CHARGE ENTERPRISES, INC.
POLICY ON INSIDER TRADING AND
COMMUNICATIONS WITH THE PUBLIC

Adopted November 15, 2021
Amended: August 31, 2023

"Covered Persons" (as defined below) must comply with sections 1-8 and 10-11 of this Policy
"Designated Insiders" (as defined below) must comply with Sections 1-11 of this Policy

1. THE NEED FOR A POLICY (Applicable to "Covered Persons" and "Designated Insiders")

This Policy on Insider Trading and Communications with the Public (the **"Policy"**) applies to insider and other trading, which is covered by the federal securities laws and includes: (a) the contemplated purchase or sale of securities in Charge Enterprises, Inc., a Delaware corporation (the **"Company"**), by directors, officers, employees and consultants of the Company and their immediate family members; (b) the disclosure of material nonpublic information (**"MNPI"**) or confidential information about the Company to others who then trade in Company securities; and (c) trading in the securities of other companies or entities with which the Company has conducted, is conducting, or intends to conduct, business, or sharing with anyone outside the Company any MNPI about these other companies or entities. Except as otherwise provided herein, all references to the Company shall be deemed to include subsidiaries of the Company.

a) This Policy applies to:

(i) directors, officers and other employees of the Company and directors, officers and other employees of subsidiaries of the Company;

(ii) certain key employees designated by the Company (the persons in (a)(i) and (a)(ii) are referred to as **"Company Personnel"**);

(iii) agents and consultants who have access to or receive MNPI; and

(iv) members of the immediate family and household of the forgoing.

b) Company Personnel are obligated to inform their immediate family members and anyone in their household of the requirements of this Policy. The term **"Covered Persons"** shall mean all of the forgoing.

c) This Policy has been adopted to promote compliance with the federal securities laws and to help Covered Persons avoid the severe consequences associated with violations of federal securities laws. This Policy is also intended to prevent even the appearance of improper conduct by Covered Persons.

d) All Designated Insiders (as defined below) are included within definition of Covered Persons under this Policy.

2. WHAT IS INSIDER TRADING? (Applicable to "Covered Persons" and "Designated Insiders")

Insider trading occurs when a person uses MNPI obtained through involvement with the Company to make decisions to purchase, sell, give away or otherwise trade the Company's securities, or to provide that

information to others outside the Company. A director, officer or other employee, agent, consultant, or any other advisor owing a duty of trust and confidence to the Company, such as accountants or outside attorneys, also may violate the insider trading laws if he or she communicates or "tips" MNPI to another person or entity without authorization by the Company, which person or entity in turn trades on the basis of this information.

a) **Definition of "Designated Insider**." A "**Designated Insider**" shall mean:

a. All Non-Executive Directors of the Board
b. All Executive Directors of the Board
c. The President
d. All Executive/Section 16 Officers
e. All members of the Legal Department
f. All members of the Finance Department
g. All members of the Compliance Department
h. All Individuals designated by the Chief Compliance Officer from time to time

b) **Definition of "Material**." Information is "material" if a reasonable investor would consider such information important in deciding whether to buy, hold or sell securities. General information about the Company is not material if public dissemination would not have an impact on the Company's publicly traded securities.

c) **Examples of Material Information**. Although it is not possible to list all information that might be deemed material under particular circumstances, information concerning the following subjects is often found to be material: (i) projections of future earnings or losses, or other earnings guidance; (ii) earnings that are inconsistent with the consensus expectations of the investment community; (iii) significant changes in the Company's prospects; (iv) significant write-downs in assets; (v) developments regarding significant litigation or government agency investigations; (vi) major changes in management or the board of directors; (vii) significant financings; (viii) major changes in accounting methods or policies; (ix) award or loss of a significant contract; (x) cybersecurity incidents; and (xi) proposals, plans or agreements, even if preliminary in nature, involving mergers, acquisitions, divestitures, recapitalizations, strategic alliances, licensing arrangements, or purchases or sales of substantial assets.

