



Insider Trading Policy

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Introduction

This Insider Trading Policy (the “Policy”) outlines kneat.com, inc.’s (the “Company’s”) policy on insider trading in order to ensure its compliance by all insiders of the Company.

The Board of Directors of the Company has approved this Policy for all directors, officers and employees or contractors (“personnel”) who may from time to time have access to information that is not publicly available (“insider information”). Purchases, exercises and/or sales of securities (including shares, options, Restricted Share Unit (“RSU”), Deferred Share Unit (“DSU”), warrants, debentures or other tradable instruments, herein after referred to as securities) of the Company are regulated by the rules under the Canadian securities legislation and the policies of the Toronto Stock Exchange (the “TSX”). All directors, officers and employees should read this Policy in conjunction with the Canada Business Corporations Act, applicable securities and other legislation, and the TSX rules and policies.

It is illegal, and against this policy, for anyone to purchase, sell or otherwise deal in securities of the Company with knowledge of material information or unpublished price-sensitive information. In addition, it is illegal for anyone to inform any other individual of unpublished price-sensitive information except, under Canadian securities legislation, in the necessary course of business and where the recipient agrees to keep the information confidential.

Personnel of the Company with knowledge of confidential or material information about the Company, its subsidiaries, its joint ventures, or third parties in negotiations of material potential transactions, are prohibited from trading or dealing in securities of the Company or of any such third party until the information has been fully disclosed (considered public information).

An individual who violates this Policy will face disciplinary action which may include immediate termination of employment with the Company or termination of appointment with the Company.

1 Purpose

This Policy has been created with a view to making you aware of the legal requirements under the laws of Canada. While no single rule could possibly cover all situations, a good rule to follow at all times is:

CAREFULLY AVOID ANY TRADING OR DISCLOSURE (TIPPING) WHICH MIGHT BE, OR APPEAR TO BE, UNFAIR TO PUBLIC INVESTORS. WHEN IN DOUBT AS TO WHETHER ANY TRADE OR DISCLOSURE MIGHT CONTRAVENE THIS POLICY APPLICABLE SECURITIES OR OTHER LAWS, OR THE TSX RULES, THE COMPANY SHOULD ALWAYS SEEK ADVICE FROM ITS LEGAL COUNSEL.


ANNUALLY ALL INSIDERS ARE REQUIRED TO SIGN THE INSIDER TRADING POLICY ACKNOWLEDGEMENT FORM AS INCLUDED IN APPENDIX A.

This policy is effective as of June 27th, 2016 and as amended on October 13th, 2022.

2 Scope

This policy covers:


- Applicability;
- Black-out Periods;
- Written record;
- Scheduled Black-out Periods;

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- Other Black-out Restrictions;
- Exercising Options and Other Convertible Securities;
- Discretionary Account;
- Guidance on Other Trading;
- Tipping;
- Insider Filings;
- Automatic Plans;
- Confidentiality;
- Civil and Criminal Penalties;
- Modifications and Waivers;
- Inquiries.

3 Definitions

| Term | Definition |
|---|---|
| Insiders | Includes all directors and senior officers (including Chief Executive Officer, Chief Financial Officer, Chief Product Officer, Chief Information Officer, Chief Technical Officer, Chief People and Culture Officer, Senior Vice President, Global Sales) of the Company (and any person who acts as a director or senior officer whether or not officially appointed). |
| Material Information | Information that would reasonably be expected to have a significant effect on the market price or value of the Company’s securities, and “material changes”. |
| Material change | <ul style="list-style-type: none"> (i) a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company, or (ii) a decision to implement a change referred to in sub clause (i) made by the Board of Directors of the Company or other persons acting in a similar capacity or by senior management of the Company who believe that confirmation of the decision by the Board of Directors of the Company or such other persons acting in a similar capacity is probable. |
| Unpublished price-sensitive information | Information relating to particular securities, which has not been made public and, if it were made public, would be likely to have a significant effect on the price or value of the securities relating to the securities of the Company. |

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4 Policy

4.1 Applicability of the Policy

As determined by the Canadian securities legislation, the following persons must comply with this Policy:


- a) Insiders;
- b) any employee of the Company or its subsidiaries that may be in possession of or have access to material information concerning the Company;
- c) consultants of the Company and other persons who, because of their involvement with the Company, may have possession of or access to material information concerning the Company;
- d) the spouse or, if under 18 years of age, the child or step-child of the persons named in clauses (a), (b) and (c) above; and
- e) any other person or entity, including a registered retirement savings plan or other similar plan, trust, trustee, Company, partnership or other association which holds the Company's securities, which securities are in fact beneficially owned or over which control or direction is exercised by any person named in clauses (a), (b), (c) or (d) above, and any Company over which any person named in clauses (a), (b), (c) or (d) above has control of or more than 20% of its equity or voting rights (excluding treasury shares) in general meeting (those listed in (a) through (e) collectively being referred to as "Designated Persons").

