

Dragonfly Energy Holdings Corp.  
Disclosure Policy

**Statement of Purpose**

Dragonfly Energy Holdings Corp., a Delaware corporation (“Dragonfly”), is committed to full and fair disclosure of information to investors in compliance with all applicable securities laws.

Whenever Dragonfly, or a person acting on its behalf, discloses material non-public information to certain persons, generally including securities market professionals such as broker-dealers, industry analysts, investment advisors, investment companies, or stockholders or other persons who might trade on the basis of the information (the “Investment Community”), Dragonfly must make disclosure of the same information to the public simultaneously if the disclosure was intentional, or promptly (within 24 hours or the start of the next day’s trading on the Nasdaq Stock Market, whichever is later) if the disclosure was unintentional.

The purpose of this Policy is to set forth Dragonfly’s rules and guidelines with respect to all communications with the Investment Community.

**Policy Statement**

I. Disclosure Committee

A. The Chief Executive Officer and Chief Financial Officer will create and adopt a Disclosure Committee Charter that meets the requirements of this Section.

B. The Disclosure Committee (the "Committee") shall assist the CEO and CFO in fulfilling their responsibility to oversee the accuracy, completeness and timeliness of the public disclosure made by the Company by taking responsibility for the following tasks, in each case subject to the supervision and oversight of the CEO and CFO:

1. Establish and maintain controls and procedures (which may include controls and procedures currently used by the Company).
2. Monitor the integrity and effectiveness of the Company's Disclosure Controls and Procedures.
3. Participate in discussions and make recommendations to the CEO and CFO regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to Disclosure Statements. Generally, the Committee should serve as a central point to which material information should be directed and a resource when people have questions regarding materiality and the requirement to disclose.
4. Supervise the preparation of and review the Company's:
  - a) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with or furnished to the SEC;
  - b) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's securityholders;

- c) correspondence broadly disseminated to securityholders;
- d) presentations to analysts, rating agencies and lenders;
- e) presentations of financial information or earnings guidance and other presentations to securityholders or the investment community; and
- f) disclosure relating to the Company's results of operations and financial position or its securities posted to the Company's website or through social media channels collectively, the "Disclosure Statements".

5. Evaluate the effectiveness of the Company's Disclosure Controls and Procedures as of the end of the fiscal period covered by each Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the "periodic reports").

6. Conduct periodic discussions with the CEO and CFO regarding the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls and Procedures.

7. Provide a certification to the CEO and CFO prior to the filing of each periodic report as to:

- a) the Committee's conclusions regarding its evaluation of the effectiveness of the Company's Disclosure Controls and Procedures; and
- b) any other matters that the CEO or CFO may request.

C. Review and reassess this Charter annually and recommend any proposed changes to the CEO and CFO for approval.

D. From time to time, the Committee shall submit to the CEO and CFO for their approval a set of Disclosure Controls and Procedures (which may include controls and procedures currently used by the Company), including the policies and procedures of this Committee, as well as policies and procedures to evaluate the effectiveness of the Disclosure Controls and Procedures.

E. In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including the Board of Directors, Audit Committee, internal auditors, independent public accountants and internal and outside counsel.

F. The membership of the Committee shall consist of the Company's General Counsel and Chief Financial Officer. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.

## II. Authorized Spokespersons

A. In order to maintain consistent and cohesive communication of Dragonfly's messages and to protect disclosure of material nonpublic information about Dragonfly, the Board of Directors designates certain spokespersons (the "Authorized Spokespersons") to represent Dragonfly to the Investment Community and to field all media and other public inquiries regarding Dragonfly. The "Authorized Spokespersons" for Dragonfly are the persons designated by the Board of Directors, or any other persons that may be designated from time to time by an Authorized Spokesperson to respond to inquiries from, or communicate with, members of the Investment Community. Unless a person who has accepted a job offer for work with Dragonfly, who has not resigned or terminated, including Exempt, Non-Exempt, Regular Full-Time, Regular

Part-Time and Temporary employees, as those terms are defined in the Employment Classification Policy (such person an “Employee”), officer or director is designated as an Authorized Spokesperson, such person is not authorized to communicate with any member of the Investment Community regarding Dragonfly. If any Employee, officer or director that is not an Authorized Spokesperson is contacted by any member of the Investment Community regarding Dragonfly, they should refer the person to the Chief Financial Officer (the “Disclosure Officer”).

