WONDERFI TECHNOLOGIES INC.
(the "Corporation")

INSIDER TRADING AND REPORTING POLICY

This Policy (the "Policy") summarizes the insider trading laws in Canada. If you have any questions regarding the contents of this Policy and how it applies to you or you are unsure whether or not you may trade in a given circumstance, you should contact the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") for assistance.

1. The purpose of this Policy is to summarize the insider trading restrictions to which directors, officers, consultants and employees of the Corporation and its subsidiaries are subject to under applicable securities laws, and to provide a policy governing investments in the Corporation's shares and the reporting thereof which is consistent with applicable legislation.

2. This Policy is not intended to discourage investment in the Corporation's shares. Rather, it is intended to highlight the obligations and the restrictions imposed on insiders and ensure compliance with applicable securities laws and to protect the Corporation, its subsidiaries and their directors, officers, consultants and employees from the very serious liabilities and penalties that could result from violations of such laws.

3. **Each director, officer, consultant and employee of the Corporation and its subsidiaries must comply with applicable securities laws in respect of insider trading and this Policy.**

Principles of Insider Trading Restrictions

4. Securities laws prohibit any person or entity in a "special relationship" with the Corporation from either:

   (a) purchasing or selling the Corporation's securities (including common shares and stock options) with the knowledge of a material fact or material change concerning the Corporation that has not been generally disclosed; or

   (b) informing (or "**tipping**"), other than when necessary in the course of business (for example, employees sharing information in order to perform their respective jobs or management providing information to outside advisers in connection with the services being provided), another person or corporation of a material fact or material change concerning the Corporation before the material fact or material change has been generally disclosed.

5. This prohibition applies to any of the following persons or entities who are deemed to have a "special relationship" with the Corporation:

(a) directors, officers and employees of the Corporation;

(b) any person or company beneficially owning or controlling securities carrying more than 10% of the voting rights of the Corporation;

(c) an associate of the Corporation as defined in the *Securities Act* (British Columbia) or affiliate of the Corporation as defined in the *Business Corporations Act* (British Columbia);

(d) persons or corporations who learn of a material fact or material change concerning the Corporation from any person in a special relationship to the Corporation or ought reasonably to have known that the other person or company was in a special relationship with the Corporation;

(e) any person or company that has engaged in, is engaging in or is proposing to engage in any business or professional activity with the Corporation, including any contractors and sub-contractors; or

(f) any person who is associated with a person in a special relationship, including any family member, spouse or any other person living with such person, may also deemed to be a person in a special relationship with the Corporation, and therefore may be subject to the same legal obligations and duties.

Trading Prohibitions

6. In light of the foregoing, all directors, officers, consultants and employees of the Corporation, and its subsidiaries, and those persons deemed to have a "special relationship" with the Corporation or those associated with a person in a "special relationship" are subject to the following prohibitions relating to investments in the Corporation's securities:

(a) If one has knowledge of a material fact or material change related to the affairs of the Corporation or any public issuer involved in a transaction with the Corporation which is not generally known, no purchase or sale of securities of the Corporation or such other public issuer may be made until the information has been generally disclosed to the public and the blackout periods set forth below have expired.

(b) Knowledge of a material fact or change must not be conveyed to any other person for the purpose of assisting that person in trading securities, prior to that material fact being publicly disclosed.

(c) The practice of selling securities of the Corporation that have been borrowed from a third party with the intention of buying identical securities back at a later date to

return to the lender, or "selling short" securities of the Corporation, at any time is not permitted.

(d) The practice of buying or selling options that provide the right to buy or sell the securities of the Corporation at a specified price (a "call" or "put" option) or any other derivative security in respect of the securities of the Corporation is not permitted.

(e) Trading is prohibited in the event that the Corporation has provided notice of a pending material fact or material change until the information has been generally disclosed to the public and the blackout periods set forth below have expired.

(f) At no time should an individual trade securities of the Corporation if he/she believes that they have information that could reasonably be judged by an outsider or the Corporation as undisclosed material information.

7. For purposes of this Policy, public issuer includes any issuer, whether a corporation or otherwise, whose securities are traded in a public market, whether on a stock exchange or "over the counter".

8. The above prohibitions and the insider reporting obligations provided below apply equally to the trading of common shares and the trading or exercising of options or other securities of the Corporation.