4.2 Black-out Periods

A Designated Person is prohibited to deal in any securities of the Company during a black-out period. A black-out period refers to the following:

- a) A period when there exists any matter which is considered unpublished price-sensitive information in relation to the Company's securities (whether or not the Designated Person has knowledge of such matter) and the proposed dealing would (if permitted) take place after the time when it has become reasonably probable that an announcement will be required in relation to that matter; or
- b) a period when the Designated Person or the person responsible for the approval of such trade, otherwise has reason to believe that the proposed dealing is in breach of this Policy.

The Chief Financial Officer will communicate to all Designated Persons a reminder of their responsibilities under this Policy with particular regard to any Black-out Periods and will inform all Designated Persons of additional Black-out Periods which may be prescribed from time to time by the Chief Financial Officer as a result of special circumstances as further outlined in the Policy.

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4.3 Written record

A written record must be maintained by the Company of the receipt of any advice received by any Designated Persons regarding this Policy and of any clearance given. Written confirmation from the Company that such advice and clearance (if any) have been recorded must be given to the Designated Person concerned.

4.4 Scheduled Black-out Periods

Securities of the Company may not be traded by Designated Persons as described in Section 3 during a black-out period. This includes the following scheduled black-out periods:


- a) for all quarterly (quarters one, two and three) financial statements, 20] days after the end of the quarters;
- b) for annual (quarter four) financial statements, 30] days after year end;
and ending at the opening of the market on the trading day on the TSX following the date on which a press release has been issued in respect of the Company's interim or annual financial statements.

4.5 Other Black-out Restrictions

Additional Black-out Periods may be prescribed from time to time by the Chief Financial Officer as a result of special circumstances.

A Black-out Period will be in effect and no securities are to be traded by Designated Persons (and no approval will be given), even outside the scheduled Black-out Period if they or the Company are in possession of any unpublished price-sensitive information concerning the Company that is not known to the public or at any time it has become reasonably probable that such information will be required to be disclosed to the market under the TSX Rules. Examples of such information include:

- changes in the Company's financial condition or financial performance that are considered material as defined in Section 2;
- litigation that the Chief Financial Officer considers significant or developments in existing litigation;
- regulatory developments or changes in legislation governing the Company's industry that the Chief financial officer considered to be material;
- corporate restructuring, capital reorganisations, mergers or amalgamations, material acquisitions or dispositions of assets, property or joint venture interests, including news of a pending significant merger, acquisition, divestiture or joint venture;
- events regarding the Company's securities, including stock splits, share consolidations, stock dividends, stock repurchases and other changes in capital structure;
- changes in dividend policy or declarations or omissions of dividends;

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- the borrowing or lending of a significant amount of funds or any mortgaging or encumbering in any way of the Company's assets, including bank credit facilities or other financing transactions;
- public and private offerings of debt or equity;
- major management changes;
- material reserves or write-offs;
- expansion into new markets or changes in the Company's sphere of activity;
- material restatements or changes in prior public information, including financial statements;
- significant developments in budgets or long-term plans, including a significant change in capital investment plans or corporate objectives; and
- material transactions with directors, officers or principal securityholders.

This list of examples is not considered to be exhaustive. Designated Persons must wait to trade until the opening of trading on the second trading day (on the TSX) after unpublished price-sensitive information is made public by press release.

Note: the fact that an additional Black-out Period has been declared is in itself unpublished price-sensitive information that should not be disclosed to or discussed with anyone.

4.6 Exercising Options and Other Convertible Securities

Designated Persons may not, under any circumstances, exercise any option or right under a share plan, convert a convertible security, or sell the underlying shares during a regularly scheduled or other Black-out Period, as these all constitute securities of the Company. This is true even where the relevant right to acquire or convert such securities lapses or expires during a Black-out Period.


4.7 Discretionary Account

If any Designated Person has a discretionary account with a broker or other investment manager (i.e. the broker or other investment manager has a certain amount of discretion to buy and sell stock), the Designated Person must advise the broker or other investment manager in writing that there are to be no purchases or sales of the Company shares in the discretionary account without first discussing it with such Designated Person in order to ensure compliance with this Policy and applicable insider trading laws.

