

TRYFACTA, INC.

RELATED-PARTY TRANSACTIONS POLICY

(Adopted and approved by Board of Directors on November 26, 2025, and effective as of the Company's listing date)

1. Purpose

Tryfacta, Inc. (collectively with its subsidiaries, the "Company") is committed to high standards of honest and ethical business conduct and compliance with applicable laws. This Related-Party Transactions Policy (this "Policy") sets forth the procedures for the identification, review, consideration, and approval or ratification of transactions involving the Company and Related Persons.

2. Definitions

- **"Related Person"** means:
 - 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;
 - Any securityholder known to be the beneficial owner of more than 5% of any class of the Company's voting securities; or
 - Any "immediate family member" of any of the foregoing persons.
- **"Related-Party Transaction"** is any transaction (or series of similar transactions) in which the Company and any Related Person are participants, the amount involved exceeds \$50,000, and a Related Person has a direct or indirect material interest.

3. Approval Process

- **Responsibility:** The Audit Committee of the Board of Directors (the "Audit Committee") is responsible for administering this Policy.
- **Advance Approval:** Any proposed transaction identified as a Related-Party Transaction must be presented to the Audit Committee for review, consideration, and prior approval.
- **Ratification:** In the event a Related-Party Transaction is not identified in advance, it shall be submitted to the Audit Committee for review and ratification as soon as reasonably practicable. The Committee shall consider whether to ratify, amend, or terminate the transaction.
- **Recusal:** Any member of the Audit Committee who has an interest in a proposed Related-Party Transaction will recuse themselves from deliberations and voting on its approval.

4. Guidelines for Approval

Management shall present all material facts of the proposed transaction to the Audit Committee. The Committee shall approve or ratify only those Related-Party Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders.

In its review, the Committee shall consider all relevant facts, including:

- The risks, costs, and benefits to the Company;
- The terms of the transaction and whether they are comparable to terms available from an unrelated third party;
- The impact on a director's independence; and

- The availability of other sources for comparable products or services.

5. Standing Pre-Approval for Certain Transactions

The Audit Committee has deemed the following transactions to be pre-approved, even if they exceed \$50,000:

- **Compensation:** Employment of an executive officer or director if the compensation is required to be reported in the Company's annual report or was approved by the Compensation Committee.
- **Pro Rata Benefits:** Transactions where the Related Person's interest arises solely from stock ownership and all stockholders receive the same benefit pro rata (e.g., dividends).
- **Regulated Services:** Transactions involving services as a common carrier or public utility at rates fixed by law, or services as a bank depository or transfer agent.
- **Competitive Bids:** Transactions where the rates or charges are determined by competitive bids.