

Effective Date: March 29, 2023

Alzamend Neuro, Inc. (the “**Corporation**”) is committed to high standards of ethical, honest and legal business conduct. In line with this principle and the Corporation’s commitment to open communication, the Corporation’s Board of Directors (the “**Board**”) has established this Whistleblower Policy (the “**Policy**”) to provide a safe and reliable avenue for employees and others to bring to the Corporation’s attention, confidentially and anonymously if desired, illicit or illegal conduct and reassurance that they will be protected from reprisals, retaliation, discrimination or harassment for raising such concerns. This Policy is binding upon you as an employee, officer, or director of the Corporation or any of its subsidiaries. If you have any questions about this Policy, please contact Henry Nisser, the Corporation’s General Counsel, at (646) 650-5044 or henry@almazend.com.

Policy Overview

It is the policy of the Corporation to encourage employees and others when they, in good faith, reasonably believe that questionable conduct has occurred, is occurring or is about to occur, to immediately report those concerns. For purposes of this Policy, good faith is evident when the report is made without malice or consideration of personal benefit and the employee, as the reporting individual, has a reasonable basis to believe that the report is true; provided, however, that a report need not be proven to be true to be made in good faith. Good faith is lacking when the report is known to be malicious or false, fictitious, fraudulent or without a reasonable belief in the truth and accuracy of the reported information. A party who knowingly and intentionally files a false report or provides false or deliberately misleading information in connection with an investigation of a report may face disciplinary action, up to and including termination of employment or other legal proceedings.

The Corporation strictly prohibits retaliation, adverse action, discipline, threats, intimidation, or other form of retaliation by any of the Corporation’s officers, directors, or employees against any employee who in good faith reports or participates in an investigation of reported complaints of questionable or illicit conduct. Notwithstanding the foregoing, the employee’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the investigation. Whether you are an employee, an officer or director, we ask that you bring to light good faith concerns regarding the Corporation’s business practices.

We ask that you follow this Policy to report good faith concerns regarding any of the following: Suspected violations of our Code of Business Conduct and Ethics, which we refer to in this Policy as “Ethics Violations;”

- Suspected violations of any other Corporation policies or procedures, which we refer to in this Policy as “Corporate Policy Violations;”
- Questionable accounting, violations of internal accounting controls, or any other auditing or financial matters, or the reporting of fraudulent financial information, which we refer to in this Policy as “Fraudulent Auditing and Accounting Activities;” and
- Suspected violations of law or fraudulent activities other than Fraudulent Auditing and Accounting Activities, which we refer to in this Policy as “Legal Violations,” and collectively with Ethics Violations and Corporate Policy Violations, the “Violations.”

If requested, we also ask that you provide truthful information in connection with an inquiry or investigation by a court, an agency, law enforcement, or any other governmental body.

Whom Does This Policy Cover?

This Policy applies to all employees, officers, and directors of the Corporation or any of its subsidiaries, all of whom are referred to collectively as “employees” or “you” throughout this Policy. In this Policy, “we,” and “our” refers to the Corporation and its subsidiaries.

As an employee, if you are aware of a potential Violation or Fraudulent Auditing and Accounting Activity and do not report it according to this Policy, your inaction may be considered a Violation in itself, which may result in disciplinary action, up to and including termination of your employment or any other relationship that you may have with the Corporation or any of its subsidiaries.

Reporting and Investigation

If you believe that any Violation or Fraudulent Auditing and Accounting Activity has occurred or is occurring or have a good faith concern regarding conduct that you reasonably believe may be a Violation or Fraudulent Auditing and Accounting Activity, we encourage you to promptly take one or more of the following actions:

