

ABOVE FOOD INGREDIENTS INC.

AUDIT AND RISK COMMITTEE CHARTER

I. Purpose

The purpose of the Audit and Risk Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Above Food Ingredients Inc. (the “*Company*”) is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with United States generally accepted accounting principles (“*GAAP*”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must be “independent” (as such term is defined in National Instrument 52-110 – *Audit Committees* (“*NI 52-110*”)) and must satisfy the independence requirements of the Nasdaq Stock Market LLC (“*Nasdaq*”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “*SEC*”), subject to any available exception, and meet all other eligibility requirements of applicable laws. Each Committee member must be “financially literate” (as such term is defined in NI 52-110) and able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

Committee members must be appointed, and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, the internal auditor (or other personnel responsible for the internal audit function), if any, and the independent auditor.

The Committee has 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 bylaws that are applicable to the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company (including resolution of any disagreements between Company management and the independent auditor or other registered public accounting firm regarding financial reporting), and the independent auditor and each such other registered public accounting firm must report directly to the Committee.

2. *Preapproval of Audit and Non-Audit Services.* The Committee must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules. Other than with respect to the annual audit of the Company's consolidated financial statements, the Chair of the Committee is authorized to pre-approve other audit services and non-audit services provided to the Company by the independent auditor on behalf of the Committee and each such pre-approval decision will be presented to the full Committee at its next scheduled meeting.

3. *Annual Report on Independence.* The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

Annual Financial Statements and Annual Audit

4. *Audit Problems.* The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.

5. *Form 20-F Review.* The Committee must review and discuss with management and the independent auditor the annual audited financial statements, including the Company's disclosures under "Operating and Financial Review and Prospects", and the accompanying auditor's report and related management discussion and analysis ("MD&A") and recommend to the Board whether the audited financial statements should be included in the Company's Form 20-F.

6. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements and the accompanying auditor's report and related MD&A for inclusion in the Company's annual report, to the extent required by applicable rules and regulations.

Quarterly Financial Statements

7. *Quarterly Financial Information Review.* The Committee must review and approve the Company's quarterly financial statements and related MD&A prior to any dissemination by the Company, including the Company's public disclosures. The Committee may discuss with management and/or the independent auditor if it considers it necessary to fulfil these duties.

Other Duties and Responsibilities

8. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

9. *Risk Assessment and Risk Management.* The Committee should periodically discuss the Company's policies, at its discretion, with respect to risk assessment and risk management and oversee the management of the Company's financial risks and information technology risks, including cybersecurity and data privacy risks. The Committee must discuss with management the steps management has taken to monitor and control these risks.

10. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

11. *Review of Internal Control Over Financial Reporting.* The Committee must review and discuss with management and the independent auditor annually the adequacy of the Company's internal control over financial reporting ("*ICFR*") and any steps management has taken to address material weaknesses in ICFR.

12. *Review of Related Party Transactions.* The Committee will periodically review the Company’s policies and procedures for reviewing and approving “related party transactions” (defined as transactions required to be disclosed pursuant to Item 7.B. of Form 20-F) and approve or recommend to the Board any changes to such policies and procedures. In accordance with the Company’s Related Party Transaction Policy and Nasdaq rules, the Committee will review and, if appropriate, approve related party transactions and oversee such transactions on an ongoing basis.

13. *Review of Code of Conduct.* The Committee must periodically consider and discuss with management and the independent auditor the Company’s Code of Conduct (the “Code”) and the procedures in place to enforce the Code.

14. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

15. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

16. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.