

RELATED PERSON TRANSACTION POLICY
OF CIBUS, INC.

Adopted July 7, 2017
Last Amended May 31, 2023

I. Introduction

It is the policy of the Board of Directors (the “Board”) of Cibus, Inc. (the “Company”) that all Related Person Transactions, as that term is defined in this Related Person Transaction Policy (the “Policy”), shall be approved or ratified by the Committee in accordance with the procedures set forth below.

However, if the Related Person Transaction involves Related Persons constituting a majority of the members of the Committee, such Related Person Transaction shall be approved or ratified by the disinterested members of the Board who are also “independent” directors under the Nasdaq Listing Rules. If a Related Person Transaction is to be reviewed and approved or ratified by the disinterested and independent members of the Board, then such directors shall exercise the functions of the Committee specified in this Policy in accordance with the guidelines set forth in this Policy.

The Policy is intended to supplement, and not supersede, our other policies that may be applicable to or involve transactions with related parties, such as our policies for determining directors’ independence and our Code of Business Conduct and Ethics (the “Code”). As a general matter, when there is a conflict between internal policies, the more restrictive will govern.

Employees are notified that this Policy shall be attached to the Company’s employee handbook.

In addition, all directors and executive officers must certify that they have read and intend to comply with this Policy.

II. Transactions Covered by this Policy

Transactions covered by this Policy include any Transaction that is or may be a Related Person Transaction, as defined herein.

For the purposes of this Policy, the following definitions apply:

“**Committee**” means the Audit Committee of the Board.

“**Immediate Family Member**” means a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any person sharing the household (other than a tenant or employee).

“Related Person” means:

- any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director, director nominee, or any other executive officer of the Company, including:
 - the president, any vice president in charge of a principal business unit, division, or function (such as sales, administration, or finance), and any other officer who performs a policy making function. Executive officers of subsidiaries may be included if they perform such policy making functions for the Company; and
 - any other key management personnel, that is, persons who have authority and responsibility for planning, directing, and controlling the Company’s activities;
- a person who is, or at any time since the beginning of the Company’s last fiscal year was, an Immediate Family Member of a director, director nominee, or executive officer of the Company;
- any natural person representing a Significant Shareholder on the board on an on-going basis and the Immediate Family Members of such person; and
- any person who, at the time of the occurrence or existence of the transaction, is or was a 5% beneficial owner of the Company’s voting securities (a “Significant Shareholder”) or any Immediate Family Member of such owner or, if the Significant Shareholder is a corporation, the corporation controlling the Significant Shareholder, if any.

Additionally, if a Related Person with has a position or relationship with any firm, corporation, or other entity, that firm, corporation or other entity will also be considered a “Related Person” except where such Related Person’s only position or relationship with that other firm, corporation, or other entity arises (1) from the Related Person’s position as a director; (2) for a firm, corporation or other entity that is not a partnership, from the Related Person’s direct or indirect ownership, in the aggregate (including the ownership of any other Related Person) of less than 10% of the equity interest in that other firm, corporation, or other entity; (3) for a firm or other entity that is a partnership, from the Related Person’s direct or indirect ownership, in the aggregate (including the ownership of any other Related Person) of less than 10% of the limited partnership interests in that partnership and the Related Person is not a is not a general partner of and does not hold another position in the partnership; or (4) from the Related Person’s position and ownership as described in this paragraph.

“Related Person Transaction” means any Transaction in which the Company is to be a participant and a Related Person had or will have a direct or indirect material interest, as determined by the Committee.

“Transaction” means any financial transaction, arrangement or relationship, or any series of similar transactions, arrangements, or relationships. The term also includes indebtedness and guarantees, transactions involving employment and similar relationships, as well as purchases of goods or services.

III. Person Responsible for Applying this Policy

The Committee is responsible for administering this Policy and reviewing and approving or disapproving any Related Person Transaction.

IV. Reporting

Each Related Person shall promptly notify the General Counsel of any Related Person Transaction proposed to be entered into by such Related Person.

Additionally, each director and executive officer of the Company shall promptly notify the General Counsel of any Related Person Transaction or proposed Transaction involving the Company and a Related Person of which he or she becomes aware.

In the case of a Related Person Transaction or proposed Transaction involving the General Counsel, the notices described above shall be provided directly to the Chair of the Committee.

In each case, the notice shall include a complete description of the Transaction including:

- the name of the Related Person and the basis on which the person is a Related Person,
- the Related Person's interest in the Transaction with the Company, including the Related Person's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the Transaction,
- the approximate dollar value of the amount involved in the Transaction, and the approximate dollar value of the Related Person's interest in the Transaction,
- the terms and conditions of the Transaction, and
- any other information regarding the Transaction or the Related Person in the context of the Transaction that could be material to investors in light of the circumstances of the particular Transaction.

V. Review

The General Counsel will present to the Committee for review any proposed Related Person Transaction.

The Committee shall review the material facts of proposed Related Person Transaction that require the Committee's approval and either approve or disapprove of the entry into the proposed Related Person Transaction. If approval in advance by the Committee is not feasible, as determined by the Committee, the proposed Related Person Transaction shall be considered and, if the Committee determines it to be appropriate, ratified, amended, or terminated.

In reviewing any proposed Transactions, the Committee shall consider all relevant facts and circumstances, including without limitation the commercial reasonableness of its terms, i.e. if the Transaction is on terms comparable to those that could be obtained in arm's length dealings with

an unrelated third party, the benefit and perceive benefit, or lack thereof, to the Company, opportunity costs of alternate transactions, the materiality and character of the Related Person's direct or indirect interest, the actual or apparent conflict of interest of the Related Person, and whether the Transaction would require a waiver of the Code.

The Committee will not approve a Related Person Transaction unless it shall have determined that, upon consideration of all relevant information, the Transaction is in the best interests of the Company and its stockholders.

If after the review described above, the Committee determined not to approve a Related Person Transaction (whether such Transaction is being reviewed for the first time or has previously been approved and is contemplated to be prorogated), the Transaction will not be entered into or prorogated, as the Committee shall direct.

The Committee may, in its sole discretion, condition the approval of a Related Person Transaction upon the Company and the Related Person following such disclosure or reporting requirements, such procedures or processes relating to the Related Person Transaction or the dealings between the parties, or such other precautionary measures, as the Committees deems appropriate.

On an annual basis, the Committee shall review previously approved Related Person Transactions, under the standard described above, to determine whether such Transactions continue to be in the best interests of the Company and its stockholders.

VI. Exceptions

Notwithstanding the foregoing, a Transaction not exceeding \$120,000 is not deemed to create a material direct or indirect interest on behalf of the Related Person, and is, therefore, not a "Related Person Transaction" for purposes of this Policy.

VII. Other Agreements

Management shall assure that all Related Person Transactions are not in violation of and are approved in accordance with any requirements of the Company's financing or other material agreements.

VIII. Interpretation

This Policy is intended to allow the Company to comply with the disclosure requirements of Item 404(a) of Regulation S-K. No category of Transaction not required to be disclosed as described in the instructions to Item 404(a) will be subject to approval by the Committee under this Policy.

In the event that a Related Person Transaction would constitute a conflict of interest or a corporate opportunity under the Code, the provisions of the Code also shall apply to such Related Person Transaction. Any such Related Person Transaction may not be approved hereunder unless it is also approved in accordance with the provisions of the Code and disclosed to the public to the extent required by law or the rules and regulations of the exchanges or systems on which the Company's securities are traded or quoted, as the case may be.