

Triterras, Inc. Anti-Bribery and Corruption Policy

Corruption can take many forms, but most often it occurs through bribery. At Triterras, Inc. (“Triterras”), we do not tolerate any form of corruption in connection with our business dealings. If you are unsure of the proper course of action, or whether something constitutes corruption, contact the Chief Executive Officer and the Chief Financial Officer.

Bribery

A bribe is offering or giving anything of value to any person for the purpose of obtaining or retaining business, or securing an improper advantage. You cannot offer or receive bribes from any individual, regardless of whether that individual is a public official or a private party. Anything of value includes cash, cash equivalents such as gift cards, gifts, meals, travel and entertainment, and can also include a promise, or guarantee of something of value. Anything of value can also include job offers. Triterras does not offer employment of any kind, including internships and contract positions, in order to obtain or retain business or gain a business advantage. Reasonable and customary business gifts, meals, and hospitality provided for a legitimate business purpose may be permissible under international and local anti-corruption laws, but must be provided in accordance with Triterras policy. Please refer to Triterras’ Code of Ethics for additional information.

Kickbacks are a type of bribery, and occur when a person is offered money or something of value in exchange for providing something to a third party. The third party may be requesting information, a discount, or a favor. Like all other bribes, kickbacks may be in the form of cash or the equivalent, gifts, meals, and entertainment. Kickbacks are not permissible and are strictly prohibited by Triterras. Facilitating payments are a type of bribe generally used to facilitate or expedite the performance of routine, non-discretionary government action. These types of payments are typically demanded by low-level officials in exchange for providing a service that is ordinarily and commonly performed by the official. These payments are not permissible and are strictly prohibited by Triterras. Exceptions may be made in circumstances that involve an imminent threat to health or safety and such situations must be immediately reported to Chief Executive Officer and the Chief Financial Officer. A published, well-documented expediting fee paid directly to a government or state-owned agency is not typically considered a facilitating payment under anti-corruption laws. For example, paying a fee to expedite a passport application, deliver a package, or process government paperwork such as visas, is not considered a facilitating payment for purposes of corruption laws, if those fees are payable to an entity - not an individual - and are published openly. If you have a question as to whether a payment is permissible, contact Chief Executive Officer and the Chief Financial Officer.

Public Officials

A “public official” is any person who is paid with government funds or serves in a public function. This includes individuals who work for a local, state/provincial or national government, or a public international organization, as well as employees of public (government-owned or operated) schools, hospitals, and state-owned enterprises. Employees at such organizations are considered public officials regardless of title or position. In some instances, it may be difficult to determine if an individual is a public official, especially if you are interacting with them in a non-

governmental capacity. If you are unsure, contact the Chief Executive Officer and the Chief Financial Officer for guidance.

Third Parties

Triterras can be found responsible for bribes, kickbacks, and/or facilitating payments made by third parties in connection with Triterras' business. Third parties also have an obligation to ensure that their third parties, such as sub-contractors or agents, understand and comply with this Policy and applicable anti-corruption laws. Third parties may not be used to circumvent the laws or this Policy. Willful ignorance is not a defense. Before engaging a third party that will be interacting with the government or public officials on Triterras' behalf, contact the Chief Executive Officer and the Chief Financial Officer to evaluate whether we need to conduct additional due diligence. Be on the lookout for these red flags when dealing with third parties and subcontractors and alert Chief Executive Officer and the Chief Financial Officer if you become aware of any of the following:

- Rumors of, or a reputation for, bribery;
- Minimal detail on invoices or expense claims involving interactions with public officials or government agencies, including lump sum requests, requests for large commissions or payments, or payments made through a third party or another country;
- A close relationship with a public official or ministry, or insistence on using a specific consultant or one who provides little to no obvious added value.

Accurate Records and Internal Controls

Triterras is legally required to make and keep accurate records that truthfully and accurately reflect all the transactions of the corporation and maintain an adequate system of internal accounting controls. This includes preserving supporting documentation and proper approvals. Ensure that all relevant records — including invoices, expense reports, and any other business record — accurately reflect the transaction. Do not misstate facts, omit information or modify records or reports in any way. Provide as much detail as possible. When interacting with public officials or government agencies, ensure that you're providing a thorough description of the services being rendered, including detail of services provided and/or tasks performed, government interactions, and detailed cost breakdown. Simply providing a limited description like "construction and project management", "product certification" or "design fee" is not acceptable.

If you are confronted with a demand to pay a bribe or are offered a kickback, you must refuse. Explain that these types of payments are illegal and are against Triterras policy, and report the incident to the Chief Executive Officer and the Chief Financial Officer.

Reporting Potential or Actual Violations

You should consult with the Chief Executive Officer and the Chief Financial Officer if there is a question as to the appropriateness of a particular business decision or course of action. Monitor third parties closely, especially if they interact with public officials on Triterras' behalf or benefit. Any employee who learns of any misconduct or suspicious activities, including potential violations

of this Policy and the law, must immediately report such misconduct either to the Chief Executive Officer and the Chief Financial Officer.

Questions

All questions about information contained in this Policy should be directed to the Chief Executive Officer and the Chief Financial Officer.

Retaliation Is Not Tolerated

Triterras will not retaliate – and will not tolerate retaliation – against any individual for filing a good-faith complaint with Triterras management or the board of directors, or for participating in the investigation of any such complaint.