B. Subject to the other provisions of this Policy, any Authorized Spokesperson may communicate with any member of the Investment Community regarding Dragonfly without obtaining further consents for such communications. However, to ensure the consistency of Dragonfly’s messages to the Investment Community, the Authorized Spokesperson should coordinate with the Disclosure Committee from time to time to confirm the substance of disclosures that may be communicated to members of the Investment Community.

C. From time to time, an Employee, officer or director who is not an Authorized Spokesperson may be designated as an Authorized Spokesperson to communicate to members of the Investment Community for a limited, specific communication, such as a speech, interview, conference or other public presentation (a “speaking engagement or presentation”). Prior to any such speaking engagement or presentation, such Employee, officer or director must obtain prior approval from the Disclosure Officer. In addition, as a condition to such approval, such Employee, officer or director may be requested to provide a copy of the script, presentation or other proposed remarks that such individual proposes to communicate to the Investment Community as part of the speaking engagement or presentation and to make changes thereto to ensure the consistency of Dragonfly’s messages to the Investment Community. Such Employee, officer or director must also agree to adhere to the approved script, presentation or other proposed remarks at the speaking engagement or presentation. Following the occurrence of the speaking engagement or presentation, such individual’s designation as an Authorized Spokesperson shall expire.

### III. Public Disclosure of Material Nonpublic Information

A. Members of the Investment Community may want to speak with Dragonfly representatives. The Authorized Spokesperson will be made available for such conversations as appropriate, but these meetings should not be a forum for sharing material nonpublic information, because selective disclosure of material nonpublic information could have significant negative consequences to Dragonfly. Any time an Authorized Spokesperson considers it to be advisable to disclose or discuss nonpublic information concerning Dragonfly with anyone who is or might be a member of the Investment Community, there must be a determination made prior to such disclosure, in consultation with the other Authorized Spokespersons, whether the information is material. Information is considered material if there is a substantial likelihood that a reasonable investor would consider the information important in making a decision to purchase, hold or sell Dragonfly’s securities. Any information that could be expected to affect the value of Dragonfly’s securities, whether it is positive or negative, should be considered material.

B. While it is not possible to define all categories of material information, the following list illustrates various items that could be regarded as material:

1. Earnings information and projections of earnings information, including estimates of earnings, sales and income or loss, and information regarding expenses, funds from operations, funds available for distribution, liquidity and other non-public financial information;
2. A pending or proposed merger, acquisition or tender offer;
3. A pending or proposed acquisition or disposition of significant assets;
4. A pending or proposed significant joint venture or strategic partnership;
5. A restructuring of Dragonfly;
6. Impending bankruptcy or financial liquidity problems;
7. Offerings of additional securities, significant borrowings or other financing transactions out of the ordinary course;
8. Declaration of a dividend, changes in dividend policies or declaration of a stock split;
9. The establishment of a repurchase program for Company securities;
10. Changes in senior management or key personnel of Dragonfly, or the composition of Dragonfly's Board of Directors, including information concerning the business and personal lives of the foregoing;
11. A change in auditors or notification that Dragonfly may no longer rely on an auditor's audit report;
12. Developments regarding joint venture partners, borrowers, operators, lenders, or acquisition/investment targets of Dragonfly (including the entry into, amendment or loss of an important contract or other arrangement with any of the foregoing);
13. Changes in credit ratings and actual or potential defaults;
14. New major contract or the loss of such contracts;
15. The gain or loss of a significant vendor or supplier;
16. Significant related party transactions;
17. Significant regulatory actions or governmental investigations involving Dragonfly or significant actual or threatened litigation matters and developments in such litigation;
18. Material non-compliance by Dragonfly with any rules or standards for the continued listing of Dragonfly's common stock on the applicable securities exchange registered as a national securities exchange under Section 6 of the Securities Exchange Act of 1934, as amended;
19. A material cybersecurity incident or other significant disruption in Dragonfly's operations due to a breach or unauthorized access of Dragonfly's information technology infrastructure; and

20. The imposition of an event-specific restriction on trading in Company securities or the extension or termination of such restriction.

C. Information is nonpublic if it has not yet been communicated by Dragonfly in a manner reasonably designed to make it available to the general investing public (e.g., via an SEC filing, a press release, a webcast or an earnings call). The circulation of rumors, even if accurate and reported in the media, does not constitute public disclosure.

