



STRATEGY AND FINANCE COMMITTEE CHARTER

As Adopted Effective June 16, 2026

I. PURPOSE

The Strategy and Finance Committee (the "Committee") of the Board of Directors (the "Board of Directors") of Pangaea Logistics Solutions Ltd. (the "Corporation") shall provide assistance to the Board of Directors and management, as applicable, by, among other things:

- Assisting with the development of the Corporation's business and strategic plans.
- Reviewing and making recommendations with respect to the Corporation's financing plans and financial strategies.
- Reviewing and making recommendations with respect to the Corporation's capital structure and issuances, sales or repurchases of equity or long-term debt.
- Reviewing and making recommendations with respect to investment, acquisition, joint venture, divestiture and other significant strategic transactions.
- Assisting with the exploration, analysis and development of other value creation opportunities.
- Reviewing and making recommendations with respect to the impact of any regulatory, legislative and legal developments on the Corporation and its business.

II. STRUCTURE AND PROCESSES

A. Membership Requirements

The Committee shall be comprised of two or more members of the Board of Directors.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve for one year or until such member's successor is duly elected and qualified or until such member's earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

C. Chairperson

Unless a chairperson of the Committee (the "Chairperson") is selected by the full Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings.

D. Delegation to Subcommittees

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

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Corporation's articles of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Corporation's articles of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote, and each such non-management director shall be provided with notice of all meetings in the same manner, and at the same time, as the members of the Committee. Additionally, the Committee may invite to its meetings any director, management of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall be as set forth below. The below should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems necessary or appropriate to carry out its duties and shall have the authority, in its sole discretion, to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside

counsel and other advisers retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Corporation for payment of compensation to any such advisers.

The Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Financing and Capital Structure

1. Review the Corporation's capital structure, cost of capital, and liquidity and, where appropriate, make recommendations to the Board of Directors and management with respect to the Corporation's capital structure and strategy.
2. Review and make recommendations to the Board of Directors and management with respect to significant capital-related and liquidity matters, including, but not limited to: (i) long-term debt issuances; (ii) common and preferred equity issuances; (iii) equity and debt redemptions or repurchases; and (iv) credit and other financing facilities.

Acquisitions, Investments and Strategic Planning

3. Assist the Board of Directors and management in developing the Corporation's business and strategic plans.
4. Review and make recommendations to the Board of Directors and management with respect to strategic acquisitions, investments, divestitures and other material strategic opportunities and transactions.
5. Evaluate the execution, financial results and integration of any completed acquisition, investment, divestiture and other material strategic transactions.
6. Review the Corporation's operational strategies and any growth opportunities available to the Corporation, including identifying opportunities to enhance the competitive positioning and financial profile of the Corporation's assets and businesses.

Reports

7. Report regularly to the Board of Directors including following meetings of the Committee; and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The Committee shall provide such recommendations to the Board of Directors and management as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
8. Maintain minutes or other records of meetings and activities of the Committee.

V. EVALUATION

It is expected that the Committee will periodically review and evaluate the performance of the Committee and its members, including the compliance of the Committee with this Charter. In addition, the Committee shall periodically review and reassess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or desirable.