports”) regarding Accounting Matters, including, but not limited to, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any Company financial statement or other financial report;
- fraud or deliberate error in the recording and maintaining of Company financial records;
- deficiencies in or noncompliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in Company financial records, financial statements, or other financial reports; and
- deviation from full and fair reporting of the Company’s financial condition.

Submitting Reports

A Report should be submitted to one or more of the Company designated parties listed below (each, a “Designated Party”):

- General Counsel or, if unavailable, the Company’s Director of Legal;
- Chair of the Committee (the “Chair”); and
- Any independent whistleblower hotline that may be established by the Audit and Valuation Committee from time to time (the “Whistleblower Hotline”)

See Exhibit A for Designated Party contact information. The contact information on Exhibit A will be updated by the Company upon establishment of any Whistleblower Hotline and may otherwise be updated by the Company from time-to-time, without need for formal amendment of these procedures by the Committee.

If you are concerned about anonymity, be mindful that a Report made via email or voicemail may identify the reporter. However, the Whistleblower Hotline that may be established may be staffed by an

independent third party, and Reports to the Whistleblower Hotline may be made anonymously, to the extent permitted by law.

Regardless of whether the Report is made anonymously, information relating to a Report regarding Accounting Matters will remain confidential, subject to the need to conduct an investigation and take appropriate corrective action.

Treatment of Reports

All Reports will be investigated. Reports, if substantiated, will be resolved through appropriate corrective and/or disciplinary action.

Confidentiality. Confidentiality will be maintained to the extent possible, consistent with the need to conduct an adequate review. Where possible, upon receipt of a Report, the Designated Party to whom the Report was submitted will acknowledge receipt of the Report from the complainant. In addition, to the extent appropriate, each complainant who makes a Report will be informed by the Designated Party of the results of the investigation and what, if any, corrective action was taken. However, due to the anonymous nature of some Reports, a complainant may not be informed of the results of an investigation.

Initial Evaluation. The Committee has designated the General Counsel or, if the Report relates to or involves the General Counsel, or the General Counsel is otherwise unavailable, the Director of Legal or, if the Report related to or involves the General Counsel and the Director of Legal, or such individuals are otherwise unavailable, the Chair to initially review and evaluate all Reports concerning Accounting Matters that are made pursuant to these procedures. [A Designated Party who receives a Report shall promptly make the Report available to the General Counsel, Director of Legal or the Chair, as applicable.] The Report shall be made available to the General Counsel, Director of Legal or the Chair, as applicable, without commentary or preliminary investigation.

Notification to the Committee. Reports relating to the following matters are escalated to the Committee (“Escalated Reports”): (i) any fraud involving management who have a significant role over internal controls or financial reporting; (ii) conflicts of interest or self-dealing; (iii) matters that may have material impact on financial statements/reporting; (iv) material violations of law; and (v) matters related to the Chief Executive Officer, the Chief Financial Officer or any other executive officer of the Company (as such term is defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended). The Committee shall make a determination of whether the investigation of such Escalated Report will be handled by management or the Committee. For non-Escalated Reports handled by the General Counsel, Director of Legal or the Chair, as applicable, such individual will promptly notify the Committee about such Report and his or her recommended strategy for investigating such Report. In its discretion, the Committee may make a determination of whether the investigation of any such non-Escalated Report will be handled by management or the Committee. At its discretion, the Committee may delegate its responsibilities under these procedures to the Chair or to a subcommittee of the Committee.

Retention of Reports. The General Counsel, the Director of Legal, the Chair, the Committee, and members of management, as the case may be, will take appropriate steps to ensure that all Reports are preserved in accordance with the Company’s document retention policies.

Review and Investigation of Reports. The General Counsel, the Director of Legal, the Chair, the Committee, or such members of management, as the case may be, will review, analyze, and investigate each Report. To the fullest extent practicable consistent with the need to conduct an adequate review thereof, in-house counsel or outside counsel shall be involved in any investigation of a Report in order to maintain, to the extent possible, attorney-client privilege with respect to any documents or other materials received or prepared in connection with the investigation of such Report. Such review and investigation may be made independently of Company management. The General Counsel, the Director of Legal, the Chair, or member of management, as the case may be, will summarize each Report concerning Accounting Matters which is not handled by the Committee and the actions taken in response thereto, if

any, and will provide quarterly reports (or more often as appropriate or as requested) to the Committee. The Committee may take any further appropriate action, including, among other things to: (i) referring the matter to the full Board of Directors; (ii) directing that further internal investigation be conducted; or (iii) retaining outside counsel, accountants or other third-party advisors to investigate. The Committee shall have full access to all Report and investigation documentation at all times.

Corrective Action. At the conclusion of review and investigation of a Report, prompt and appropriate corrective action, if any, will be taken. The Committee will consult with and coordinate with the Board of Directors regarding any Report, its investigation and any corrective action taken, as the Committee determines appropriate. All officers, directors, employees, consultants, and agents of the Company have an obligation to cooperate and comply with any review or investigation initiated by the General Counsel, the Director of Legal, the Chair, the Committee or members of management, as the case may be, pursuant to these procedures.

Notification of Others. At any time during review and investigation of a Report, the General Counsel, Director of Legal, the Chair, the Committee and the applicable members of management, as the case may be, may notify the Chief Executive Officer, Chief Financial Officer, or the Company's outside auditors of the receipt of a Report and/or the progress or results of any review or investigation of the Report and will provide such level of detail as may be necessary to allow for appropriate consideration by such parties of the Company's disclosure obligations, including with regard to any required officer certifications.

Non-retaliation. Any person, including employees, may submit a Report without fear of dismissal or retaliation of any kind if the Report is submitted in good faith, even if the facts alleged are not confirmed by subsequent investigation. Company policy prohibits retaliation against anyone who raises or helps address a compliance matter. However, employees who submit Reports or provide evidence which they know to be false or who submit a Report in bad faith for malicious or frivolous reasons could be subject to disciplinary action, up to, and including, termination of employment.