
INSIDER TRADING POLICY

1.0 GENERAL

The Board of Directors (the “**Board**”) of Wishpond Technologies Ltd. (the “**Company**”) has adopted this ***Policy on Trading in Company Securities*** (the “**Policy**”) which applies to employees, consultants and contractors (collectively, “**Employees**”), officers and directors of the Company on trading in the Company’s securities.

2.0 DEFINITIONS

Insider

An Insider is any person who possesses information that is not generally available where that information would reasonably be expected to have a material effect on the price or value of securities of the Company. Insider status is not limited to persons who are Employees, officers and directors of the Company, but anyone who possesses the inside information. This includes, but is not limited to, business associates, spouses, friends and family members.

Immediate Family

Immediate family of an Insider includes:

- a. a spouse (that is, husband or wife) or partner living in common-law in the same household;
- b. any children living in the same household as the Insider; and
- c. any family members including in-laws, siblings, grandparents, aunts, uncles, nephews, nieces or other family or relatives residing at the same home as the Insider.

Inside Information

“**Inside Information**” includes changes or facts not generally available or disclosed to the public (also referred to as material undisclosed information in applicable securities law and regulations), or those changes or facts disclosed, but which have not had sufficient time to be ‘absorbed’ by the general market, when that information **would reasonably be expected to have a material effect on the market price or value of the Company’s securities**. Examples of information that may constitute Inside information are:

- changes in share ownership that affect control of the Company;
- changes in corporate structure;
- major acquisitions or dispositions of assets;
- significant litigation;



wishpond

Insider Trading Policy
Effective: December 29, 2020

- significant contracts; and
- material financing activities.

Material Effect

A “**Material Effect**” means that the information in question (relating to the affairs of the Company or its business), once released, would be expected to cause a significant change in the market price (positive or negative).

Securities

Securities affected by the Policy include common shares, warrants and stock options of the Company held directly or indirectly by an Insider.

Trade

A trade includes any purchase or sale of a security, or a derivative thereof the Company, including the granting of Stock Options. Trading prohibitions outlined in the Policy do not apply to the acquisition of securities through the exercise of Stock Options or other convertible share units but do apply to the sale of the securities acquired through the exercise of Stock Options or other convertible share units.

Insider Trading

Insider trading is improper trading (as set out in paragraph 3.1) in securities on the basis of Inside Information that could have a material effect on market price of the Company’s securities.

The Policy will be distributed to each of the Company's Employees, officers and directors annually. This Policy is administered by the Board of Directors and reviewed annually by the same. Recommendations for any required changes are made by the senior management team to the Board.

3.0 TRADING PROHIBITIONS

3.1 Prohibition on Insider Trading

An Insider should never, at any time when he or she is in possession of Inside Information, do any of the following:

- a) trade or permit any member of his or her immediate family, nor any person acting on his or her behalf, to trade;
- b) disclose inside information to anyone for the purpose of giving that person inside knowledge in order to make a decision to trade in the Company’s Securities (“**tipping**”);
- c) advise or encourage any other person to Trade in the Company’s Securities; or



- d) inform any other person of Inside Information, except in the course of the Company's business, and then only to persons with a need to know. Any persons not directly related to the Company (that is, outside advisors) who do not expressly have a non-disclosure clause in their contract should be required to sign a non-disclosure/confidentiality agreement.

Access to material or Inside Information about the Company which has not been publicly disclosed is limited to only those Employees who must have access to the Inside Information in order to perform the duties expected of them by the Company.

Officers and directors are always considered Insiders, regardless of their level of knowledge of Inside Information.

In addition, should an Employee, officer or director become aware of Inside Information of any publicly traded company the Company does business with, because of business discussions on behalf of the Company, directly or indirectly, trading in that company's securities is prohibited until such time as the inside information becomes public knowledge.

3.2 Blackout Notification

The CEO and CFO are authorized by the Board of Directors to act as Policy Administrators. The Policy Administrators may at any time, request the assistance or advice of other officers of the Company, or third parties, in the interpretation and administration of the Policy. Officers, directors and Employees affected by the implementation of a trading blackout will be notified by email, or other means as determined effective by a Policy Administrator, or their authorized delegate. Those affected by the trading blackout must conform to the instructions set forth in the trading blackout notification.