D. If a determination is made that the information to be disclosed is material, the information shall not be disclosed to the Investment Community by any Authorized Spokesperson if it is also determined that the information is not at the time appropriate for public disclosure. If a determination is made that the material nonpublic information should be disclosed to the Investment Community, prior to such disclosure, the information must be disclosed by one or more of the following methods:

1. a press release distributed through a widely circulated news or wire service;
2. a conference call and/or webcast that is designed to provide broad, nonexclusionary distribution of the information to the public and to which the public has been provided adequate advance notice and a reasonable means for accessing the call or webcast;
3. a Form 8-K filed with the SEC;
4. any other means that is reasonably designed to effect broad, non-exclusionary distribution of the information to the public in a manner satisfying the requirements of Regulation FD; or
5. any combination of the foregoing methods.

E. Authorized Spokespersons should remember at all times that nothing is “off the record.” Any statement or commentary regarding Dragonfly may become public or otherwise be attributed to Dragonfly and could affect Dragonfly’s public messaging or reputation.

#### IV. Public Disclosures of Forward-Looking Information

A. All public disclosures of forward-looking information, including projections of future earnings or operational performance, shall be accompanied by appropriate cautionary language that complies with the safe harbor under the Private Securities Litigation Reform Act of 1995 and applicable rules and regulations of the SEC. Such safe harbor language shall be prepared or approved by the Legal Department of Dragonfly or external legal counsel.

B. Except to the extent imposed by law, Dragonfly will not undertake any obligation to update any forward-looking information, and Dragonfly will not respond, except by means of an appropriate public disclosure as provided herein, to any inquiries or rumors seeking reaffirmation of such information at any date subsequent to the date that such information was previously provided.

#### V. Disclosures to Audiences Other Than the Investment Community

Disclosures of material nonpublic information to audiences other than the Investment Community, including the press and industry consultants, shall be consistent with disclosures to the Investment Community and should be discussed only by an Authorized Spokesperson or their designee.

It is Dragonfly's policy not to disclose material nonpublic information to any audience unless the information has first been publicly disclosed by Dragonfly.

VI. Disclosure of Material Nonpublic Information in Advance of Public Disclosure

In limited circumstances, Authorized Spokespersons may determine it is necessary to disclose material nonpublic information concerning Dragonfly in advance of the public disclosure of such information. If such a determination is made, any disclosure of material nonpublic information concerning Dragonfly shall only be made pursuant to an appropriate confidentiality arrangement or to a person who owes a duty of trust or confidence to Dragonfly, such as an attorney, investment banker or accountant retained by Dragonfly.

VII. Earnings Calls

A. Information concerning Dragonfly's quarterly earnings results shall be disclosed by press release issued through a widely circulated news or wire service or through any other method reasonably designed to effect broad, non-exclusionary distribution of the information, and shall be furnished on a Form 8-K filed with the Securities and Exchange Commission ("SEC"). Advance notice of any public conference call and/or webcast conducted concerning Dragonfly's quarterly earnings shall be provided by press release an adequate period of time prior to the release date of quarterly earnings and shall include the date, time, instructions for accessing the earnings call and the period for which a replay of the conference call or webcast will be available. Anyone who is interested is permitted to listen to the conference call or webcast, although Dragonfly may invite selected members of the Investment Community to participate in the call and ask questions during the question and answer period. An audio replay and/or webcast archive of the quarterly earnings call will be made available for a limited time following the conference call or webcast.

B. As needed from time to time, Dragonfly may hold other topical conference calls and/or webcasts open to members of the Investment Community, the media and other interested parties. Dragonfly will follow a procedure similar to its quarterly earnings calls with respect to any such other conference calls and/or webcasts.

VIII. Earnings Guidance

A. Dragonfly does not provide formal or informal guidance, whether direct or indirect, to the Investment Community with respect to earnings or other material financial projections except:

1. as part of a press release, a Form 8-K or a regular quarterly press release and subsequent conference call, or
2. during a pre-announced webcast investor conference, with the approval of the Disclosure Officer.

B. Dragonfly also does not reaffirm any prior earnings guidance except pursuant to one of the methods described in clause (1) or (2) of the foregoing paragraph VII.A. Authorized Spokespersons should not "reaffirm" prior earnings guidance in response to questions from individuals unless such reaffirmation is otherwise publicly made. An appropriate response to a request for reaffirmation is to state that it is not Dragonfly's policy to comment on earnings guidance during the quarter.

