

_____ X
JOHN A. ERLANDSON and JAMES IAN NORRIS, : Civil Action No. 7:20-cv-10795-CS
Individually and on Behalf of All Others Similarly : CLASS ACTION
Situated, :
 :
Plaintiffs, : PROOF OF CLAIM AND RELEASE
 :
vs. :
 :
TRITERRAS, INC. (f/k/a NETFIN HOLDCO), :
NETFIN ACQUISITION CORP., TRITERRAS :
FINTECH PTE. LTD., MVR NETFIN LLC, :
RICHARD MAURER, MARAT ROSENBERG, :
VADIM KOMISSAROV, GERALD PASCALE, :
SRINIVAS KONERU, JAMES H. GROH, ALVIN :
TAN, JOHN A. GALANI, MATTHEW RICHARDS, :
VANESSA SLOWEY and KENNETH STRATTON, :
 :
Defendants. :
_____ X

I. GENERAL INSTRUCTIONS

1. To recover as a Class Member based on your claims in the action entitled *Erlandson v. Triterras, Inc., et al.*, No. 7:20-cv-10795-CS (S.D.N.Y.) (“Action”), you must complete and, on page 7 hereof, sign this Proof of Claim and Release form (“Proof of Claim”).¹ If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Action.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN SEPTEMBER 1, 2022, ADDRESSED AS FOLLOWS:

Triterras Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43339
Providence, RI 02940-3339

Online Submissions: www.TriterrasSecuritiesSettlement.com

If you are NOT a Class Member (as defined in the Notice of Pendency and Proposed Settlement of Class Action (“Notice”)), DO NOT submit a Proof of Claim.

4. If you are a Class Member and you do not timely request exclusion in response to the Notice, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased or otherwise acquired Triterras, Inc. (“Triterras”) Class A common stock or warrants and held the securities in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired such securities and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

¹ Capitalized terms used in this Proof of Claim that are not otherwise defined herein shall have the meanings provided in the Stipulation and Agreement of Settlement, dated as of April 27, 2022 (“Stipulation”), available at www.TriterrasSecuritiesSettlement.com.

Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser or acquirer of Triterras Class A common stock or warrants that forms the basis of this claim, as well as the purchaser or acquirer of record if different. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE TRITERRAS CLASS A COMMON STOCK OR WARRANTS UPON WHICH THIS CLAIM IS BASED.

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this form entitled "SCHEDULE OF TRANSACTIONS IN TRITERRAS CLASS A COMMON STOCK" and Part III of this form entitled "SCHEDULE OF TRANSACTIONS IN TRITERRAS WARRANTS" to supply all required details of your transaction(s) in such securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions and **all** of your sales of Triterras Class A common stock or warrants which took place at any time from November 10, 2020 (when Netfin securities converted into Triterras securities) through and including July 1, 2021, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Triterras Class A common stock. The date of a "short sale" is deemed to be the date of sale of Triterras Class A common stock.

Copies of broker confirmations or other documentation of your transactions in Triterras Class A common stock or warrants should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All such claimants **MUST** also submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. Only one claim should be submitted for each separate legal entity and the complete name of the beneficial owner(s) of the securities must be entered where called for. Distribution payments must be made by check or electronic payment payable to the Authorized Claimant (beneficial account owner). The Third-Party Filer shall not be the payee of any distribution payment check or electronic distribution payment. If you wish to submit your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Official
Office
Use
Only

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Erlandson v. Triterras, Inc., et al.

No. 7:20-cv-10795-CS (S.D.N.Y.)

PROOF OF CLAIM AND RELEASE

**Must Be Postmarked (if Mailed)
or Received (if Submitted Online)
No Later Than September 1, 2022**

TRS

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

REMEMBER TO ATTACH COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN TRITERRAS CLASS A COMMON STOCK AND/OR WARRANTS. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.

PART I. CLAIMANT IDENTIFICATION

| | | |
|---|------|----------------------------------|
| Last Name | M.I. | First Name |
| | | |
| Last Name (Co-Beneficial Owner) | M.I. | First Name (Co-Beneficial Owner) |
| | | |
| <input type="radio"/> IRA <input type="radio"/> Joint Tenancy <input type="radio"/> Employee <input type="radio"/> Individual <input type="radio"/> Other | | |
| Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA | | (specify) |
| | | |
| Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above) | | |
| | | |
| Account#/Fund# (Not Necessary for Individual Filers) | | |
| | | |

| | | |
|--|----|--------------------------------|
| Last Four Digits of Social Security Number | or | Taxpayer Identification Number |
| | | |
| Telephone Number (Primary Daytime) | | Telephone Number (Alternate) |
| | | |
| Email Address | | |
| | | |

