



INSIDER TRADING POLICY

(Adopted by the Board of Directors on July 26, 2022)

1 OBJECTIVE AND SCOPE

- 1.01 This insider trading policy (the "Policy") regulates dealings by directors, officers and employees of Hypercharge Networks Corp. and its subsidiaries (collectively, the "Company" or "Hypercharge") and other "insiders" of the Company in securities of the Company. In certain circumstances, this Policy also applies to contractors and consultants of the Company.
- 1.02 This Policy imposes certain trading restrictions on directors, officers and employees of the Company who possess material non-public information as well as certain additional trading restrictions on directors, senior officers and any employees designated by the Chief Executive Officer ("CEO") of the Company as significant employees from time to time.

2 MATERIAL INFORMATION

- 2.01 Material non-public information is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. Either positive or negative information may be material.
- 2.02 Material non-public information relating to the Company is non-public until it has been publicly disseminated through a media release or some other form of general disclosure and the marketplace has had time to digest the disclosure.
- 2.03 While it may be difficult to determine whether particular information is material, Schedule A hereto sets out examples of the types of events or information which may be material as set out in National Policy 51-201 – *Disclosure Standards*. This list is not exhaustive and is not a substitute for companies exercising their own judgement in making materiality determinations.

3 GENERAL RESTRICTIONS WHEN IN POSSESSION OF UNDISCLOSED MATERIAL INFORMATION

- 3.01 It is illegal for anyone to purchase or sell securities of a public company with knowledge of material non-public information concerning that company. Except in the necessary course of business, it is also illegal for anyone to inform any other person of material, non-public information.
- 3.02 Directors, officers and employees of the Company with knowledge of undisclosed material non-public information about the Company or counter-parties in negotiations of material potential transactions, are prohibited from trading securities in the Company or any counter-party until the information has been fully disclosed and a reasonable period of time has passed for the information to be widely disseminated.

4 BLACKOUT PERIODS

- 4.01 The CEO is responsible for overseeing and monitoring the Company's disclosure practices. The CEO may, from time to time, prescribe a Blackout Period as a result of special circumstances relating to the Company pursuant to which directors, officers and any employees and consultants who are so designated by the CEO of the Company would be precluded from trading in securities of the Company. All parties with knowledge of such special circumstances will be included in the Blackout Period. A Blackout Period will expire one trading day after the material non-public

information was disseminated by way of a news release, unless otherwise advised. The CEO shall notify all parties subject to this Policy of the imposition and revocation of a Blackout Period.

- 4.02 At specific times, Hypercharge's Board of Directors may award long term compensation under Hypercharge's Stock Option Plan, or by other means. Under no circumstances will long term compensation awards related to Hypercharge's Securities be made while a Blackout Period is in effect. In the event that options or other Security related long-term compensation expire during a Blackout Period, such expiry date will be extended as provided in the Incentive Stock Option Plan of Hypercharge, or such other plan governing securities compensation matters, as applicable.

5 DEFINITIONS & PERSONS GOVERNED BY THIS POLICY

- 5.01 For the purposes of this policy and the *Securities Act (Ontario)*, "Insiders" include all directors and officers of the Company, all directors and officers of a subsidiary of the Company or of a company that is itself an insider (owning more than 10% of the company) of the Company and persons who hold more than 10% of the voting shares of the Company
- 5.02 This Policy applies to all individuals in the categories described below, together with their immediate family members:
- (a) all directors and officers of the Company;
 - (b) all directors and officers of any subsidiary of the Company;
 - (c) all employees of the Company or any subsidiary of the Company;
 - (d) any consultants or contractors or others doing business with the Company, including, if same are corporations, their respective directors, officers and employees who have access to material non-public information concerning the Company.

For greater certainty, immediate family members shall mean the spouse, children and other relatives residing in the same home as the person referred to in clauses (a) to (d) above.