9. Securities laws and this Policy extend to trading in the securities of other issuers when possessing material non-public information about another public company through one's employment at the Corporation. An example would be material non-public information learned about another public company with which the Corporation may be negotiating a transaction including but not limited to an acquisition, investment, or sale. If you are aware of non-public information concerning another public company, you must not disclose that information to persons outside the Corporation and you must not trade in securities of the other company until such information has been publicly disclosed or until any study of such an acquisition by the Corporation has been terminated. Information that is not material to the Corporation may nevertheless be material to the other firm, and trading in the securities of the other firm could under these circumstances be a violation of securities laws.

Material Information

10. The terms "material fact" and "material change" refer to a fact or change relating to the Corporation that significantly affects or would be reasonably expected to have a significant effect on the market price of the Corporation's securities. A material change is specifically defined to include, but is not limited to, any decision by the board of directors of the Corporation (the "**Board**") to implement a material change, as well as

any decision made to implement such a change by senior management, if Board approval is probable.

11. You should assume that information is material if an investor might consider the information to be important in deciding whether to buy, sell or hold securities of the Corporation. Some (not all) of the matters which may be material are possible acquisitions or joint ventures, acquisition or loss of a significant contract, important product development, significant financing developments, major personnel changes and major litigation developments.

12. For further information regarding material information, refer to the Corporation's Disclosure Policy.

When is Information Deemed Public

13. Securities laws do not define the term "generally disclosed" or "publicly disclosed", however, Canadian courts have held that information has been generally disclosed or publicly disclosed if the information has been disseminated in a manner calculated to effectively reach the market place and public investors have been given a reasonable amount of time to analyze the information. In accordance with stock exchange requirements, information must be disseminated by way of a news release in order for such information to be deemed publicly disclosed.

14. The Board is of the opinion that it can take up to eight hours after an announcement by way of a press release has been disseminated by the Corporation for the information in the announcement to be generally disclosed or publicly disclosed. Accordingly, if you are aware of any material information relating to the Corporation which has not been made available to the public for at least eight hours, you must not trade, directly or indirectly, in the Corporation's securities or disclose such information to another person likely to trade in the Corporation's securities. Thus, one may not attempt to "beat the market" by trading simultaneously with, or shortly after, the official release of material information. Insider trading is not permissible merely because rumours or other unofficial statements in the marketplace reflect material information.

Blackout Periods

15. It is illegal for anyone to purchase or sell securities of any public corporation with knowledge of material information affecting that corporation that has not been publicly disclosed. Except in the necessary course of business, it is also illegal for anyone to inform any other person of material non-public information. Therefore, in accordance with the Corporation's Disclosure Policy, insiders with knowledge of confidential or material information about the Corporation or counter-parties in negotiations of material potential transactions, are prohibited from trading shares in the Corporation 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.

16. Trading blackout periods will apply to those employees with access to material undisclosed information during periods when financial statements are being prepared but results have not yet been publicly disclosed. The blackout period will typically commence on the 30th day following the end of the fiscal quarter 1, 2 or 3 and ends on the second day following issuance of a news release disclosing the particular quarterly results. The blackout period pending the release of year-end results will commence March 1st and end on the second day following the issuance of a news release disclosing annual results.

17. Blackout periods may be prescribed from time to time by the Corporation as a result of special circumstances relating to the Corporation pursuant to which insiders of the Corporation would be precluded from trading in securities of the Corporation. All parties with knowledge of such special circumstances would be covered by the blackout. Such parties may include external advisors such as legal counsel, investment bankers and counter-parties in negotiations in respect of material potential transactions.

18. **If you are unsure whether or not you may trade in a given circumstance, you should contact the CEO or CFO to determine if the particular information is or is not considered material.**

Tipping and Confidential Information

19. Tipping is informing another person of a material fact or material change concerning the Corporation before the material fact or material change has been generally disclosed to the public or recommending to anyone the purchase or sale of any securities on the basis of such information. Tipping is a violation of securities laws which could result in liability to the Corporation, a director, officer or employee, even if such individual derived no benefit from the trading of someone else.

20. It is the duty of all persons to whom this Policy applies to maintain the confidentiality of material non-public information belonging or relating to the Corporation. Non-public information belonging or relating to the Corporation may not be disclosed to others outside of the Corporation except as required in the performance of regular duties for the Corporation and in accordance with the Corporation's Disclosure Policy.

21. Directors, officers, consultants and employees should not discuss the Corporation's business with others under circumstances in which material non-public information could be disclosed. In particular, the Corporation's business should not be discussed in internet chat groups or bulletin boards, particularly those that focus on investment matters. Such discussions may result in charges of tipping or that the person involved is improperly promoting the Corporation's stock, both of which are violations of securities laws.