MAILING INFORMATION

| | | |
|------------------|---------------------|-----------------------------------|
| Address | | |
| | | |
| Address | | |
| | | |
| City | State | ZIP Code |
| | | |
| Foreign Province | Foreign Postal Code | Foreign Country Name/Abbreviation |
| | | |

| | | | | | | | | |
|----------------------------|----|----|--|--|--|--|----------------|----------------------------|
| FOR CLAIMS PROCESSING ONLY | OB | CB | <input type="radio"/> ATP <input type="radio"/> KE <input type="radio"/> ICI | <input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM | <input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND | <input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH | MM / DD / YYYY | FOR CLAIMS PROCESSING ONLY |
|----------------------------|----|----|--|--|--|--|----------------|----------------------------|



PART II. SCHEDULE OF TRANSACTIONS IN TRITERRAS CLASS A COMMON STOCK

A. Number of shares of Netfin Class A common stock converted to Triterras Class A common stock on November 10, 2020: Proof Enclosed? Y N

B. Purchases or acquisitions of Triterras Class A common stock (November 10, 2020 – July 1, 2021, inclusive):

PURCHASES

| Trade Date(s) of Shares (List Chronologically) | Number of Shares Purchased or Acquired | Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar | Proof of Purchase Enclosed? |
|---|---|---|--|
| M M D D Y Y Y Y | | \$ | |
| 1. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 2. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 3. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 4. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 5. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |

IMPORTANT: (i) If any purchase listed covered a "short sale," please mark Yes: Yes

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

M M D D Y Y Y Y Merger Shares: Company:
 / /

C. Sales of Triterras Class A common stock (November 10, 2020 – July 1, 2021, inclusive):

SALES

| Trade Date(s) of Shares (List Chronologically) | Number of Shares Sold | Total Sales Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar | Proof of Sales Enclosed? |
|---|--------------------------|---|--|
| M M D D Y Y Y Y | | \$ | |
| 1. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 2. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 3. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 4. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |
| 5. <input type="text"/> / <input type="text"/> / <input type="text"/> | <input type="text"/> | <input type="text"/> .00 | <input type="radio"/> Y <input type="radio"/> N |

D. Number of shares of Triterras Class A common stock held at the close of trading on January 14, 2021: Proof Enclosed? Y N

E. Number of shares of Triterras Class A common stock held at the close of trading on July 1, 2021: Proof Enclosed? Y N

If you require additional space, attach extra schedules in the same format as above.
Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



PART III. SCHEDULE OF TRANSACTIONS IN TRITERRAS WARRANTS

A. Number of Netfin warrants converted to Triterras warrants on November 10, 2020: Proof Enclosed? Y N

B. Purchases or acquisitions of Triterras warrants (November 10, 2020 – July 1, 2021, inclusive):

| PURCHASES | | | Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar | Proof of Purchase Enclosed? | | | | | | | | | | | |
|--|---|--|---|-----------------------------|---|---|---|--|----|--|--|----|-----------------------|-----------------------|---|
| Trade Date(s) of Warrants (List Chronologically) | | Number of Warrants Purchased or Acquired | | | | | | | | | | | | | |
| M | M | D | D | Y | Y | Y | Y | | \$ | | | 00 | <input type="radio"/> | Y | |
| 1. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 2. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 3. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 4. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 5. | | | / | | | / | | | | | | | | <input type="radio"/> | N |

IMPORTANT: (i) If any purchase listed covered a "short sale," please mark Yes: Yes

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

M M D D Y Y Y Y Merger Shares: Company:

/ /

C. Sales of Triterras warrants (November 10, 2020 – July 1, 2021, inclusive):

| SALES | | | Total Sales Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar | Proof of Sales Enclosed? | | | | | | | | | | | |
|--|---|-------------------------|---|--------------------------|---|---|---|--|----|--|--|----|-----------------------|-----------------------|---|
| Trade Date(s) of Warrants (List Chronologically) | | Number of Warrants Sold | | | | | | | | | | | | | |
| M | M | D | D | Y | Y | Y | Y | | \$ | | | 00 | <input type="radio"/> | Y | |
| 1. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 2. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 3. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 4. | | | / | | | / | | | | | | | | <input type="radio"/> | N |
| 5. | | | / | | | / | | | | | | | | <input type="radio"/> | N |

D. Number of Triterras warrants held at the close of trading on January 14, 2021: Proof Enclosed? Y N

E. Number of Triterras warrants held at the close of trading on July 1, 2021: Proof Enclosed? Y N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other Triterras securities) if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales of Triterras Class A common stock and/or warrants during the Class Period and know of no other person having done so on my (our) behalf.

