

GLADSTONE ALTERNATIVE INCOME FUND

AUDIT COMMITTEE CHARTER

Purpose:

The purpose of the Audit Committee is to assist the Board of Trustees (the “**Board**”) of Gladstone Alternative Income Fund (the “**Fund**”) in undertaking and fulfilling its oversight responsibilities in connection with:

- (a) reviewing the financial reports and other financial information prepared by the Fund for submission to any governmental or regulatory body or the public and monitoring the integrity of such financial reports;
- (b) reviewing the Fund’s systems of internal controls established for finance, accounting, legal compliance and ethics;
- (c) reviewing the Fund’s accounting and financial reporting processes generally and the audits of the financial statements of the Fund;
- (d) overseeing the Fund’s compliance with legal and regulatory requirements;
- (e) monitoring the independence and performance of the Fund’s independent public accountants; and
- (f) providing effective communication between the Board, senior and financial management and the Fund’s independent public accountants.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full power and all necessary resources to retain special legal, accounting or other consultants to advise the Committee.

Membership:

The Audit Committee shall consist of at least three trustees of the Board. No member of the Committee shall be an “interested person” of the Fund (as defined in the Investment Company Act of 1940, as amended). Accordingly,

- (a) Each member of the Committee must be financially literate¹ at the time of appointment to the Committee; and

¹ The term “**financial literacy**” means that a member of the Committee must have the ability to read and understand financial statements, including a balance sheet, income statement and cash flow statement. The term “financial literacy” does not mean that a member must have a chief financial officer’s or accounting practitioner’s understanding of generally accepted accounting principles, consistently applied, as adopted in the United States of America by the Financial Accounting Standards Board (“**GAAP**”).

(b) At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in such individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The members of the Committee shall be appointed by the Board. Any vacancy occurring in the Committee shall be filled by the Board. Unless a Chairperson of the Committee is designated by the Board, the members of the Committee shall elect a Chairperson of the Committee by formal vote of the Committee's full membership.

Relationship with Independent Public Accountants:

The Fund's independent public accountants shall be accountable to the Committee. The Committee shall ascertain that the independent public accountants will be available to the full Board at least annually (and more frequently if deemed appropriate by the Committee) to provide the Board with a timely analysis of significant financial reporting issues.

Meetings:

The Committee shall meet on a regular basis and is empowered to hold special meetings, as circumstances require, all in accordance with the Fund's charter and bylaws. Unless otherwise required by applicable law, Committee meetings may be held in person, by telephone or video conference, or other interactive electronic communication.

(a) The Committee shall meet at least annually with management of the Fund and with the Fund's independent public accountants to discuss any issues arising from the Committee's oversight obligations.

(b) The Committee shall meet at least annually with the independent public accountants (outside the presence of management) to discuss any issues arising from the Committee's oversight obligations.

(c) The Committee shall meet at least annually with management (outside the presence of the independent public accountants) to discuss management's evaluation of the work performed by the independent public accountants and the appropriateness of their fees.

(d) The Committee shall keep minutes of each meeting and those minutes shall be reported to the Board.

Responsibilities:

The following functions are the common recurring activities of the Committee in carrying out its oversight role. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

(a) Review and reassess the adequacy of this Committee and its Charter not less than annually and recommend any proposed changes to the Board for consideration and approval.

(b) Review with management and the independent public accountants (i) the audited financial statements and unaudited semi-annual financial statements and related footnotes as well as the clarity of the disclosures in the financial statements; (ii) the results of the annual audit and any special audits, including a review of major issues regarding accounting and auditing principles and practices and any related party transactions as well as the adequacy of internal controls that could significantly affect the Fund's financial statements; and (iii) the matters that are required to be communicated to the Committee in accordance with applicable law or with generally accepted accounting standards and management's responses to any such comments.

(c) Approve the services and fees prior to the engagement of the independent public accountants to provide other audit services to the Fund or to provide non-audit services to the Fund, the Fund's investment adviser (the "*Investment Adviser*") or any affiliate of the Investment Adviser that provides ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund.

(d) Review the arrangements for and scope of the annual audit and any special audits.

(e) Review with management and the independent public accountants their judgments about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity and transparency of the disclosures in the financial statements.

(f) Meet periodically with management and the independent public accountants to review the Fund's major financial risk exposures and the steps taken to monitor and control such exposures.

(g) Discuss with management and the independent public accountants the effect of regulatory and accounting initiatives, including pronouncements by the Financial Accounting Standards Board, the Securities and Exchange Commission and other agencies or bodies, on the Fund's financial statements.

(h) Review with the Fund's principal executive officer and/or principal financial officer in connection with required certifications on Form N-CSR any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any reported evidence of fraud involving management or other employees who have a significant role in the Fund's internal control over financial reporting.