- Discuss the situation with your manager;
- If you are uncomfortable speaking with your manager or believe your manager has not properly handled your concern or is involved in the Violation or Fraudulent Auditing and Accounting Activity, contact the General Counsel.
- If you do not believe your concern is being adequately addressed, or you are not comfortable speaking with the General Counsel directly, report your concern using one of the methods listed below, through which you may choose to identify yourself or remain anonymous:
 - by mail to Alzamend Neuro, Inc., 100 Park Avenue, 16th Floor, Suite 1658A, New York, NY 10017, Attn.: General Counsel;
- 1. by mail to 3480 Peachtree RD NE, 2nd Floor - Suite 103, Atlanta GA 30326, Attn.: Mark Gustafson, Chairman of the Audit Committee;
- 2. by email to henry@almazend.com;
- 3. by email to mark@almazend.com; or
- 4. via our reporting hotline by phone at (888)-884-6712 (employees will be advised of the hotline number at the commencement of employment and the hotline number will also be included in the employee handbook for future reference).

This Policy provides a mechanism for the Corporation to be made aware of any alleged wrongdoings and address them as soon as possible. However, nothing in this Policy is intended to prevent any employee from reporting information to federal or state law enforcement agencies when an employee has reasonable cause to believe that the violation of a federal or state statute has occurred. A report to law enforcement, regulatory, or administrative agencies may be made instead of, or in addition to, a report directly to the Corporation through the reporting hotline or any other reporting method specified in this Policy.

If a whistleblower brings his or her complaint to an outside regulator or other governmental entity, he or she will be protected by the terms of this Policy just as if he or she directed the complaint to the Audit Committee and/or the General Counsel.

If an employee is subject to an adverse employment decision as a result of whistleblowing, the employee may file a complaint with the Department of Labor, or other government agency, within 90 days of the alleged violation (a failure to report such claims within the 90-day window does not foreclose any other available legal remedy).

The Policy shall reward successful whistleblowers under certain circumstances. Accordingly, the minimum award to a whistleblower uncovering a Violation involving corruption, fraud and/or similar unlawful activities at the Corporation shall be \$25,000, in addition to any award that the employee may be entitled to from any government agencies.

The earlier a concern is expressed, the easier it is to take action. To that end, employees are encouraged to bring concerns pursuant to this Policy as soon as possible. Although the employee is not expected to prove the truth of an allegation, the employee should be able to provide reasonable factual support to enable the Corporation to respond to or investigate the complaint, and make a proper assessment of the nature, extent and urgency of the matter that is the subject of the complaint. To the extent possible, the complaint should contain specific information regarding: (i) the alleged event, matter or issue that is the subject of the complaint; (ii) the name of each person involved; (iii) if the complaint involves a specific event or events, the approximate date and location of each event; and (iv) any additional information, documentation or other evidence available to support the complaint. All reports of a Violation or Fraudulent Auditing and Accounting Activity will be taken seriously and will be promptly and thoroughly investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the results of the investigation. However, unless otherwise prohibited by applicable law, the Corporation may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support. The Corporation will acknowledge receipt of the report to the sender within a reasonable period following receipt if the sender chooses not to be anonymous and supplies contact information for response. If a Violation or Fraudulent Auditing and Accounting Activity has been reported, investigated, and confirmed, the Corporation will take prompt and appropriate corrective action proportionate to the seriousness of the offense. The person(s) responsible for the misconduct, or those failing to cooperate or who provide false information during an investigation, will be subject to disciplinary action, up to and including termination of employment or any other working relationship that the offending party may have with the Corporation. Reasonable and necessary steps will also be taken to prevent any further Violation or Fraudulent Auditing and Accounting Activity.

Handling Reports

Reports of Violations, Fraudulent Auditing and Accounting Activity, or other questionable conduct that are submitted by any means specified in this Policy will be handled as follows: All reports received relating to accounting and auditing, including Fraudulent Auditing and Accounting Activity, will be entered on an accounting and auditing matters log, which will include, among other things: (1) the date the report was received, (2) a description of the report, (3) the reporting party (if provided), and (4) the status and disposition of an investigation of the report.