d) **Definition of "Nonpublic**." Information is "nonpublic" if it has not been made available to investors generally, and the investors must be given the opportunity to absorb the information. Even after wide disclosure of nonpublic information about the Company, it is not considered to be public information until **2 full trading days** after the information was publicly disclosed.

e) **Examples of Nonpublic Information**. Some examples of nonpublic information include~~s~~ (i) information available to a select group of analysts or brokers or institutional investors; (ii) undisclosed facts that are the subject of rumors, even if the rumors are widely circulated; and (iii) information that has been entrusted to the Company on a confidential basis until a public announcement of the information has been made and enough time has elapsed (two full trading days) for the market to absorb such information.

f) **Types of Securities**. The insider trading prohibitions (including tipping) are not limited to common stock of the Company. Under federal securities laws, insider trading in any security of the Company, such as debt or preferred stock, is illegal. This Policy also applies

to trading in the common stock or securities of other companies that the Company has conducted, currently conducts, or intends to conduct, business, such as customers and suppliers.

g) **Section 16 Officers**. The term "**Section 16 Officer**" shall mean the Company's president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Officers of the Company's subsidiaries shall be deemed officers of the Company if they perform such policy-making functions for the issuer.

> When in doubt about whether certain nonpublic information is material, you should (a) assume that the information is material or (b) consult the Company's Compliance Officer before making any decision to disclose such information or trade securities.

3. PENALTIES FOR INSIDER TRADING (Applicable to "Covered Persons" and "Designated Insiders")

Penalties for trading on or communicating MNPI can be severe, both for individuals involved in such unlawful conduct and their employers and supervisors, and may include jail terms, criminal fines, civil penalties and civil enforcement injunctions. Given the severity of the potential penalties, compliance with this Policy is mandatory.

a) **Criminal Legal Penalties**. A person who violates insider trading laws by engaging in transactions in a company's securities when he or she has MNPI can be sentenced to a substantial jail term and required to pay a criminal penalty of several times the amount of profits gained or losses avoided. In addition, a person who tips others may also be liable for transactions by the tippees to whom he or she has disclosed MNPI. Tippers can be subject to the same penalties and sanctions as the tippees, and the US Securities and Exchange Commission ("**SEC**") has imposed large penalties even when the tipper lost money.

b) **Civil Legal Penalties**. The SEC can also seek substantial civil penalties from any person who, at the time of an insider trading violation, "directly or indirectly controlled the person who committed such violation," which would apply to management and supervisory personnel. These control persons may be held liable for up to the greater of $1 million or three times the amount of the profits gained or losses avoided. Even for violations that result in a small or no profit, the SEC can seek penalties from a company and/or its management and supervisory personnel as control persons.

c) **Company-Imposed Penalties**. Covered Persons who violate this Policy may be subject to disciplinary action by the Company, including dismissal for cause. Any exceptions to the Policy, if permitted, may only be granted by the Chief Compliance Officer and must be provided in advance.

4. TRADING POLICY (Applicable to "Covered Persons" and "Designated Insiders")

a) No Covered Persons may purchase or sell, or offer to purchase or sell, any Company security, whether or not issued by the Company, while in possession of MNPI about the Company.

b) No Covered Person with MNPI may communicate that information ("tip") to any other person, including family members and friends, or otherwise disclose such information without the Company's authorization.

c) No Covered Person may purchase or sell any security of any other company, whether or not issued by the Company, while in possession of MNPI about that company which was obtained in the course of their involvement with the Company. The prohibition against tipping also applies to this situation.

d) No Covered Person should trade, tip or otherwise cause the purchase or sale of securities while in possession of information that such Covered Person has reason to believe is MNPI.

e) Designated Insiders must "pre-clear" trading in Company securities in accordance with the procedures set forth in this Policy.

f) This Policy continues to apply to transactions by Covered Persons in Company securities even after termination of employment or service. If the Covered Person is in possession of MNPI when employment or service is terminated, such Covered Person may not trade in Company securities until that information has become public or is no longer material.

g) The trading prohibitions and restrictions in this Policy will be superseded by any greater prohibitions or restrictions prescribed by federal or state securities laws and regulations. Questions about whether other prohibitions or restrictions apply to Covered Persons should be directed to the Company's Chief Compliance Officer.