6 NOTIFICATIONS AND PERMISSIONS OF TRADES

- 6.01 In accordance with corporate governance practices, the CEO of the Company shall keep the Board of Directors informed of any material developments in the affairs of the Company on an ongoing basis.
- 6.02 Before trading, or giving instructions for trading in the Company's securities or securities of any other public company involved in negotiations with the Company, all Insiders of the Company must:
- notify the CEO of the Company of his or her intention to trade;
 - confirm that he or she does not hold any material non-public information;
 - have been advised by the CEO of the Company that there is no reason to preclude the individual in question from trading in the Company's securities (or securities of the other public company) as notified; and
 - have complied with any restrictions on trading imposed by the CEO of the Company (including, for example, any applicable time limits).
- 6.03 Hypercharge recommends that, other than in the course of exercising an option, Insiders do not buy and sell its Securities within the same six-month period.

- 6.04 Insiders are not permitted to sell “short” or sell a “call option” on any of Hypercharge’s Securities or purchase a “put option” where they do not own the underlying Security or, in the case of a short sale, an option currently exercisable therefor.
- 6.05 Insiders are not permitted to buy Hypercharge’s Securities on margin.
- 6.06 Insiders who are directors and officers of Hypercharge are not permitted to enter into any transaction that has the effect of offsetting the economic value of any direct or indirect interest of such Insiders in Securities of Hypercharge. This includes the purchase of financial instruments such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity Securities granted to such Insiders as compensation or otherwise held directly or indirectly by such Insiders.

7 TIPPING

No person who is subject to this Policy shall communicate (or “tip”) material non-public information to any other person, including family members, (other than in the necessary course of business), nor shall any such person make recommendations or express opinions on the basis of material non-public information for the purpose of or in the context of trading in the Company’s securities.

8 INSIDER REPORTING REQUIREMENTS

- 8.01 The directors and senior officers of the Company are “*insiders*” of the Company and as such are required by Canadian securities laws to file insider reports disclosing their beneficial ownership of, or control or direction over, securities of the Company when they first become insiders of the Company and when there is any change in their beneficial ownership of, or control or direction over, securities of the Company.
- 8.02 Insiders are required to create an insider profile and file a report within 10 days after there is any change in their beneficial ownership of, or control or direction over, securities of the Company. The grant, exercise and expiry of stock options are all changes in the ownership of securities of the Company and, therefore, subject to insider reporting requirements.

9 APPLICABILITY OF POLICY TO INSIDE INFORMATION REGARDING OTHER COMPANIES

This Policy and the guidelines described herein also apply to material non-public information relating to other companies or issuers, including but no limited to (a) the Company’s suppliers, joint-venture partners or service providers, (b) a company or other issuer proposing to make a take-over bid for the Company or for which the Company is proposing to make a take-over bid or (c) a company or other issuer with which the Company is proposing to become a party to a reorganization, amalgamation, merger or arrangement or similar business combination or an asset acquisition or disposition (collectively, “**business counterparties**”), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company.

Civil and criminal penalties, and termination of employment, may result from trading securities with material non-public information regarding the Company’s counterparties. All persons should treat material non-public information about the Company’s business counterparties with the same care as is required with respect to information relating directly to the Company.

10 BREACHES OF POLICY

- 10.01 Strict compliance with this Policy is a condition of engagement with the Company as a director, officer, or employee.

SCHEDULE "A"
EXAMPLES OF POTENTIAL MATERIAL INFORMATION

Changes in Corporate Structure

- changes in share ownership that may affect control of the Company
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in Capital Structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in the Company's dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to rights of security holders

Changes in Financial Results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any periods
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the Company's assets
- any material change in the Company's accounting policy

Changes in Business and Operations

- any development that affects the Company's resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses of contracts or business
- significant discoveries by resource companies
- changes to the board of directors or executive management, including the departure of the Company's CEO, CFO, COO or president (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the Company's securities or their movement from one quotation system or exchange to another

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another company

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Company's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements