

**AUDIT COMMITTEE CHARTER
OF
DREAM FINDERS HOMES, INC.**

Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Dream Finders Homes, Inc. (the “Company”) is to oversee, review, act on and report to the Board on, various auditing and accounting matters, including the selection of the Company’s independent registered public accounting firm,¹ the scope of the Company’s annual audits, fees to be paid to the Company’s independent registered public accounting firm, the performance of the Company’s independent registered public accounting firm, the performance of the people responsible for the Company’s internal audit function, if the Committee determines that the Company should have an internal audit function, and the Company’s accounting practices and financial statements.

The primary role of the Committee is to oversee the Company’s financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management of the Company for the preparation and accuracy of the Company’s financial statements and for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the Company’s annual audits or performing other accounting procedures.

The Board also recognizes that meeting the responsibilities of an audit committee requires a degree of flexibility. To the extent that procedures included in this Committee Charter go beyond what is required of an audit committee by existing law and regulation, such procedures are meant to serve as guidelines rather than inflexible rules and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

Composition of the Committee

For the first year following the Company’s initial public offering, the Committee initially shall be comprised of two directors, each of whom (i) meets the New York Stock Exchange (the “NYSE”) listing standards requirement for independence and (ii) qualifies as “independent” under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (collectively, the “Exchange Act”), pursuant to the one-year transitional relief period prescribed under the NYSE listing standards and the Exchange Act. In subsequent years, the Committee shall be comprised of three or more directors, each of whom (i) meets the NYSE listing standards requirement for independence and (ii) otherwise satisfies the applicable requirements for audit committee service imposed by the Exchange Act or the NYSE listing standards. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Board shall designate one member

¹ The Company’s independent registered public accounting firm is sometimes referred to in this Committee Charter as the Company’s independent auditors.

of the Committee to serve as the chair of the Committee. The Committee may delegate any of its responsibilities to such chair, another member of the Committee or a subcommittee of the Committee, unless prohibited by applicable law, regulation or the NYSE listing standards.

At least one member of the Committee shall be an “audit committee financial expert” in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”), and at least one member of the Committee (who may also serve as the audit committee financial expert) shall have accounting or related financial management expertise. The designation or determination by the Board of a person as an audit committee financial expert will not impose on such person, individually, or the Committee or the Board, as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination. Each member of the Committee shall be financially literate, as determined by the Board. No member of the Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. No member of the Committee may serve simultaneously on the audit committee of more than two other public companies. To effectively perform his or her role, each member of the Committee shall obtain an understanding of the detailed responsibilities of Committee membership as well as the Company’s business, operations and risks.

The members of the Committee shall be appointed annually by the Board and serve at the discretion of the Board until their successors are appointed or their earlier resignation or removal. Any vacancies on the Committee may be filled by the Board after consideration of the recommendation of the Nominating and Governance Committee of the Company with input from the Committee.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than four times a year.

The Committee will meet periodically in executive session without management of the Company, and as a Committee, as well as separately with each of management of the Company and the Company’s independent auditors. The Committee may hold meetings by telephone, or other remote communication method, and may take action by unanimous written consent. The Committee will report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

Except as otherwise provided by this Committee Charter or by applicable laws or regulations, as amended from time to time: (i) for the first year following the Company’s initial public offering, (a) all of the members of the Committee entitled to vote, either present in person or by means of remote communication, or represented by proxy, shall constitute a quorum for the transaction of business at meetings of the Committee and (b) actions of the Committee shall be by affirmative vote of all of those members so determined to be present or represented by proxy; and (ii) in subsequent years, (x) a majority of the members of the Committee entitled to vote, either present in person or by means of remote communication, or represented by proxy, shall constitute a

quorum for the transaction of business at meetings of the Committee and (y) actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present or represented by proxy.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

External Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of the Company's independent auditors, outside legal counsel, any other accounting firm or such other advisors as it deems necessary to fulfill its duties and responsibilities under this Committee Charter. The Committee shall set the compensation and retention terms, and oversee the work, of any independent auditors, outside legal counsel, any other accounting firm and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside legal counsel and any other advisors to the Committee.

The Committee shall also have authority to obtain advice and assistance from any member of management of the Company or other Company employee and to require any members of management of the Company or other Company employee or the Company's independent auditors, outside legal counsel or other advisors to attend meetings of the Committee or to meet with any members of, or advisors to, the Committee.

Notwithstanding the foregoing, the Committee shall be under no obligation to implement or follow the advice or recommendations of any member of management of the Company or other Company employee, any independent auditor, outside legal counsel, any other accounting firm or other advisor.

Duties and Responsibilities

The Committee shall:

1. Review and discuss with management of the Company, and the Company's independent auditors, the Company's annual audited financial statements and quarterly financial statements, in each case, prior to the filing or distribution thereof, including the Company's disclosures within (i) the footnotes to such financial statements and (ii) "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's filings with the SEC. The Committee shall make a recommendation to the Board as to whether the annual audited financial statements should be included in the Company's Annual Reports on Form 10-K and produce the audit committee report required to be included in the Company's proxy statements.
2. Review and discuss with management of the Company the information to be presented in the Company's earnings press releases, including the type of information, its presentation and the use of any pro forma or non-GAAP (as defined

below) financial information, as well as earnings guidance provided to analysts and ratings agencies.