Transactions that may seem necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not excepted from this Policy. The securities laws do not recognize such mitigating circumstances and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct. Any scrutiny of transactions will be done so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, a Covered Person should carefully consider how enforcement authorities and others might view the transaction in hindsight.

5. EXCEPTIONS TO THE TRADING POLICY FOR TRANSACTIONS UNDER COMPANY PLANS (Applicable to "Covered Persons" and "Designated Insiders")

This Policy does not apply in the case of the following transactions, except as specifically noted:

a) **Stock Option Exercises**: This Policy does not apply to the exercise of a stock option granted under the Company's equity incentive for cash or the delivery of previously owned Company common stock, or to the extent permitted under the applicable Company plan, the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. However, the sale of any shares issued on the exercise of stock options and any broker-assisted cashless exercise of stock options are subject to trading restrictions under this Policy.

b) **Restricted Stock Unit Awards**: This policy does not apply to the vesting of restricted stock units ("**RSUs**"), or to the extent permitted under the applicable Company plan, the exercise of a stock withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements. However, any market sale of shares issued upon settlement of RSUs are subject to trading restrictions under this Policy, provided that employees may sell-to-cover that number of shares of the Company's common stock necessary to satisfy the Company's tax withholding obligations upon settlement of RSUs granted under the Company's equity incentive plans if such sell-to-cover arrangement is effected pursuant to either (i) a program implemented by the board of directors of the Company (the "**Board of Directors**"), or a committee of the Board of Directors designated to administer the applicable Company plan, including any arrangement provided for in an applicable RSU award agreement or (ii) a written election by the individual employee prior to the settlement of the RSUs that satisfies the applicable requirements of Rule 10b5-1 under the Securities Exchange Act of 1934 (the "**Securities Exchange Act**") and all of the requirements of this Policy, including Section 10 of this Policy.

c) **Other Similar Transactions**: Any other purchase of Company securities from the Company or sales of Company securities to the Company are not subject to this Policy.

6. ENFORCEMENT OF TRADING POLICY (Applicable to "Covered Persons" and "Designated Insiders")

The Company has appointed the Chief Compliance Officer to oversee this Policy including, but not limited to, the following: (i) assisting with administration, implementation, enforcement of this Policy; (ii) circulating or publishing this Policy to all directors, officers and other employees and collecting written acknowledgements from certain Covered Persons in the form attached to this Policy; (iii) ensuring that this Policy is amended as necessary to remain up-to-date with insider trading laws; and (iv) pre-clearing all trading in securities of the Company by Designated Insiders in accordance with the procedures set forth below.

7. BLACKOUT PERIODS (Applicable to "Covered Persons" and "Designated Insiders")

A "**Blackout Period**" is a period during which a Covered Person may not execute transactions in Company securities (other than as specified by this Policy). Please bear in mind that even if a Blackout Period is not in effect, at no time may anyone trade in Company securities if they are aware of any MNPI.

a) **Quarterly Earnings Blackout Period**: This applies to all Covered Persons. This Blackout Period is keyed to the Company's earnings releases.

(i) No Covered Person may trade in the Company's securities during the period beginning at the close of market **fifteen (15) full calendar days** before the end of each fiscal quarter and ending **two (2) full trading days** after the date that the Company's financial results are publicly disclosed.

(ii) In other words, Covered Persons may only conduct transactions in Company securities during the "**Open Window Period**" beginning on the **third trading day** following the public disclosure of the Company's quarterly financial results and ending at the close of the market fifteen **(15) full calendar days** before the end of the next fiscal quarter.

