

TRISALUS LIFE SCIENCES, INC.

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors: August 10, 2023

Effective: August 10, 2023

PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of TriSalus Life Sciences, Inc. (the “*Company*”) is to:

- oversee the Company’s accounting and financial reporting processes, systems of internal control, financial statement audits and the integrity of the Company’s financial statements;
- manage the selection, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “*Auditors*”);
- maintain and foster an open avenue of communication with the Company’s management, internal audit group (if any) and Auditors;
- review any reports or disclosures required by applicable law, rules and regulations (“*applicable law*”) and stock exchange listing requirements;
- oversee the design, implementation, organization and performance of the Company’s internal audit function (if any);
- help the Board oversee the Company’s legal and regulatory compliance, including risk assessment;
- oversee the Company's technology security and data privacy programs;
- review and assess the Company’s risk management, risk assessment and major risk exposures, including financial, accounting, operational, tax, privacy and cybersecurity and information technology risks;
- prepare the audit committee report required by the Securities and Exchange Commission (the “*SEC*”) to be included in the Company's annual proxy statement; and
- provide regular reports and information to the Board.

In furtherance of its purpose, the Committee will endeavor to maintain and foster an open avenue of communication among the Committee and the Auditors, the Company’s financial management and, if applicable, the internal auditors.

COMPOSITION

The members of the Committee, including the Chairperson, will be members of the Board appointed by the Board on the on the recommendation of the Nominating and Corporate Governance Committee, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Committee will consist of at least three (3) members of the Board. Each member of the Committee will satisfy (i) the independence, financial literacy and other requirements imposed by applicable law and applicable stock exchange listing requirements and (ii) any other qualifications determined by the Board. At least one member of the Committee will satisfy the applicable financial-sophistication requirements, and meet the standard of an “audit committee financial expert,” as such term is defined under the rules of the SEC, and any other requirement for accounting or related financial management expertise required by applicable law and stock exchange listing requirements.

No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

Unless a chairperson of the Committee (the “*Chairperson*”) is selected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership, provided that the Board may replace any chairperson designated by the Committee at any time. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

AUTHORITY

Authority to Retain Auditors and Advisors. The Committee shall have authority to appoint, determine compensation for, retain and oversee the Auditors as set forth in the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, to fulfill its responsibilities under this charter. In addition, the Committee shall have the authority to engage independent counsel and other advisors, as it determines necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to the Auditors and independent counsel and other advisors engaged by the Committee, as well as funding for the payment of ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties.

Access to Company Resources. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge such member’s responsibilities hereunder.

Authority to Delegate Authority to Chairperson and Form Subcommittees. The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with matters including, but not limited to, approval of the retention of outside service providers and advisors and payment of ordinary administrative and other expenses when it would be logistically difficult, if not impossible, to convene the full Committee. The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any

matters delegated to it. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting or as soon thereafter as practicable.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's or any Auditors' functions. The Committee relies on the expertise and knowledge of management, the internal auditors (if any), and any Auditors in carrying out its oversight responsibilities. Management is responsible for preparing accurate and complete financial statements in accordance with U.S. generally accepted accounting principles ("**GAAP**"), crafting periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditors will audit the Company's annual consolidated financial statements and, when required, the effectiveness of the Company's internal control over financial reporting and review the Company's quarterly financial statements. It is not the Committee's responsibility to prepare or certify the Company's financial statements, guarantee the audits or reports of the Auditors, certify as to whether any Auditors are "independent" under applicable law or stock exchange listing requirements, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, or otherwise comply with applicable law or stock exchange listing requirements or the Company's policies.

The Committee shall have the following responsibilities; *provided, however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and stock exchange listing requirements.

Auditor Management

1. Evaluation and Retention of Auditors. The Committee will evaluate the performance of the Auditors, assess their independence and qualifications, including the performance and qualifications of the lead partner (taking into account, where appropriate, the views of management and the internal auditors or other personnel responsible for the internal audit function), determine whether to retain, or terminate the engagement of, existing Auditors, and determine the fees of any Auditors and any other registered public accounting firm engaged for the financial reporting process. In addition, the Committee may replace any existing Auditors or other registered public accounting firm engaged for the financial reporting process with a different public accounting firm.

2. Approving Audit and Non-Audit Engagements. The Committee will review audit plans, the adequacy of staffing, the fees to be paid to Auditors, and oversee the negotiation and execution of any engagement letters on behalf of the Company. The Committee will approve all audit and non-audit related services that the Auditors or other registered public accounting firm provide to the Company before the engagement begins, unless applicable law and stock exchange listing requirements allow otherwise. The Committee may establish pre-approval policies and procedures or delegate pre-approval authority to one or more Committee members as permitted by applicable law and stock exchange listing requirements.