3. Be responsible for the appointment, retention, termination, fees paid to and oversight of the Company's independent auditors, as well as the resolution of disagreements between management of the Company and such independent auditors regarding accounting and financial reporting. The Company's independent auditors shall report directly to the Committee.
4. Pre-approve all auditing and non-audit services, including tax services, to be provided to the Company by the Company's independent auditors, subject to the de minimis exceptions for non-audit services that are approved by the Committee prior to the completion of an audit. The Committee may delegate to one or more of its members who is an independent director the authority to grant pre-approvals.
5. At least annually, review and discuss with the Company's independent auditors the following matters:
 - a. The report from such independent auditors describing the independent auditors' internal quality control procedures; any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or by inspection, inquiry or investigation by governmental or professional authorities within the preceding five years regarding one or more independent audits carried out by independent auditors; and any steps taken to deal with any such issues;
 - b. All relationships between such independent auditors and the Company that may, in the judgment of the Committee, impact the competence or independence of the auditors;
 - c. Such independent auditors' responsibilities under generally accepted auditing standards and the responsibilities of management of the Company in the audit process, the overall audit strategy, the scope and timing of the independent auditors' annual audit of the Company's year-end financial statements (the "Annual Audit") and any significant risks identified during the independent auditors' risk assessment procedures;
 - d. Prior to the completion of the Annual Audit, a report from such independent auditors describing (a) all critical accounting policies and practices, (b) any significant changes in the Company's selection or application of accounting principles, (c) alternative treatments of financial information within United States generally accepted accounting principles ("GAAP") for material items that have been discussed with management of the Company, ramifications of the use of such alternative disclosures and

treatments and the treatment preferred by the independent auditors, (d) any significant unusual transactions, adjustments and judgments and accounting estimates made by management of the Company in connection with the preparation of the Company's financial statements and (e) any audit problems or difficulties, including difficulties encountered by the independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information), any significant disagreements with management of the Company and the response by management of the Company to these problems;

- e. Other material written communications between such independent auditors and management of the Company, such as any management letter, and the Company's response thereto, or a schedule of unadjusted differences;
 - f. The adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of the Company's internal controls, any material changes in the Company's internal controls, any special audit steps adopted in light of any material control deficiencies, the expenses and use of Company assets by management of the Company and any fraud involving management of the Company or other Company employees with a significant role with respect to such internal controls; and
 - g. Any other matters required to be discussed by PCAOB Auditing Standards No. 16, Communications with Audit Committees.
6. Obtain the opinion of management of the Company with respect to the performance of the Company's independent auditors.
 7. Review and assess the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner and regular rotation of the lead audit partner and other audit partners engaged in the Annual Audit, to the extent required by law and present the Committee's conclusions regarding such independent auditors qualifications, performance and independence to the Board.
 8. Review and discuss the Company's policies and guidelines with respect to risk assessment and risk management, including the Company's major financial risk exposures, and the steps management of the Company has taken to monitor and control such exposures.
 9. Review and discuss with management of the Company and the Company's independent auditors the adequacy and effectiveness of the Company's financial reporting process and its internal controls and management certifications to be

included in, or attached as, exhibits to the Company's Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q.

10. Review and discuss with management of the Company and the Company's independent auditors any correspondence with the SEC, or other governmental or regulatory authority, relating to the Company's (i) financial statements, (ii) internal controls, (iii) compliance with accounting standards, financial reporting procedures and applicable laws and regulations and/or (iv) filings with the SEC.
11. Oversee the hiring of any personnel from the Company's independent auditors in accordance with the hiring restrictions of the Sarbanes-Oxley Act of 2002.
12. Determine whether the Company should have an internal audit function.
13. If the Committee determines that the Company should have an internal audit function, review and discuss with management of the Company the appointment, performance and replacement, as applicable, of the personnel charged with managing the Company's internal audit function, the organization, plan and results of the Company's internal audit function, any significant changes in the planned scope of the Company's internal audit function and the regular internal reports to management of the Company prepared in connection with the Company's internal audit function.
14. Monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code") and establish procedures for the confidential, anonymous submission of complaints to the Company regarding questionable accounting or auditing matters, internal controls and Code matters. Periodically review these procedures with management of the Company. Investigate, as appropriate, complaints and alleged breaches or violation of the Code and enforce the provisions of the Code. Review and approve any waiver of the Code for management of the Company and directors.
15. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K and the Company's Policy Regarding Transactions with Related Parties) and any other potential conflict of interest situations.
16. Review, with the Company's legal counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements.
17. Conduct an annual performance evaluation of the Committee of its duties under this Committee Charter and present the results of such evaluation to the Board.
18. Review and assess the adequacy of this Committee Charter at least annually and recommend any proposed changes to the Board for approval.
19. Perform such other duties and responsibilities, consistent with this Committee Charter and governing law, delegated to the Committee by the Board.

Powers of the Committee

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes, engage outside advisors and carry out its duties and responsibilities as set forth in this Committee Charter.