This table shows the quarterly Blackout Periods:

Quarterly Earnings Blackout Period		
Q1 Begins on March 17th	Through	2nd trading day after earnings public release
Q2 Begins on June 16th	Through	2nd trading day after earnings public release
Q3 Begins on September 16th	Through	2nd trading day after earnings public release
Q4 Begins on December 17th	Through	2nd trading day after earnings public release

b) **Exception to Blackout Periods**: These restrictions on trading do not apply to transactions made under a prior approved Rule 10b5-1 trading plan, provided that (i) such plan was entered into at a time when the Covered Person did not possess any MNPI and was not during any Company Blackout Period; (ii) such plan is still valid and in effect; and (iii) such plan meets all of the requirements of this Policy, including Section 10 hereof (an "Approved 10b5-1 Plan").

Note: regardless of any Blackout Period or Open Window Period, any Covered Person possessing MNPI must not engage in any transactions in Company securities until such information has been known publicly for at least two full trading days. Each person is individually responsible at all times for compliance with the prohibitions on insider trading. Trading in Company securities outside the Blackout Periods should not be considered a "safe harbor," and Covered Persons should use good judgment at all times.

c) **Event-Specific Blackout Periods**. The Company reserves the right to impose other trading Blackout Periods from time to time, when, in the judgment of the Company, a Blackout Period is warranted. A Blackout Period may be imposed for any reason, including the Company's involvement in a material transaction, the dissemination of MNPI to employees, the anticipated issuance of interim earnings guidance or other material public announcements. The existence of an event-specific Blackout Period may not be announced or may be announced only to those who are aware of the transaction or event giving rise to the Blackout Period. An event-specific Blackout Period may only apply to certain Covered Persons only. If an employee is made aware of the existence of an event-specific Blackout Period, they should not disclose the existence of such Blackout Period to any other person. Individuals that are subject to event-specific Blackout Periods will be contacted by the Chief Compliance Officer when these periods are instituted from time to time.

8. ADDITIONAL PROHIBITED TRANSACTIONS (Applicable to "Covered Persons" and "Designated Insiders")

The Company considers it improper and inappropriate for any Covered Persons to engage in short-term or speculative transactions in the Company's securities. It therefore is the Company's policy that Covered Persons may not engage in any of the following transactions:

a) **Short-Term Trading**. Any short-term trading by Covered Persons of Company securities may be distracting and may unduly focus on the Company's short-term stock market performance instead of the Company's long-term business objectives. For these reasons, if any Covered Persons purchase Company securities in the open market, they generally may not sell or buy any Company securities during the six months following the respective

purchase or sale. Further, a violation of this provision by Directors, Section 16 Officers and persons holding 10% or more of the Company's voting securities will create a 6 month "short swing" profit issue, resulting in significant liability to the insider. Note that awards granted under the Company's 2020 Omnibus Equity Incentive Plan, as amended and restated, are not subject to this restriction.

b) **Short Sales**. Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy and by the federal securities laws with respect to certain persons.

c) **Publicly Traded Options**. A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that trading is based on inside information. Transactions in options also may focus attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy.

d) **Hedging Transactions**. Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow a person to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the holder to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, any Covered Persons may no longer have the same objectives as the Company's shareholders. Therefore, the Company prohibits any Covered Persons from engaging in such transactions.

e) **Margin Accounts and Pledges**. Securities held in a margin account or pledged as collateral for a loan may be sold by the broker if a person fails to meet a margin call or by the lender in foreclosure if the Covered Person defaults on the loan. A Covered Person may not have control over these transactions as the securities may be sold at certain times without such Covered Person's consent. A margin or foreclosure sale that occurs when a Covered Person is aware of any MNPI may, under some circumstances, result in unlawful insider trading. Because of this danger, Covered Persons are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan without the prior written approval of the Chief Compliance Officer.

f) **Standing Orders**. Standing and limit orders (except standing and limit orders under an Approved 10b5-1 Plan) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when a director, officer or other employee is in possession of MNPI. The Company therefore discourages placing standing or limit orders on Company securities. If a Covered Person determines that they must use a standing order or limit order, the order should be limited to short duration and must otherwise be pre-cleared at least one week prior to placing such orders.