4.8 Guidance on Other Trading

The following are provided as non-exhaustive examples of trading and are therefore subject to this Policy:

- a) The sale or purchase, or any agreement for the sale or purchase of securities of the Company;
- b) trades between Designated Persons;

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- c) off-market trades;
- d) transfers for no consideration by Designated Persons;
- e) issuances of securities from treasury and cancellation of securities from treasury; and
- f) the trading of a derivative or similar type security of the Company by a Designated Person.

Any trades in securities beneficially owned, or over which control is exercised, by a Designated Person is subject to this Policy.

For the purpose of this Policy, all references to trading in securities of the Company is deemed to include (i) the exercise of stock options granted under the Company’s Omnibus Incentive Plan and any other shares acquired pursuant to any Company benefit plan or arrangement and (ii) any derivatives-based, monetization, non-recourse loan or similar arrangement that changes a Designated Person’s economic exposure to or interest in securities of the Company and which may not necessarily involve a sale, or any other transaction or arrangement that is required to be reported by an insider in accordance with the Canadian Securities Administrator’s Multilateral Instrument 55-103 –Insider Reporting for Certain Derivative Transactions (Equity Monetization).

4.9 Tipping

Unpublished price-sensitive information is to be kept strictly confidential at all times until it has been generally announced to the public. Unpublished price-sensitive information is not considered to have been generally announced until at least two trading days have elapsed after disclosure is made by press release. Designated Persons must not pass on such information to others except as strictly necessary in the normal course of business and then only in circumstances where the recipient has agreed to keep such information confidential. It is an offence to encourage insider dealing and to disclose inside information with a view to others profiting from it.

4.10 Insider Filings


Canadian regulatory authorities have implemented the System for Electronic Disclosure by Insiders (“SEDI”). SEDI facilitates the filing and public dissemination of “insider reports” in electronic format via the Internet. Insiders who are required by Canadian securities laws to file insider reports must use this website to make these filings. Insider reports must be filed within five calendar days of the date on which the trade occurs.

4.11 Automatic Plans

Black-out Periods will normally not be applicable when the Designated Person has entered into a binding commitment prior to the Company being in such a Black-out Period where it was not reasonably foreseeable at the time such commitment was made that a Black-out Period was likely and provided that the commitment was publicly disclosed through prescribed channels at the time it was made. Commitments of this nature will typically only include automatic securities purchase plans, dividend reinvestment plans and automatic pre-arranged sales plans structured in compliance with applicable securities laws. It should be noted that insider reporting obligations under Canadian law apply in respect to these plans subject to certain exemptions.

4.12 Confidentiality

In the course of conducting business, Designated Persons will be in possession of information that may be of a market sensitive nature. Access to such information must be limited strictly to those persons who require it in order to perform the duties expected of them.

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4.13 Civil and Criminal Penalties

If a Designated Person is found to have breached applicable Canadian securities and other laws by insider trading or tipping, the Company and the Designated Person may be held liable. There are severe civil, criminal and quasi-criminal sanctions and penalties that may be imposed under such laws, including fines, damages and/or incarceration.

In addition to these penalties, regulators may seek other relief such as an injunction against future violations and prohibitions against an individual from acting as a director or officer. Violations must be reported to the Chief Financial Officer immediately.


4.14 Modifications and Waivers

The Company reserves the right to amend or modify the policies and procedures set forth herein at any time. Waiver of the provision of these policies and procedures in a specific instance may be authorised in writing only by the Chief Financial Officer (or his/her designee).

4.15 Inquiries

If a Designated Person has any question as to any of the matters discussed herein, in particular as to whether a proposed action will be within the scope of “trading” as used within this Policy or falls within a Black-out Period, they should contact the Chief Financial Officer.

5 Appendices

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5.1 Appendix A

INSIDER TRADING POLICY ACKNOWLEDGEMENT

The undersigned acknowledges having read the Insider Trading Policy of kneat.com, inc. dated June 27th, 2016 and as amended on October •, 2022 and agrees to comply with such Policy in all respects. The undersigned further acknowledges that all persons who live with the undersigned in his/her primary residence(s) and all holding companies and other related entitles of the undersigned and all persons or companies acting on behalf of or at the request of the foregoing also are expected to comply with such Policy.

The undersigned acknowledges that any violation of such Policy may constitute grounds for immediate suspension or dismissal.

DATED this _____ day of _____, 20__.

SIGNATURE: _____

NAME (PLEASE PRINT): _____