(i) Review any relevant financial reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent public accountants.

(j) Review and discuss periodic reports from the independent public accountants regarding:

(i) all critical accounting policies and practices to be used;

(ii) all alternative disclosures and treatments of financial information within generally accepted accounting principles that have been discussed with management,

ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent public accountant; and

(iii) other material written communications between the independent public accountant and management, such as any management letter or schedule of unadjusted differences.

(k) Obtain from the independent public accountants their recommendation regarding internal controls and other matters relating to the accounting procedures and the books and records of the Fund and the correction of controls deemed to be deficient. After the completion of the audit, the Committee shall review with the independent public accountants any problems or difficulties the independent public accountants may have encountered.

(l) Receive periodic reports from the independent public accountants regarding relationships between the independent public accountants and the Fund consistent with Public Company Accounting Oversight Board Ethics and Independence Rule 3526, Communications with Audit Committees Concerning Independence. The Committee shall also discuss with the independent public accountants any such disclosed relationships and their impact on the independent public accountants' independence. The Committee shall take appropriate action to ensure the continuing objectivity and independence of the independent public accountants.

(m) Review, at least annually, a report from the independent public accountants regarding the independent public accountant's internal quality-control procedures, any material issues raised by internal quality review, or peer review, of the firm or any inquiry or investigation by governmental or professional authorities with respect to independent audits carried out by the firm and any steps taken to deal with any such issues.

(n) The Committee shall have the sole authority to appoint or replace the independent public accountants.

(o) The Committee shall be directly responsible for the compensation and oversight of the work of the independent public accountants (including resolution of disagreements between management and the independent public accountant regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent public accountants shall report directly to the Committee.

(p) The Committee shall pre-approve all auditing services and permitted non-audit services (including the fees for such services and terms thereof) to be performed for the Fund by its independent public accountants in one of two methods. Under the first method, the engagement to render the services would be entered into pursuant to pre-approval policies and procedures established by the Committee, provided (i) the policies and procedures are detailed as to the services to be performed, (ii) the Committee is informed of each service, and (iii) such policies and procedures do not include delegation of the Committee's responsibilities to the Fund's management. Under the second method, the engagement to render the services would be presented to and pre-approved by the Committee (subject to any de minimis exceptions permitted under federal securities laws and related regulations). The Chairperson of the Committee shall have the authority to grant pre-approvals of audit and permissible non-audit services by the independent

public accountants, provided that all pre-approvals by the Chairperson must be presented to the full Committee at its next scheduled meeting. The Fund shall provide for appropriate funding as determined by the Committee, for payment of compensation to the independent public accountants, to any consultants, experts or advisors engaged by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

(q) Adopt procedures for the receipt, retention and treatment of complaints received by the Fund regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees, as well as employees of the Investment Adviser, administrator, principal underwriter or any other provider of accounting related services of or to the Fund, of concerns regarding questionable accounting or auditing matters.

(r) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure the continuing independence of the Fund's independent public accountants, it is appropriate to adopt a policy of rotating the independent public accountants itself on a regular basis.

(s) Recommend to the Board policies for the Fund's hiring of employees or former employees of the independent public accountants who participated in any capacity in the audit of the Fund.

(t) Review with the Fund's counsel legal matters that may have a material impact on the financial statements, the Fund's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

(u) Review and approve any transactions between the Fund and related parties.

(v) Conduct or authorize investigation into any matters within the Committee's scope of responsibilities with full access to all books, records, facilities and personnel of the Fund and direct access to the independent public accountants. The Committee has the ability to retain, at the Committee's request, special legal, accounting or other consultants, experts or advisors it deems necessary in the performance of its duties.

(w) Consider such other matters in relation to the financial affairs of the Fund and its accounts, and in relation to the audit of the Fund, as the Committee may, in its discretion, determine to be advisable.

(x) Perform such other duties and functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of the purposes, duties and powers provided in this Charter.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Fund's financial statements are complete and accurate and are in accordance with the generally accepted accounting principles. This is the responsibility of management and the independent public accountants.

The Committee recognizes that the Fund's management is responsible for preparing the Fund's financial statements, and the independent public accountants are responsible for auditing or reviewing those financial statements in compliance with applicable law. The Committee also recognizes that management of the Fund and the independent public accountants have more time, knowledge and more detailed information on the Fund than do Committee members. Consequently, in carrying out its oversight responsibility, the Committee shall not provide any special assurances as to the Fund's financial statements or any professional certification as to the independent public accountants' work. In addition, it is not the duty of the Committee to assure compliance with laws and regulations.

The date of the adoption of this Charter by the Committee was October 1, 2024.

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