9. PRE-CLEARANCE OF SECURITIES TRADES (Applicable to "Designated Insiders")

The Company has established procedures in order to assist the Company in the administration of this Policy, to facilitate compliance with laws prohibiting insider trading and this Policy, and to avoid the appearance of impropriety. All Designated Insiders must receive pre-clearance prior to trading in Company securities. Pre-clearance procedures do not apply if the proposed trade is pursuant to an Approved 10b5-1 Plan.

a) **Pre-Clearance Procedures.**

(i) Use the Pre-Clearance Form. Designated Insiders must request pre-clearance using the "**Insider Transaction Pre-Clearance Request**" form attached to this Policy. In deciding whether to approve a transaction, the Chief Compliance Officer may consult internally as necessary, including with the Chief Executive Officer, the Chief Financial Officer, Chief Legal Officer and outside legal counsel.

(ii) Make Requests 2 Days in Advance. Requests shall be **submitted at least two business days** in advance of the proposed securities transaction. When submitting a request for pre-clearance, the requestor should carefully consider whether he or she may be aware of MNPI about the Company and shall disclose fully those circumstances.

(iii) Submit such Request via Email. Requests for pre-clearance should be directed to the Chief Compliance Officer and sent via e-mail to jbiehl@charge.enterprises. Verbal requests will only be considered in extraordinary circumstances.

(iv) Approvals Valid for 3 Days. Unless revoked, a pre-clearance request that is approved will normally remain valid until the close of trading three trading days following the day on which it was approved. If the transaction does not occur during that period, pre-clearance of the transaction must be requested and approved again.

(v) Request Denials. If a Designated Insider is denied clearance, they shall refrain from transacting in Company securities and shall not inform any other person of the denial of pre-clearance.

(vi) Chief Compliance Officer. The Chief Compliance Officer may not trade in Company securities unless the trade has been approved by the Chief Financial Officer, who may consult internally as necessary, including with the Chief Executive Officer, Chief Legal Officer or with outside legal counsel.

The ultimate responsibility for determining whether an individual possesses MNPI rests with that individual. Therefore, the Company's approval of any transaction under this pre-clearance procedure does not insulate anyone from liability under securities laws. Under no circumstance may a person effect a transaction while in possession of MNPI, even if pre-cleared.

Please refer any questions about trading rules or procedures to:

James Biehl, Chief Compliance Officer +1 (609) 638-9168;

Email: jbiehl@charge.enterprises

Please refer any trade requests to: jbiehl@charge.enterprises

b) **Rule 144/Section 16(a) – Additional Procedures for Directors and Executive Officers**. The U.S. securities laws impose additional requirements on certain transactions by certain Insiders. For example, sales by directors, officers, Company affiliates and any persons directed or controlled by any of the foregoing, could be subject to Rule 144 requirements under the Securities Act of 1933, as amended, including volume limitations, holding periods, "manner of sale" conditions, and reporting with the SEC. The legal obligation to file reports and comply with the various rules rests on the individual. Brokers or financial advisors generally will assist such persons in the preparation and filing of a Form 144 with the SEC. Further, the determination of whether a person is an affiliate or a person directed or controlled by a director, officer or affiliate, person, and therefore would need to obtain the above pre-clearance, is one on which each person must make his own determination. Additionally, Section 16(a) of the Securities Exchange Act requires reporting with the SEC of transactions by directors and officers. Transactions by these persons are also subject to the short swing profit recapture provisions of Section 16(b) of the Securities Exchange Act. For any transactions by directors and Section 16 Officers, the Chief Compliance Officer, Chief Legal Officer or outside counsel will assist in the preparation and filing of Section 16 reports.

c) **Beneficial Ownership Forms Required by the SEC**. The Company is subject to Section 16 of the Exchange Act and the SEC's rules thereunder require all of the executive officers, directors and greater than 10% stockholders of domestic public reporting companies to report their initial beneficial ownership of equity securities of the Company and any subsequent changes in that ownership as described below.