3. Auditor Independence. At least annually, the Committee will receive and review written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the

Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and a letter from the Auditors affirming their independence. The Committee will consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and will assess and otherwise take appropriate action to oversee the independence of the Auditors.

4. Audit Partner Rotation. The Committee will monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and will consider periodically whether to and, if deemed appropriate, adopt, a policy regarding rotation of auditing firms.

5. Former Employees of Auditors. The Committee will oversee the policies and procedures as required by applicable law and stock exchange listing requirements governing how the Company may employ individuals who are or once were employed by the Auditors.

Financial Review and Disclosure

6. Annual Audit Results. The Committee will review with management and the Auditors the results of the Company's annual financial statement audit, including:

- the Auditors' assessment of the quality of the Company's accounting principles and practices;
- the Auditors' views about qualitative aspects of the Company's significant accounting practices and the reasonableness of significant judgments and estimates (including material changes in estimates and analyses of the effects of alternative GAAP methods on the financial statements);
- all misstatements identified during the audit (other than those the Auditors believe to be trivial);
- the adequacy of the disclosures in the financial statements; and
- any other matters that the Auditors must communicate to the Committee under applicable accounting or auditing standards.

7. Audited Financial Statement Review; Quarterly and Annual Reports. The Committee will review and discuss with management and the Auditors the annual audited financial statements to be included in the Company's Annual Report on Form 10-K, the quarterly unaudited financial statements to be included in the Company's Quarterly Reports on Form 10-Q and the Company's "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," as appropriate, in its periodic reports to be filed with the SEC. The Committee will be responsible for (i) recommending to the Board whether the proposed annual audited financial statements should be included in the Company's Annual Report on Form 10-K and (ii) approving the Company's Quarterly Reports on Form 10-Q.

8. Earnings Announcements. The Committee will review, discuss with management and the Auditors and approve any proposed earnings press releases or disclosures and will review and discuss with management and the Auditors other financial information and guidance regarding the Company's results of operations to be provided publicly or to rating agencies (including, without limitation, reviewing any pro forma, adjusted or other non-GAAP information and, if applicable, environmental, social and governance measures and metrics). To the extent practicable, the Committee will review in advance the script for any earnings or finance-related conference calls to be held for the benefit of the public, analysts and ratings agencies.

9. Proxy Report. The Committee will oversee and approve the preparation of any report of the Committee required by applicable law or stock exchange listing requirements to be included in the Company's annual proxy statement.

10. Accounting Principles and Policies. The Committee will review and discuss with management and the Auditors, as appropriate, significant issues regarding accounting principles and financial-statement presentation, including:

- critical accounting policies and practices;
- alternative accounting policies available under GAAP;
- the potential impact on the Company's financial statements of alternative treatments and any off-balance sheet structures; and
- any other significant reporting issues and judgments, including significant regulatory, legal, and accounting initiatives or developments, as well as off-balance sheet structures, that may have a material impact on the Company's financial statements, compliance programs, and policies.

In addition, the Committee will review with the Auditors and management, if appropriate, any written communication, such as any management letter or internal-control letter, and monitor management's response to such communications.

11. Management and Auditor Analyses. The Committee will review any analyses prepared by management or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. The Committee will discuss with the independent registered public accounting firm the matters required to be discussed by the applicable auditing standards adopted by the Public Company Accounting Oversight Board ("**PCAOB**") and approved by the SEC from time to time, including any "critical audit matters" (as defined by applicable PCAOB auditing standards).

12. Auditor Communications. At least annually, the Committee will discuss with the Auditors the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the PCAOB (including any successor rule adopted by the PCAOB).

13. Management Cooperation with Audit; Disagreements. The Committee will review with management and the Auditors any disagreements between management and the Auditors, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and management's response, if any, and will resolve any conflicts or disagreements regarding financial reporting.

14. National Office Communications. The Committee will review with the Auditors, as appropriate, communications between the audit team and the Auditors' national office with respect to accounting or auditing issues presented by the engagement.

Internal Control and Procedures

15. Risk Assessment and Management. The Committee will review and discuss with management and the Auditors the Company's processes and policies on risk identification, management

and assessment in all areas of the Company's business, including financial and accounting. The Board shall continue to have overall responsibility for evaluating key business risks faced by the Company, including but not limited to information security, competition and regulation. Areas of focus for the Committee shall include the Company's policies and other matters relating to the Company's investments, cash management and foreign exchange management, major financial risk exposures, the adequacy and effectiveness of the Company's information security policies and practices and the internal controls regarding information security, and the steps taken by management to monitor and mitigate or otherwise control these exposures and to identify future risks. The Committee will provide regular reports to the Board about such risk assessment, material issues affecting the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements and other matters as the Committee deems appropriate.

