

TRITERRAS, INC.
(Company Registration No. 360185)
(Incorporated in the Cayman Islands)
(the “**Company**”)

**CHARTER OF THE RISK COMMITTEE OF THE BOARD OF DIRECTORS OF
TRITERRAS, INC.**

**(Adopted by the Board of Directors of the Company, effective upon the establishment of
Risk Committee on 1 April 2022)**

I. PURPOSE OF THE COMMITTEE

The Risk Committee (“**Committee**”), as a committee of the Board of Directors (“**Board**”) of Triterras, Inc. (“**Company**”), shall review and deliberate matters relating to the enterprise risk management operations including key risks of the Company and its subsidiaries (collectively, “**Group**”). The Committee has overall responsibility for monitoring and approving the risk management framework and associated practices of the Company.

II. COMPOSITION OF THE COMMITTEE

- The Committee shall comprise at least three (3) members. A majority of members of the Committee shall be independent non-executive directors. The Committee may include non-directors as members so long each member has an understanding of risk management expertise commensurate with the Company’s size, complexity and capital structure. In addition, the Committee may from time to time invite non-directors who have the relevant expertise to attend a meeting but such invitees shall not have any decision-making powers or voting rights.
- Members of the Committee shall be appointed by the Board, on the recommendation of the Nominating and Corporate Governance Committee (“**NCGC**”) of the Board. The Board shall appoint the Committee chairperson who shall be an independent non-executive director, provided that if the Board does not so appoint, the members of the Committee may designate a chairperson by a majority vote. Additionally, the Committee, in conjunction with the Board and with the NCGC, may do well to consider and plan for succession of the Committee members. In the absence of the

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Committee chairperson, the remaining members of the Committee present shall elect one member present to chair the meeting.

- The Committee will, at the Company's expense, provide its members with annual continuing education opportunities and customised training focusing on topics such as leading practices with regard to risk governance and oversight and risk management.
- Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite other individuals, such as the chairperson of the Board, Directors and representatives of the risk function, Compliance, Legal, and Internal and External audit, to attend all or part of any meeting of the Committee as and when appropriate and necessary.
- No member of the Committee shall be removed except by majority vote of the Board. A member who wishes to retire or resign from the Committee shall notify the Board in writing. The office of a member shall become vacant upon the member's death, permanent disability, resignation, retirement, removal or disqualification as a Director of the Company.
- The Board, upon recommendation of the Committee, may fill vacancies on the Committee by appointment from among members of the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.
- If for any reason, the total number of members shall fall below three (3), the Board shall, as soon as practicable, appoint such number of new members so that the total number of members is at least three (3).
- Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

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III. MEETINGS OF THE COMMITTEE

- The Committee will meet at least quarterly, or more frequently as it determines necessary to carry out its duties and responsibilities. The Committee chairperson will set the agenda for the Committee's meetings, and any other member of the Committee may suggest agenda items for the Committee chairperson's consideration and inclusion in the final agenda.
- A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- The Chair of the Committee shall have a second and casting vote in the event of a tie. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Articles of Association that are applicable to the Committee.
- Meetings of the Committee shall be called by the Committee at the request of any of its members. Unless otherwise agreed by the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other invitee, no later than one (1) business day before the date of the meeting. Meeting materials shall be sent to Committee members and to other attendees as appropriate, at the same time.
- The Committee shall maintain minutes of all meetings of the Committee, including recording the names of those present and in attendance.
- Draft minutes of Committee meetings shall be circulated promptly after the respective meetings to all members of the Committee for review and approval. Once

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approved by the Committee, the chairperson of the Committee shall report such matters to the Board.

- A resolution in writing signed by all members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee. Any member who has a conflict of interest in any matters being reviewed or considered by the Committee shall abstain from voting on the matter. In the event, if the majority of Committee members are conflicted then that matter shall be brought to the Board's attention.

IV. AUTHORITY

- The Committee shall have the authority, among other things, to have divisions or offices of the Company or the subsidiaries of the Company (i) to provide information relevant to the Committee's review and deliberation, (ii) to conduct investigations, to consider measures to be implemented, and (iii) to provide reports or explanations on the implementation of measures during a meeting of the Committee, in each case to assist the Committee in making recommendations and reports to the Board.
- In the event that the Committee makes a recommendation to the Board, the Committee shall have the authority to have any division or office of the Company tasked with working on such recommendation report to the Committee on the progress on such work and other relevant matters.
- In the event the Board accepts the Committee's recommendation, the Board will take such action as it deems appropriate.
- The Committee shall have the authority, upon approval of the Board, to retain such external experts, at the Company's expense, as the Committee determines necessary and have such experts participate in discussions of the Committee.

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- Upon the Board's approval, the Company shall provide the funding and other resources as the Committee determines appropriate for the fulfilment of the Committee's purpose and duties and responsibilities set forth herein.

V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Review and deliberation of material matters relating to the enterprise risk management operations of the Group

The Committee shall, as it determines necessary, review and deliberate the following matters relating to the risk taking and the risk management of the Group:

- compliance with the risk capacity and appetite limits in light of each risk management indicator, and
- other material matters relating to the risk taking and the risk management of the Group.

The Committee shall, as it determines necessary, review and deliberate the following matters relating to the risk management framework and the risk management methodologies of the Group:

- the risk appetite framework and the risk appetite statement (including the risk culture), and
- other material matters relating to the risk management framework and the risk management methodologies of the Group.

The Committee shall, as it determines necessary, review and deliberate the following matters relating to plans, measures and other aspects of the operations of the Group from a risk management perspective:

- risk appetite analyses (including capital allocation) in the process of preparing business plans, and
- other material matters relating to plans, measures and other aspects of the operations of the Group.

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B. Review and deliberation of top risk matters

The Committee shall review and deliberate risks which, if they materialize, are expected to have a material impact on the operations of the Group as well as emerging risks and increasing risks to the Group.

C. Review and deliberation of other material matters determined to be appropriate for the Committee's review and deliberation

The Committee shall review and deliberate such matters other than those set forth in parts A and B as the Committee determines appropriate for the Committee's review and deliberation.

D. Report and make recommendations to the Board

The Committee shall make reports and recommendations to the Board on such matters set forth in the above parts A, B, and C.

E. Communication and coordination with other committees of the Board

The Committee shall communicate and coordinate, as appropriate, with other committees of the Board with respect to the matters set forth in the above parts A, B, and C.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter.

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Nothing contained in this Charter is intended to create, or should be construed as creating, any liability of the members of the Committee, except to the extent otherwise provided under applicable law.