

**TRITERRAS, INC.**  
**INSIDER TRADING POLICY AND OTHER RESTRICTIONS ON TRADING**

Employees, officers, directors, and affiliates of the foregoing, including shareholders of Triterras, Inc. (the “Company”) which have employees or other representatives serving on the Company’s board of directors (collectively, “insiders”), acknowledge that from time to time they may become privy to inside information. Accordingly, insiders shall abide by all applicable federal and other securities laws and regulations, including those promulgated by the SEC, when trading in the securities of the Company. Federal law and SEC regulations generally make it illegal to engage in trading on the basis of inside information (“insider trading”) or to pass inside information on to others who may buy or sell securities on the basis of that information.

**Definition of Insider Trading**

Inside information is “material, non-public information” about the Company’s financial condition, prospects or operations that could reasonably be expected to influence an investor’s decision to buy, sell or otherwise trade in the Company’s securities (including through a broker-assisted cashless exercise of stock options). “Material, non-public information” includes information that is not available to the public and is obtained through employment with, or from a source that has a fiduciary duty or a duty of confidentiality to, the Company. Examples of inside information include, but are not limited to, unannounced:

- Judicial and regulatory decisions;
- Stock splits;
- New equity or debt offerings;
- Litigation exposure (whether actual or threatened);
- Business plans;
- Earnings and other financial information;
- Pending contracts, acquisitions or sales of assets;
- Significant developments in the Company’s business or prospects;
- Major management changes;
- Status or expected outcome of labor negotiations; and
- The Company’s performance.

Material information that has been publicly disclosed is still not considered “public” for these purposes until it has been adequately disseminated to the public and investors have had time to evaluate it. Note that information would likely not be considered widely disseminated if it is available only to the Company’s employees, or if it is only available to a select group of analysts, brokers, lenders or institutional investors.

**Tippling**

Inside information should never be disclosed except where required by law or otherwise in accordance with the responsibilities of an employee, officer or director under the Company’s applicable rules and policies. Caution must be exercised when discussing financial

information relating to the Company in public places. There are serious legal risks associated with discussing inside information with co-workers, family members, friends or others who might treat such information as a basis for buying or selling securities or intentionally or unintentionally communicate such information to others.

### **Criminal and Civil Liability; Disciplinary Action**

Pursuant to federal and state securities laws, insiders may be subject to criminal and civil fines and penalties as well as imprisonment for engaging in transactions in the Company's securities in violation of applicable securities laws and regulations at a time when they have knowledge of "material, non-public information" regarding the Company. Insiders may also be liable for improper transactions by any person to whom they have disclosed "material, non-public information" regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. There is no requirement that the person disclosing the information must have profited from the disclosure in order to be found liable. Additionally, any employee who is determined by the Company to have violated the Company's policy with respect to insider trading shall be subject to disciplinary action, which may include ineligibility for future participation in the Company's incentive plan(s) or separation from employment.

### **Trading by Insiders**

***Trading Windows.*** During specified time periods, absent anything to the contrary, insiders are presumed to not have inside information. These time periods, or trading windows, begin at the opening of the market on the 1st business day following the day on which the Company releases its quarterly or annual statement (as applicable) to shareholders, and continue until the close of the market on the calendar day one week prior to the end of each calendar quarter.

***Additional Restrictions in Specific Circumstances.*** From time to time, the Company may prohibit insiders from trading securities of the Company because of material developments known to the Company and not yet disclosed to the public. In such event, the Chief Executive Officer will notify insiders of such trading restrictions, and insiders should not disclose to others the fact of such suspension of trading, and may not engage in any transaction involving the purchase or sale of the Company's securities except in compliance with applicable securities laws and regulations.

***No Safe Harbor.*** Regardless of whether or not a trading restriction is in effect, no trade in the Company's securities may occur in violation of applicable securities laws and regulations.

***Rule 10b5-1 Trading Plans.*** SEC Rule 10b5-1 provides generally that a purchase or sale is "on the basis of" material non-public information if the person engaging in the transaction is aware of the material non-public information when the person makes the purchase or sale. In addition, the rule creates an exception to this general rule that is available if the person demonstrates that, before becoming aware of any material non-public information, the person

had entered into a binding contract to purchase or sell the security, had instructed another person to purchase or sell the security for the instructing person's account, or had adopted a written plan for trading securities, and (in each case) the contract, instruction or plan meets certain requirements regarding specificity as to amount, price and timing or imposes effective prohibitions on the insider's ability to exercise subsequent influence over the trades. The contract, instruction or plan must also be entered into in good faith and without any purpose of evading the prohibitions of the SEC's rules. In some circumstances, terminating a contract, instruction or plan that is in place could call into question whether it was entered into in good faith and the decision to terminate such contract, instruction or plan cannot be made on the basis of material non-public information. Insiders whose trading activity is covered by the restrictions contained herein may enter into such a plan (a "10b5-1 trading plan"), in which case restrictions on trading otherwise applicable under this section as described above will not apply to the extent such 10b5-1 trading plan has been pre-approved by the Audit Committee of the Company's board of directors and such plan meets the requirements of Rule 10b5-1, and transactions are executed in compliance with the 10b5-1 trading plan and applicable law. A 10b5-1 trading plan should not be entered into at a time when the person entering into it is aware of material non-public information. The compliance of any 10b5-1 trading plan with the applicable SEC rules is the responsibility of the person entering into such plan. You are advised to consult with legal counsel if you choose to enter into a 10b5-1 trading plan. Any 10b5-1 trading plan must be submitted to the Audit Committee of the Company's board of directors for review and approval no less than thirty days prior to the entry into the 10b5-1 trading plan.

### **Individual Responsibility**

The guidelines of the Company's policy with respect to insider trading also apply to "material, non-public information" relating to other companies, including the Company's vendors and suppliers, when that information is obtained in the course of employment with, or the performance of services on behalf of, the Company. Civil and criminal penalties and separation from employment may result from trading on inside information regarding the Company's business partners in violation of applicable securities laws and regulations. All insiders should treat "material, non-public information" about the Company's business partners with the same care required with respect to information related directly to the Company.

### **Certain Exceptions**

The Company considers the exercise of stock options for cash under the Company's 2020 Equity Incentive Plan (but not the sale of any shares issued upon such exercise) or the purchase through a cashless exercise (accomplished by having the Company withhold a number of shares issued upon exercise of an option) exempt from the Insider Trading Policy, since no open market transaction is involved (the other party to these transactions is the Company itself). Additionally, the Company considers bona fide gifts of the securities of the Company to be exempt from the Insider Trading Policy.

### **Questions or Comments Regarding Trading**

If you have any questions or comments with respect to the Insider Trading Policy generally, or specific questions with respect to your individual trading circumstances with respect to the Company's securities, please contact the Chief Executive Officer and the chairperson of the Audit Committee of the Company's board of directors.