16. Cybersecurity. The Committee will periodically review and discuss with management risks relating to data privacy, technology and information security, including cybersecurity, and back-up of information systems and the steps the Company has taken to monitor and control such exposures.

17. Internal Auditors. The Committee will review and discuss with the Auditors management's plans with respect to the responsibilities, budget and staffing of the internal audit function and its plans for the implementation of the internal audit function, if applicable. In addition, the Committee will review any significant reports prepared by the Company's internal auditors, as well as management's response. If established, the Committee will review and approve the selection or dismissal of the Company's head of internal audit, who shall report directly to the Committee and administratively to the Company's chief financial officer. The Committee will periodically meet separately with the internal audit function out of the presence of the Company's management.

18. Internal Control over Financial Reporting; Disclosure Controls. The Committee will confer with management and the Auditors concerning the scope, design, adequacy and effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures, including responsibilities, budget and staff of the internal audit function, and to review the appointment or replacement of the senior internal audit executive or manager. The Committee will review reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies.

19. Correspondence with Regulators. The Committee will consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

20. Internal Control Report. At least annually (if required by applicable stock exchange listing requirements) or as may otherwise be determined by the Committee, the Committee will review a report by the Auditors describing its internal quality-control procedures and any material issues raised by (a) that firm's internal quality-control review, (b) any peer review of the firm's internal quality-control procedures or review, or (c) any inquiry or investigation by governmental or professional authorities conducted in the last five years of any audit performed by the Auditors.

21. Complaint Procedures. The Committee will oversee procedures for receiving, retaining and investigating the following:

- complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

- confidential and anonymous submissions by employees concerning questionable accounting or auditing matters.

Any such complaints received by the Company or submissions by employees shall initially be directed to the Chairperson of the Committee who shall be responsible for coordinating with the other members of the Committee. In addition, the Committee will oversee procedures for receiving, retaining and investigating any “hotline” complaints or submissions under the Company’s whistleblower policy and will direct and oversee the applicable compliance officer in administering the policy.

22. Ethical Compliance. The Committee will review the results of management’s efforts to monitor compliance with the Company’s programs and policies designed to ensure compliance with applicable laws and stock exchange listing requirements, including the Company’s Code of Business Conduct and Ethics (“*Code*”). The Committee will consider any request by directors or executive officers of the Company for a waiver from the Code. Any approved waivers shall be promptly disclosed as required by applicable law and stock exchange listing requirements.

23. Related Party Transactions. The Committee will review and approve, in accordance with the Company’s policies, any related party transaction as defined by applicable law or stock exchange listing requirements. Unless otherwise approved or ratified pursuant to the Board’s “Related Person Transaction Policy,” the Committee shall review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K (“*Item 404(a)*”). “Related Person” shall have the meaning given to such term in Item 404(a), as amended from time to time. The Committee will discuss with the independent registered public accounting firm its evaluation of the Company’s identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.

Other Matters

24. Derivatives Policy. If applicable, the Committee will periodically review and discuss with management the Company’s policies and procedures for and use of swaps or other derivative instruments for hedging risks and for other purposes and, in connection with such responsibility, review and approve, at least annually, decisions by the Company and its subsidiaries to enter into swaps that are subject to clearing and exchange trading and execution requirements in reliance on the “end-user exception” under the Commodity Exchange Act or regulations of the Commodity Futures Trading Commission promulgated thereunder; provided, however, that such review and approval may occur annually on a general basis and need not occur on a swap-by-swap basis.

25. Investment Policy. The Committee will periodically review and discuss with management the Company’s investment policy and the performance of its investment portfolio.

26. Committee Self-Assessment; Charter Review. The Committee will annually evaluate its performance with respect to its duties and responsibilities set forth in this charter, which evaluation shall be reported to the Board of Directors. The Committee shall also review and assess the adequacy of this charter annually and shall recommend any proposed changes to the Board for its consideration.

27. Other Legal and Finance Matters. The Committee will review with management legal and regulatory compliance and any actual, pending or threatened legal or financial matters that could significantly affect the Company’s business or financial statements or as otherwise deemed appropriate by the Committee.

28. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

The function of the Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the Auditors are responsible for auditing and reviewing those financial statements. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor.

MEETINGS AND MINUTES

The operation of the Committee will be subject to the bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will meet at least once during each fiscal quarter or on such increased frequency as the Committee deems necessary or appropriate. The Committee will meet periodically with members of management, with the Auditors and with the internal auditors (or other personnel responsible for the design and implementation of the internal audit function), if applicable. In addition, the Committee may include in its meetings other directors, members of management, representatives of the Auditors, any other financial or legal personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee. The Committee will maintain written minutes of its meetings. The Committee may also act by written consent (which may include electronic consent) in lieu of a meeting.