22. For further information regarding disclosure or confidential information refer to the Corporation's Disclosure Policy.

Insider Reporting Obligations

23. Under current Canadian securities laws, a person who becomes an insider of the Corporation must report any direct or indirect beneficial ownership of, or control or direction over and trading in securities of the Corporation. An insider is required to file insider reports in a manner and time as required by applicable securities laws.

24. An insider report should be completed and filed immediately disclosing your holdings of any securities of the Corporation including stock options if you are an insider and have not already filed an insider report. In addition, an insider whose direct or indirect beneficial ownership of or control or direction over securities of the Corporation changes, must file an insider report of the change. For example, an insider report must be filed upon being granted stock options and also upon the exercise, cancellation or expiry of stock options.

25. Only insiders, as defined in applicable securities laws, are required to file insider reports. Employees who are not otherwise insiders are not required to file insider reports.

26. It is the personal responsibility of each insider to ensure compliance with applicable securities laws, including the filing of an insider report in the manner and time as required by applicable securities laws. The reporting deadline for all subsequent insider reports is 5 days from the day of change. Failure to meet the reporting deadline will result in the assessment of late fees and other possible consequences by the applicable securities regulators. If you are unsure whether or not you are required to file an insider report, you should contact the CEO or the CFO of the Corporation for assistance.

Electronic Filing of Insider Reports

27. All insider reports must be filed electronically pursuant to the System For Electronic Disclosure by Insiders ("**SEDI**") at www.sedi.ca.

28. Every insider is required to complete an insider profile by completing the on-line form on the SEDI website. This insider profile will request information regarding the insider including the insider's name, address and telephone number, names of the corporations in which the individual is an insider and the date the insider last filed an insider report.

Prior Notification Requirement for Board of Directors and Officers

29. To assist in preventing even the appearance of an improper insider trade, the following procedures must be followed by all directors and officers of the Corporation.

30. Prior notice of the intention to carry out a trade (including the exercise of any stock option or any other purchase or sale of any securities of the Corporation) shall be provided to either the CEO or the CFO (together, the "**Designated Officers**"). No trade shall be carried out without notice to one of the Designated Officers.

31. The notice of intention to carry out a trade should be provided in writing.

32. Directors, officers and employees are reminded that, notwithstanding any approval of a trade by a Designated Officer, the ultimate responsibility for complying with this Policy and applicable laws and regulations rests with the individual.

Requests For Additional Information

33. If requested by the Corporation to satisfy the requirements of an applicable regulatory authority, any person to whom this Policy applies shall cooperate fully and promptly provide such other documentation or information, including a full trading history in the Corporation's securities, as may be required.

Communication

34. New directors, officers, consultants and employees of the Corporation and its subsidiaries will be provided with a copy of this Policy and will be directed to review the Policy. The Policy will be circulated to all directors, officers, contracted consultants and employees on an annual basis and whenever changes are made.

Enforcement

Penal Sanctions

35. Securities laws contain penal sanctions for both trading on or informing others of inside information. While the penalties vary among jurisdictions, offenders are often personally liable to prosecution and, upon conviction, to fines or incarceration or both.

Administrative Sanctions

36. There are several administrative sanctions that might be applied by a securities commission in the context of insider trading or informing. For example, a securities commission may issue a cease trade order against a senior officer who has engaged in insider trading.

Civil Actions

37. Securities laws generally provide for an action for damages against a person trading on material inside information by the person with whom the trade was made.

38. An action for damages can also be brought against a person who informed another of the inside information. The action can be brought by anyone who sold securities to or purchased securities from a person who obtained the inside information from the informer.

39. Any director, officer, consultant or employee violating insider trading laws may in addition be subject to lawsuits by any third party who purchased or sold the securities at the same time as the director, officer or employee. The Corporation likewise may be liable for the violation.

40. In addition, the Corporation itself can bring an action against an insider, affiliate or associate of the Corporation where that person either bought or sold securities with knowledge of material information or informed another of the material information, before the information was publicly disclosed. The action is for an accounting to the company of every benefit or advantage received by such insider, affiliate or associate or by the "tippee".

Sanctions by the Corporation

41. In addition to the above referenced sanctions, the Corporation may impose its own disciplinary action, including dismissal for cause, for violation of this Policy.

Questions

42. If you have questions as to what might constitute material information, whether you are in a special relationship, or any other aspect of this Policy, contact the CEO or the CFO immediately.

Adopted and approved by the Board of the Corporation effective as of August 30, 2021.