

KNOREX LTD.

AUDIT COMMITTEE CHARTER

Adopted: November 11, 2024

1. PURPOSE

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Knorex Ltd. (together with its subsidiaries, the "**Company**") is established by the Board to assist the Board in overseeing:

- The integrity of the Company's financial statements.
- The Company's compliance with legal and regulatory requirements.
- The independent auditor's qualifications, independence, and performance.
- The performance of the Company's internal audit function, if applicable, and independent auditors.
- The appointment of the Company's independent auditor and the approval of audit and non-audit services performed by such auditor.

The Committee shall prepare any required reports for inclusion in the Company's filings as required by the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), the U.S. Securities and Exchange Commission (the "**SEC**") regulations and the NYSE American Company Guide (the "**NYSE Guide**").

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with U.S. generally accepted accounting principles ("**GAAP**") and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

2. COMPOSITION

The Committee shall consist of at least three (3) members of the Board, each of whom shall meet the following requirements:

1. Meet all applicable independence requirements under Section 803A of the NYSE Guide, Rule 10A-3 of the Exchange Act, subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act, and other applicable rules and regulations of the SEC.
2. Be financially literate, with at least one member being an "audit committee financial expert" as defined under Item 407(d)(5)(ii) and (iii) of Regulation S-K.

This is subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements and the phase-in periods permitted under Section 803B(6) of the NYSE Guide. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The members of the Committee will be appointed by and serve at the discretion of the Board, upon the recommendation of the Company's Nomination Committee, with one member designated as the Chairperson. Members shall serve until their successors are appointed, or until their earlier

resignation or removal. The vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

3. MEETINGS

The Committee shall meet quarterly, at least four (4) times a year or more frequently as circumstances require. Meetings may be held in person or via teleconference, and minutes of each meeting shall be maintained. The Committee shall invite members of management, auditors, or others to attend meetings and provide pertinent information as necessary. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Articles of Association, as amended from time to time, applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.

4. RESPONSIBILITIES AND DUTIES

The Committee's primary duties and responsibilities are to:

1. Financial Reporting

- Review and discuss with management and our independent registered public accounting firm the Company's annual and quarterly financial statements, including disclosures made in management's discussion and analysis of financial condition and results of operations, as well as the critical accounting policies and practices used by the Company.
- Review the Company's earnings press releases and financial information provided to analysts and rating agencies.
- Recommend, based on the Committee's review and discussions with management and the independent auditors, whether the audited financial statements should be included in the Company's Annual Report on Form 20-F.
- Monitor the integrity of the Company's financial statements and its compliance with legal and regulatory requirements as they relate to financial statements and accounting matters.
- Review with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

2. Independent Registered Public Accounting Firm

- Appoint, approve the compensation of, and assess the independence of the Company's independent registered public accounting firm. Pre-approve auditing and permissible non-audit services, and the terms of such services, to be provided by the independent registered public accounting firm, subject to the *de minimis* exceptions under Section 10A(i)(1)(B) of the Exchange Act, and as otherwise required by law.
- Review the overall audit plan with the independent registered public accounting firm and members of management responsible for preparing the Company's financial statements.
- Annually review a formal written statement from the independent registered public accounting firm delineating all relationships between the independent registered public accounting firm and the Company, consistent with applicable requirements

and standards of the SEC and the Public Company Accounting Oversight Board (the “PCAOB”), and discuss with the independent registered public accounting firm their methods and procedures for ensuring independence, including any disclosed relationships or services that may impact the objectivity and independence of the auditor, and take, or recommend that the Board take, appropriate action to oversee the independence of the outside auditor.

- Discuss with the independent auditor any “management” or “internal control” letter issued, or proposed to be issued, by the independent registered public accounting firm to the Company.

3. Internal Controls and Risk Management

- Coordinate the oversight and review the adequacy of the Company’s internal control over financial reporting.
- Review the adequacy and effectiveness of the Company’s internal control systems, including any significant deficiencies or material weaknesses identified by the independent auditors or management.
- Oversee the Company’s policies related to risk assessment and risk management, particularly concerning financial risk exposures.

4. Complaints and Concerns

- Establish policies and procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters.
- Ensure the confidential, anonymous submission of concerns by employees regarding questionable accounting or auditing practices.

5. Compliance and Legal Oversight

- Ensure that the Company’s policies and procedures comply with applicable legal and regulatory requirements, including Cayman Islands law, SEC regulations, and the NYSE Guide.
- Obtain and review a report from the independent accountants at least annually regarding the independent accountants’ internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review, or review by the PCAOB, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years respecting one (1) or more independent audits carried out by the firm;
- Review all related person transactions for potential conflict of interest situations and approve all such transactions.

6. Related Person Transactions

Review all related person transactions for potential conflicts of interest and approve all such transactions in accordance with the Company’s policies and procedures

7. Reporting

- Report regularly to the Board about Committee activities, issues, and related recommendations.

- Prepare any required reports to be included in the Company's filings with the SEC, as required by applicable laws and regulations.

5. PERFORMANCE EVALUATION

The Committee shall evaluate its performance on an annual basis and review and reassess the adequacy of this Charter annually. The Committee may recommend to the Board any improvements to this Charter it deems necessary or desirable.

6. AUTHORITY

The Committee shall have the authority to:

- Retain independent legal, accounting, or other advisors as it deems necessary to carry out its duties.
- Approve related fees and terms for such advisors.
- Seek any information it requires from employees or external parties.

All employees are directed to cooperate with the Committee's requests.

7. AMENDMENTS

This Charter may be amended by the Board from time to time, in accordance with the requirements of applicable laws, rules, and regulations.