

ORGANTO FOODS INC.
(the “Company”)

AUDIT COMMITTEE CHARTER
(Updated - January 2025)

1. Purpose

The Audit Committee (“Committee”) is appointed by the Board of Directors (“Board”) to assist the Board in fulfilling its oversight responsibilities for the accounting and financial reporting process; the system of internal and disclosure controls and management of financial risks; the audit process; and the Company’s process for monitoring compliance with the applicable laws and regulations that govern the Company’s operations and this Audit Committee Charter (the “Charter”).

In performing its duties, the Committee will foster an environment of adherence to the Company’s policies, practices and procedures at all levels and maintain effective working relationships with the Board, management and the Company’s external auditors.

In the exercise of its oversight responsibilities, it is not the duty of the Committee to plan or conduct audits to determine that the Company’s financial statements present fairly the Company’s results of operations, and that such statements are in accordance with applicable generally accepted accounting principles. Instead, such duties remain the responsibility of management working with the outside independent registered accounting firm (external auditors).

This Charter defines the Audit Committee’s range of authority, objectives, the scope of its activities and its duties and responsibilities. It is intended to give Audit Committee members, management and external auditors a clear understanding of their respective roles. The Audit Committee and the Board will review the adequacy of this Charter annually.

2. Authority

The Board authorizes the Audit Committee, within the scope of its responsibilities, to:

- Seek any information it requires from:
 - Any employee (and all employees are directed as per the Company policies to cooperate with any request made by the Committee).
 - External parties.
- Retain outside legal or other professional advisors at the expense of the Company.
- Have the sole authority to determine (subject to Board confirmation as required), and to require the Company to fund: (a) appropriate compensation to the external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services; (b) appropriate compensation to any advisors to the Committee; and (c) administrative expenses necessary or appropriate to carrying out the Committee’s duties.
- Approve all auditing engagement fees and pre-authorize non-audit services performed by the Company’s external auditors in accordance with the Company’s policy.
- Ensure that any consultants or other legal or professional advisors advising the Committee shall report directly to the Committee and the Committee will be responsible for all aspects of the relationship. In addition, the Committee shall ensure that outside consultants engaged are deemed independent from management for the purposes of the engagement.
- Delegate any of its responsibilities to subcommittees as the Committee may determine in its sole discretion.

3. Mandate

The Audit Committee will assist the Board in fulfilling its financial oversight responsibilities. The Audit Committee will review and consider in consultation with management and the external auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board,

management, and the external auditors. To effectively perform their role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well as the Company's business, operations and related risks.

3. Membership

The Board will appoint from among their membership an Audit Committee after each Annual General Meeting of the shareholders of the Company. The Audit Committee will consist of a minimum of three directors and maximum of four directors.

3.1 Independence

A majority of the members of the Audit Committee must not be officers, employees or control persons of the Company.

3.2 Expertise of Committee Members

Each member of the Audit Committee must be financially literate or must become financially literate within a reasonable period of time after their appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3.3 Chair of the Committee

The Chair of the Committee will be nominated by the Board annually and may be removed and replaced by the Board. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to facilitate discussion of significant issues during the meeting, and making regular reports to the Board. The Chair will also maintain regular liaison with the CEO and CFO, and the lead external audit partner. If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

4. Meetings

- 4.1 The Audit Committee shall meet in accordance with a schedule established each year by the Board, and at other times that the Audit Committee may determine. The Audit Committee shall meet at least quarterly with the Company's Chief Financial Officer and no less than once per year with the Company's external auditors, each in separate executive sessions.
- 4.2 The Committee may invite such other persons (e.g., the CEO, COO, General Counsel, outside advisors, etc.) to its meetings, as it deems necessary. Directors not on the Committee may attend meetings at the invitation of the Chair.
- 4.3 A quorum for any meeting will be at least two-thirds of the Committee members; however, in no event shall a quorum be less than two (2) members.
- 4.4 Members may participate in meeting of the Committee by telephone or some other electronic means, in which case they shall be considered in attendance at such meeting.
- 4.5 The proceedings of all meetings will be recorded in minutes for approval and signature. A copy of the minutes of each meeting of the Committee shall be provided to each Committee member in a timely fashion.

