

## ABOVE FOOD INGREDIENTS INC.

### RELATED PARTY TRANSACTION POLICY

#### I. Policy

Above Food Ingredients Inc. (the “*Company*”) recognizes that related party transactions present a heightened risk of conflicts of interest (or the perception thereof), and therefore the Company has adopted this policy (the “*Policy*”) pursuant to which all Related Party Transactions (as defined below) shall be subject to approval or ratification in accordance with the procedures set forth in this Policy.

For the purposes of this Policy, so long as the Company remains a “foreign private issuer” under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), a “*Related Party Transaction*” is an existing or proposed transaction or loan between the Company and:

1. enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company;
2. associates;
3. individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and close members of any such individual’s family;
4. key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors and senior management of companies and close members of such individuals’ families; and
5. enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (3) or (4) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company.

For the purposes of this Policy, each of the above is a “*Related Party*.”

#### II. Procedures

##### A. Identification of Related Party Transactions

The Company reviews all known transactions, arrangements and relationships in which the Company and a Related Party are or will be participants to determine whether such transactions, arrangements and relationships constitute Related Party Transactions. The Company’s finance team is primarily responsible for developing and implementing processes and procedures to obtain information regarding Related Parties with respect to potential Related Party Transactions and then determining, based on the facts and circumstances, whether such potential Related Party

Transactions do, in fact, constitute Related Party Transactions requiring compliance with this Policy. In addition, any potential Related Party Transaction that is proposed to be entered into by the Company must be reported to the Company's Chief Financial Officer (or his or her designee) by both the Related Party and the person at the Company responsible for such potential Related Party Transaction.

#### B. Audit Committee Approval

If the Company's finance team determines that a transaction or relationship is a Related Party Transaction, then the Chief Financial Officer (or his or her designee) shall present to the Audit Committee (the "**Committee**") of the Board of Directors of the Company (the "**Board**") each such Related Party Transaction, including all relevant known facts and circumstances relating thereto. The Committee shall review the relevant known facts and circumstances of each Related Party Transaction, including whether the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party, whether the transaction arose in the ordinary course of business, and the extent of the Related Party's interest in the transaction, taking into account the conflicts of interest and corporate opportunity provisions of the Company's organizational documents and Code of Conduct (the "**Code**"), and either approve or disapprove the Related Party Transaction. Any Related Party Transaction may be consummated and may continue only if the Committee has approved or ratified such transaction in accordance with the guidelines set forth in this Policy. If advance Committee approval of a Related Party Transaction requiring the Committee's approval is not feasible, then the transaction may be preliminarily entered into by management upon prior approval of the transaction by the Chairperson of the Committee subject to ratification of the transaction by the Committee at the Committee's next regularly scheduled meeting; provided that if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transaction. If a transaction was not initially recognized as a Related Party Transaction, then upon such recognition the transaction will be presented to the Committee for ratification at the Committee's next regularly scheduled meeting; provided, that if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transaction.

Management shall update the Committee as to any material changes to any approved or ratified Related Party Transaction and shall provide a status report at least annually at a regularly scheduled meeting of the Committee of all then current Related Party Transactions.

No director may participate in approval of a Related Party Transaction for which he or she is a Related Party.

#### C. Pre-Approved Transactions

The Committee has reviewed and pre-approved each of the following types of Related Party Transactions, which shall be deemed to be approved or ratified, as applicable, under this Policy:

1. Compensation to an executive officer or director of the Company if the compensation is required to be reported in the Company's Annual Report on Form 20-F and such compensation has been approved, or recommended to the Board for approval, by the Compensation Committee of the Board.

2. Transactions that are in the Company's ordinary course of business and where the interest of the Related Party arises only:
  - a. from the Related Party's position as a director of another corporation or organization that is a party to the transaction; or
  - b. from the direct or indirect ownership by such Related Party and all other Related Parties, in the aggregate, of less than a 10% equity interest in another person (other than a partnership) that is a party to the transaction; or
  - c. from both such positions described in (a) and such ownership described in (b); or
  - d. from the Related Party's position as a limited partner in a partnership in which the Related Party and all other Related Parties, in the aggregate, have an interest of less than 10%, and the Related Party is not a general partner of and does not have another position in the partnership.
3. Transactions that are in the Company's ordinary course of business and where the interest of the Related Party arises solely from the ownership of a class of equity securities in the Company and all holders of such class of equity securities of the Company will receive the same benefit on a pro rata basis.
4. Transactions where the rates or charges involved in the transactions are determined by competitive bids.
5. Transactions where a Related Party purchases or sells any securities of the Company in a transaction involving a registered broker-dealer, including without limitation an underwritten offering or at-the-market offering, that is approved by the Board or a committee of the Board.

#### D. Disclosure

All Related Party Transactions are to be disclosed in the Company's applicable filings as required by the Securities Act of 1933, as amended, and the Exchange Act and related rules, and the Financial Accounting Standards Board ("*FASB*") Accounting Standards Codification Topic 850, "Related Party Disclosures." Furthermore, any material Related Party Transaction shall be disclosed to the full Board.

The Company may be required to disclose additional information regarding Related Party Transactions if such information: (1) has otherwise been made publicly available or (2) must be disclosed in accordance with Canadian law.

#### E. Other Agreements

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

## F. Interpretation

Notwithstanding anything herein to the contrary, this Policy shall be interpreted in such a manner as to comply with Item 7.B. of Form 20-F and FASB Accounting Standards Codification Topic 850. In the event that a Related Party 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 Party Transaction. Any such Related Party 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 of the principal market on which the Company's ordinary shares are traded.

## III. **Definitions**

An “*associate*” is an unconsolidated enterprise in which the Company has a significant influence or which has significant influence over the Company. Significant influence over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those policies. Shareholders beneficially owning a 10% interest in the voting power of the Company are presumed to have a significant influence on the Company.

“*Close members of an individual's family*” are those that may be expected to influence, or be influenced by, that person in their dealings with the Company.