Should a director, officer, Employee have started a trade before the notification of the trading blackout period implementation that will not be settled by the time the trading blackout takes effect, that trade may be completed; however, no new trades may be initiated. Any person affected by a trading blackout that has a trade outstanding must notify a Policy Administrator.

3.3 Trading Blackouts

- a. No Employee, director or officer of the Company shall purchase or sell or otherwise monetize securities of the Company while in possession of Inside Information.
- b. Directors, officers and those Employees who participate in the preparation of the Company's financial statements or who are privy to material financial information relating to the Company are prohibited from purchasing or selling securities of the Company during the period of time beginning 14 trading days following the end of a fiscal quarter, or fiscal year end, until the end of the second trading day after the financial results for a fiscal quarter or fiscal year end have been disclosed (the "**Executive Blackout**").



- c. All Employees who are not subject to the Executive Blackout are prohibited from purchasing or selling securities of the Company for the period of time beginning on the tenth trading day prior to the disclosure of financial results for a fiscal quarter or fiscal year until the end of the second full trading day following such disclosure (the “**General Blackout**”).
- d. The Policy Administrators will announce, from time to time, the dates of any blackout periods that coincide with unscheduled corporate developments, the availability of new Inside Information or other such material undisclosed information or potential transaction details. All directors, officers, Employees who are so advised by a Policy Administrator, shall be prohibited from purchasing or selling securities of the Company during any other period designated by the Board of Directors or the Policy Administrators (the “**Specific Blackout**”).

Anyone with knowledge of the special circumstances or corporate developments is subject to the Specific Blackout. These persons can include, but are not limited to, external advisors such as the Company’s legal counsel and financial advisors. The length of the blackout period and waiting period between release of news and resumption of insider trading rights will be determined by the Policy Administrators and will be communicated to affected officers, directors, Employees and other individuals (as considered appropriate in the circumstances) in the blackout trading notification email.

- e. Notwithstanding the above, a director, officer and Employee may purchase or sell securities during any blackout period (an Executive Blackout, a General Blackout, or Specific Blackout as may be applicable) with the prior written consent of the Chief Financial Officer. The Chief Financial Officer will grant permission to purchase or sell during a blackout period only in the case of unusual, exceptional circumstances. Unusual, exceptional circumstances may include the sale of securities in the case of severe financial hardship or where the timing of the sale is critical for significant tax planning purposes.

For the purposes of this Policy, the terms “purchase” and “sell” shall be interpreted broadly in the context of National Instrument 55-104- *Insider Reporting requirements and Exemptions* (“**NI 55-104**”) in order to include: (i) transactions involving any interest in, or right or obligation associated with, a related financial instrument involving a security of the Company that is such to primary insider reporting requirement of Part 3 of NI 55-101; and (ii) any equity monetization transaction or other derivative based transaction that falls within the supplemental insider reporting requirements of Part 4 of NI 55-104.

4.0 DISCLOSURE OF INSIDE INFORMATION

Disclosure of material Inside Information will be made as per the Company’s ***Communication and Corporate Disclosure Policy***.



wishpond

Insider Trading Policy
Effective: December 29, 2020

5.0 INSIDER REPORTS

A reporting insider (as defined in 55-104) (a “**Reporting Insider**”) is required to file an initial insider report within 10 days of becoming a Reporting Insider and subsequent insider reports within five days following any trade of securities of the Company. If a Reporting Insider does not own or have control over or direction over securities of the Company, or if ownership or direction or control over securities of the Company remains unchanged from the last report filed, a report is not required.

Timely and accurate insider reports are the responsibility of the Reporting Insider, not the Company. However, if a Reporting Insider has made a trade and requires assistance with the filing of an insider report, such Reporting Insider should contact a Policy Administrator who will arrange for assistance with the preparation and filing of an insider report.

6.0 ENFORCEMENT

Breaches of this Policy will be regarded very seriously, and could be grounds for disciplinary action, including immediate dismissal. This Policy is in addition to insider trading sanctions and criminal penalties under applicable securities law.

Adopted and approved by the Board of Directors on December 29, 2020.