5. Roles and Responsibilities

The Audit Committee shall fulfill the following roles and carry out the following responsibilities:

5.1 External Audit

The Audit Committee shall oversee the work of the external auditors in preparing or issuing the

auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the Audit Committee shall:

- a. Recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.
- b. Review (by discussion and enquiry) the external auditors' proposed audit scope and approach.
- c. Review the performance of the external auditors and recommend to the Board the appointment or dismissal of the external auditors.
- d. Review and recommend to the Board the compensation to be paid to the external auditors.
- e. Review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

5.2 *Internal and Disclosure Controls*

- a. Evaluate whether management is setting the appropriate "control culture" by communicating the importance of internal control and the management of risk, ensuring that all employees have an understanding of their roles and responsibilities, and communicating the importance of the code of conduct and the guidelines for acceptable behavior.
- b. Consider the risk of management's ability to override Company's internal controls.
- c. Review and discuss with management the Company's assessment and management of risks related to cybersecurity and information technology, which may include reviewing the scope and adequacy of the Company's information security policy and cybersecurity roadmap.
- d. Review levels of authority and responsibility in key areas, including significant contracts, capital expenditures and commitments.
- e. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; major issues as to the adequacy of the Company's internal controls; and any special audit steps adopted in light of material control deficiencies.
- f. Ensure that management report to the Committee on the adequacy and effectiveness of the Company's disclosure controls and procedures and the adequacy and effectiveness of the Company's internal control over financial reporting, including any significant deficiencies or material weaknesses in design or operation of internal controls, and any significant changes in internal controls.
- g. Understand any issues raised in regulator comment letters received by the Company, as well as management's planned response.
- h. Review the CEO and CFO certifications and through inquiry understand the practices and procedures adopted to permit management's assurance on the underlying controls.
- i. In the event of any material restatement or material reclassification resulting from a material error to the Company's audited consolidated financial statements, make appropriate inquiry in its judgement about the cause to determine if any other action should be taken and if additional internal controls should be implemented to prevent recurrences in the future.
- j. Discuss with management the Company's positions with respect to income and other tax obligations and review periodic reports from management with respect to tax compliance matters.

5.3 *Financial Reporting*

The Audit Committee shall review financial statements, related financial information and the Management Discussion & Analysis prior to its release to the public. In carrying out this duty, the Audit Committee shall:

General

- a. review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- b. review and ensure that the accounting principles selected by management in preparing the financial statements are appropriate.

Annual Financial Statements

- a. review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- b. meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- c. review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements (Quarterly)

- a. review and approve the interim financial statements prior to their release to the public; and
- b. review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- a. where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

5.4 *Non-Audit Services*

- a. All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the Audit Committee.

Delegation of Authority

- a. The Audit Committee may delegate to one or more independent members of the Audit Committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the Audit Committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- a. The Audit Committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; and
 - (ii) the fees paid by the Company and its subsidiaries to the external auditor were not recognized as non-audit services at the time of the engagement; and
 - (ii) the services are brought to the attention of the Audit Committee and approved, prior to

the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- a. The Audit Committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

5.5 *Other Responsibilities*

The Audit Committee shall:

- a. establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
- b. establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- c. ensure that significant findings and recommendations made by management and the external auditor are received and discussed on a timely basis;
- d. review and approve hiring procedures and policies regarding partners, employees, former partners and employees of present and former external auditors of the Company or its subsidiaries;
- e. review the policies and procedures in effect for considering officers' expenses and perquisites;
- f. review the findings of any examinations by regulatory agencies
- g. perform other oversight functions as requested by the Board; and
- h. review and update this Charter on an annual basis and receive approval of changes to this Charter from the Board.

5.6 *Reporting Responsibilities*

The Audit Committee shall regularly update the Board about committee activities and make appropriate recommendations, including recommendations regarding all publicly disclosed financial information.

6. Resources and Authority of the Audit Committee

The Audit Committee shall have the resources and the authority appropriate to carry out its responsibilities, including the authority to:

- a. engage independent counsel and other advisors as it is necessary to carry out its duties;
 - b. set and pay the compensation for any advisors employed by the Audit Committee;
- and
- c. communicate directly with the external auditors.

7. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance for the fulfilment of their roles and responsibilities:

7.1 *Internal Control*

- a. evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- b. focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- c. gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

7.2 *Financial Reporting*

General

- a. review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements;
- b. ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- c. understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- a. review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- b. pay attention to complex and/or unusual transactions such as restructuring charges, acquisitions and divestitures, and derivative disclosures;
- c. focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty costs, professional liability; litigation reserves; and other commitments and contingencies;
- d. consider management's handling of proposed audit adjustments identified by the external auditors; and
- e. ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements (Quarterly)

- a. be briefed on how management develops and summarizes interim financial information and the extent to which the external auditors review interim financial information;
- b. meet with management to review the interim financial statements; and
- c. to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Company's financial and operating controls are functioning effectively;
 - (vii) the Company has complied with the terms of loan agreements, security indentures or other financial agreements; and
 - (viii) the interim financial statements contain adequate and appropriate disclosures.

7.3 *Compliance with Laws and Regulations*

- a. periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- b. be satisfied that all regulatory compliance matters have been considered in the preparation

of the financial statements; and

- c. review the findings of any examinations by securities regulatory authorities and stock exchanges.

7.4 *Other Responsibilities*

- a) Review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements and ensure disclosure is appropriate.
- b) Approve the Business Conduct and Ethics Policy on an annual basis.