The General Counsel will promptly report to the Audit Committee: (1) reports of Ethics Violations or Fraudulent Auditing and Accounting Activity, including any such reports that are received by the General Counsel, but were not initially directed to the Audit Committee, (2) any Violation or Fraudulent Auditing and Accounting Activity involving the Corporation's executive officers or directors, and (3) such other matters as the General Counsel deems significant. The Audit Committee shall direct and oversee an investigation of such reports in consultation and under the supervision of either the General Counsel or the Corporation's outside legal counsel, as well as any reports initially directed to the Audit Committee, as it determines to be appropriate. The Audit Committee may, in its sole discretion if in its judgment the circumstances so warrant, elect to consult the Corporation's outside legal counsel rather than the General Counsel and shall be required to do so if the complaint in question involves a member of the Corporation's senior management.

The General Counsel shall provide the Audit Committee with a quarterly report of all accounting or auditing reports received and an update of pending investigations. The Audit Committee may request special treatment for any report and may assume the direction and oversight of an investigation of any such report.

All other reports will be logged separately and shall be reviewed under the direction and oversight of the General Counsel, who will forward them to the appropriate person or department for investigation (for example, labor and employment matters will be forwarded to the Human Resources Department), unless the General Counsel determines that other treatment is necessary.

Copies of the log and complaints will be maintained in accordance with the Corporation's document retention policy.

Confidentiality

Information disclosed during the course of the investigation will, to the extent practical and appropriate, remain confidential in compliance with the Corporation's Code of Business Conduct and Ethics, except as may be reasonably necessary under the circumstances to facilitate the investigation, take remedial action, or comply with applicable law.

For any Violation or Fraudulent Auditing and Accounting Activity not reported through an anonymous report, the Corporation will advise the reporting party that the Violation or Fraudulent Auditing and Accounting Activity has been addressed and, if possible, of the specific resolution. However, due to confidentiality obligations, there may be times when the Corporation cannot provide the details regarding the corrective or disciplinary action that was taken.

No Retaliation

The Corporation strictly prohibits and does not tolerate unlawful retaliation against any employee or officer for reporting a Violation or Fraudulent Auditing and Accounting Activity or suspected Violation or Fraudulent Auditing and Accounting Activity in good faith or otherwise cooperating in an investigation of a Violation or Fraudulent Auditing and Accounting Activity. All forms of unlawful retaliation are prohibited, including adverse action, discipline, harassment, threats, intimidation, demotion, suspension, transfer to a lesser position, denial of promotions, benefits or compensation, termination, or any other manner of discrimination, for reporting under or complying with this Policy. The Corporation considers retaliation a Violation in itself,

which will result in disciplinary action, up to and including termination of employment or any other working relationship with the Corporation.

If you have been subject to any conduct that you believe constitutes retaliation for having made a report in compliance with this Policy or for having participated in any investigation relating to an alleged Violation or Fraudulent Auditing and Accounting Activity, please immediately report the alleged retaliation to the General Counsel, ideally within ten (10) days of the offending conduct. If, for any reason, you do not feel comfortable discussing the alleged retaliation with the General Counsel, please report the alleged retaliation through the one of the other means other than the Hotline referenced above.

Your complaint of retaliation should be as detailed as possible, including the names of all individuals involved and any witnesses. The Corporation will directly and thoroughly investigate the facts and circumstances of all perceived retaliation and will take prompt corrective action, if appropriate.

Additionally, any manager or supervisor who observes retaliatory conduct must report the conduct to the General Counsel so that an investigation can be made, and corrective action taken, if appropriate.

Bringing any alleged retaliation to our attention promptly enables us to honor our values, and to investigate the reported retaliation promptly and appropriately in accordance with the procedures outlined above.

Any employee, regardless of position or title, who has been determined to have engaged in retaliation in violation of this Policy, will be subject to appropriate disciplinary action, up to and including termination of employment or any other working relationship with the Corporation.

Modification

The Corporation expressly reserves the right to change, modify, or delete the provisions of this Policy without notice.

Administration

The General Counsel is responsible for the administration of this Policy. All employees are responsible for consulting and complying with the most current version of this Policy. If you have any questions regarding this Policy or concerning the scope or delegation of authority, please contact Henry Nisser at (646) 650-5044 or henry@alzamend.com.