C. Authorized Spokespersons shall not provide “comfort” with respect to prior earnings guidance or otherwise “walk the Street” up or down (i.e., suggest adjustments to an analyst’s estimates). If an analyst inquires as to the reliability of previously publicly disseminated earnings guidance, the Authorized Spokesperson should follow the “no comment” policy.

IX. Analyst Reports and Financial Models

A. Upon request by a member of the Investment Community, an Authorized Spokesperson or their designee may elect to review drafts of analysts’ reports or financial models. It is Dragonfly’s policy, however, not to comment on analysts’ projections or their statements and conclusions about Dragonfly. Analyst reports and financial models may only be reviewed to correct factual errors that can be corrected by referring to publicly available, historical or factual information or to correct any mathematical errors.

B. All comments to draft analyst reports or financial models should be coordinated with the Disclosure Officer, and a written record of the comments provided should be retained by the Disclosure Officer. In addition, in connection with providing any comments to draft analyst reports or financial models, it should expressly be noted that Dragonfly has not undertaken the obligation to update any forward-looking statement that it makes or has made and that Dragonfly, as a matter of policy, does not “embrace,” “endorse” or state that it “is comfortable with” any analyst’s report and/or financial model as a result of Dragonfly’s review process.

X. Investment Bank Conferences/Road Shows

A. Authorized Spokespersons and their designees must be mindful of these requirements and their obligations under this Policy at all investor conferences, such as those sponsored by investment banks, on road shows and at other similar events. Material nonpublic information should not be disclosed at these events, including during any “break-out” or question-and-answer sessions, unless reasonable means have been provided to enable the public to access the event by webcast or other similar means in a manner that is designed to provide broad, nonexclusionary distribution of the information to the public and to which the public has been provided adequate advance notice.

B. If it is determined that material nonpublic information will be disclosed during any such conference, road show or other similar event and the event will not be accessible to the public as described above, Dragonfly shall disclose prior to the event, either through the filing of a Form 8-K, a press release or any other method, any material information that is not already public and which is expected to be discussed or presented at the event. If it is determined that material nonpublic information may have been disclosed unintentionally during the conference, road show or other similar event, the Disclosure Officer should be notified immediately.

XI. Use of Social Media

Disclosure of material, nonpublic information through the use of social media, including corporate blogs, employee blogs, chat boards, Facebook, Instagram, LinkedIn, Twitter, Reddit and any other non-traditional means of communication, is considered selective disclosure and is not in compliance with this Policy.

XII. Responding to Rumors

Dragonfly does not respond to rumors even if they are based on fact. In the event of any inquiry regarding rumors, Authorized Spokespersons should respond by saying, “It is our policy not to

comment about rumors or speculation.” This approach should be followed consistently to avoid providing an implied confirmation or denial in other circumstances. Employees and Dragonfly representatives (other than Authorized Spokespersons) receiving any inquiries regarding market or media rumors shall not respond to such inquiries other than to refer the inquirer to Investor Relations.

XIII. “Quiet” Period.

To avoid the potential for selective disclosure of material nonpublic information, Dragonfly observes a “quiet” period from the first day of the calendar month in which Dragonfly is scheduled to issue its quarterly earnings release until the issuance of the press release to announce quarterly earnings. During this quiet period, Dragonfly will not meet with members of the Investment Community to discuss Dragonfly’s financial and/or operational results, except in compliance with the methods of disclosure of material nonpublic information under the heading “Public Disclosure of Material Nonpublic Information.” This quiet period includes, but is not limited to, attendance at investor conferences, group meetings and one-on-one meetings.

XIV. Inadvertent Disclosure of Material Nonpublic to the Public

If an Employee, officer or director believes there has been an accidental or unintentional disclosure of material nonpublic information regarding Dragonfly to the Investment Community, the Disclosure Officer should be notified immediately. Dragonfly will then determine whether it is necessary to promptly issue a press release and/or file a Form 8-K to fully disclose the information publicly.

XV. Further Information

Please contact the Disclosure Officer with any questions or other inquiries regarding any of the provisions of this Policy.

**Exceptions**

There are no exceptions to this Policy.