V. RELEASE

1. On behalf of myself (us) and my Releasing Plaintiff Parties, I (we) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Persons," defined as each and all of the Defendants and their Related Parties. "Related Parties" means each Defendant's respective present, former, or future parents, subsidiaries, divisions and affiliates and the respective present and former employees, members, partners, principals, officers, directors, controlling shareholders, attorneys, advisors, accountants, auditors, underwriters, consultants, investment bankers, commercial bankers, joint ventures, insurers, and re-insurers of each of them; and the predecessors, successors, estates, immediate family members, spouses, heirs, executors, trusts, trustees, administrators, agents, representatives, assigns, and assignees of each of them, in their capacity as such.

2. "Released Claims" means any and all claims, demands, rights, causes of action, or liabilities (including Unknown Plaintiffs' Claims, defined below), that could have been asserted in any forum, whether foreign or domestic, whether based on or arising under federal, state, local, or foreign law, whether based on statutory law, common law, rule or regulation, whether fixed or contingent, foreseen or unforeseen, matured or unmatured, accrued or unaccrued, liquidated or unliquidated, whether direct, representative, class or individual in nature, based on, arising from or relating to: (i) the purchase or acquisition of Class A common stock or warrants of Triterras during the Class Period; and (ii) the acts, facts, statements or omissions that were or could have been alleged or asserted by Plaintiffs relating to conduct which occurred during the Class Period. The conduct covered in subsection ii of this paragraph includes, but is not limited to, Netfin's alleged involvement, during the Class Period, in: (a) forming Netfin Holdco, issuing Triterras securities, and soliciting purchasers of Triterras securities, all of which allegedly violated the Securities Act of 1933; (b) making any allegedly misleading statements or omissions, including any statements or omissions that could have induced investors to purchase Triterras securities, all of which allegedly violated the Securities Exchange Act of 1934; and (c) controlling any primary violators of the federal securities laws, which conduct allegedly violated both the Securities Act of 1933 and the Securities Exchange Act of 1934. Released Claims does not include claims to enforce the Settlement.

3. "Releasing Plaintiff Party" or "Releasing Plaintiff Parties" means each and every plaintiff, Class Member, Plaintiff, and each of their respective past or present trustees, officers, directors, partners, employees, contractors, auditors, principals, agents, attorneys, predecessors, successors, assigns, representatives, affiliates, insurers, parents, subsidiaries, general or limited partners or partnerships, and limited liability companies; and the spouses, members of the immediate families, representatives, and heirs of any Releasing Plaintiff Party who is an individual, as well as any trust of which any Releasing Plaintiff Party is the settlor or which is for the benefit of any of their immediate family members. Releasing Plaintiff Parties do not include any Person who timely and validly seeks exclusion from the Class.

4. "Unknown Plaintiff's Claims" means any Released Claims which Plaintiffs or the Releasing Plaintiff Parties do not know or suspect to exist in their favor at the time of the release of the Released Persons which, if known by them, might have affected their settlement with and release of the Released Persons, or might have affected their decision with respect to this Settlement, including, without limitation, any decision not to object to this Settlement or seek exclusion from the Class. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly waive and each Releasing Plaintiff Party shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

Plaintiffs shall expressly waive and each Releasing Plaintiff Party shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the U.S., or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. Plaintiffs and the Releasing Plaintiff Parties acknowledge that they may hereafter discover facts in addition to or different from those which they now know or believe to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly waive, compromise, discharge, extinguish, settle and release and each Releasing Plaintiff Party, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever waived, compromised, discharged, extinguished, settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or



not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs acknowledge, and the Releasing Plaintiff Parties shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

5. This release shall be of no force or effect unless and until the Court approves the Stipulation and Agreement of Settlement and the Settlement becomes effective on the Effective Date (as defined in the Stipulation and Agreement of Settlement).

6. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

7. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in Triterras Class A common stock or warrants which are the subject of this claim, which occurred from November 10, 2020 to and including July 1, 2021, as well as the opening and closing positions in such securities held by me (us) on the dates requested in this Proof of Claim.

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and acknowledgment.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of stock certificates or other documentation as they will not be returned.
5. Keep a copy of your Proof of Claim and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR MAILED NO LATER THAN SEPTEMBER 1, 2022,
ADDRESSED AS FOLLOWS:**

Triterras Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43339
Providence, RI 02940-3339
www.TriterrasSecuritiesSettlement.com



THIS PAGE INTENTIONALLY LEFT BLANK