(i) Form 3 must be filed within 10 days of (a) the Company becoming subject and to domestic reporting rules under Section 16, and (b) thereafter for each person upon becoming an executive officer or director or 10% stockholder of the Company. This report discloses the reporting person's beneficial interest in Company securities and must be filed even if such person does not own any Company securities.

(ii) Form 4 must be filed to report acquisitions and dispositions of Company securities, including (a) any open market sale or purchase of Company securities, (b) any grant, exercise or conversion of Company restricted stock or derivative securities (e.g., stock options), (c) any disposition of Company securities by *bona fide* gift, (d) any transfers to or from indirect forms of ownership, such as transfers to trusts and (e) any intra-plan transfers involving Company securities held under pension or retirement plans. A Form 4 must generally be filed within two business days of the date of execution of the transaction (not the settlement date or subsequent closing or delivery date). The SEC rules provide for a limited exception to the two business day filing requirement in the case of prearranged trading programs and any intra-plan transfers involving Company securities held under the Company's pension or retirement plans, in each case for which the officer or director does not select the date of execution. In those cases, a Form 4 must be filed with the SEC within two business days following the date on which the officer or director is notified of the transaction. However, if the officer or director does not receive notification by the third business day following the actual trade date, then the third business day is deemed to be the date of execution. Consequently, it is important that officers and directors ensure that their brokers and the plan administrator

notify them promptly of any transaction. A Form 4 must also be filed after a person ceases to be an officer or director of the Company if there is a non-exempt, "opposite-way" transaction within six months of such person's last transaction while an officer or director (e.g., an open market sale within six months of a purchase).

(iii) Form 5 must be filed within 45 days after the Company's fiscal year-end by every person who was an executive officer or director at any time during the fiscal year to report (a) certain small acquisitions of Company securities, (b) certain miscellaneous transactions, such as the receipt of gifts or inheritances and (c) any transaction during the last fiscal year that was required to be reported on a Form 3 or Form 4 but was not reported. The regulations provide that, at the discretion of the officer or director involved, transactions normally reported at fiscal year-end on a Form 5 may be reported earlier on a Form 4. If there are no reportable transactions, or if all reportable transactions have already been reported on a Form 3 or Form 4, a Form 5 is not required. The Company encourages the use of the Form 4 early reporting option to help prevent transactions from going unreported at fiscal year-end and to help eliminate the need to file a Form 5.

(iv) Section 16 reports must be filed electronically with the SEC via EDGAR and promptly posted to the Company's website. Under SEC rules, the preparation and filing of Section 16 reports is the sole responsibility of the reporting person. However, the Company has established a program to assist executive officers and directors in preparing and filing these forms. The Company can only facilitate compliance by executive officers and directors to the extent they provide the Company with the information required by the program. The Company does not assume any legal responsibility in this regard. **Please contact the Chief Compliance Officer or Chief Financial Officer for more information.**

(v) Note that the beneficial ownership reporting requirements do not apply to all senior personnel of the Company. These requirements, as well as the "short-swing" profit disgorgement provisions, apply only to beneficial owners of more than 10% of any class of equity of the Company, executive officers and directors of the Company. The term "officer" is specifically defined for Section 16 purposes and includes the principal officers of the Company and may include officers of subsidiaries. Senior personnel with questions about their status for Section 16 reporting purposes should consult with the Chief Compliance Officer.

10. RULE 10b5-1 TRADING PLANS (Applicable to "Covered Persons" and "Designated Insiders")

Rule 10b5-l under the Securities Exchange Act provides an affirmative defense with respect to insider trading liability. Such 10b5-1 Trading Plans ("Trading Plans") are designed to provide appropriate flexibility to individuals who wish to plan securities transactions in advance at a time when they are not aware of MNPI, and then carry out those transactions at a later time, even if they later become aware of MNPI. To comply with this Policy, a Trading Plan must be an Approved 10b5-1 Plan, meaning that, prior to the Trading Plan becoming effective, it must meet the requirements of Rule 10b5-1 and be approved in writing by the following two officers: the Chief Compliance Officer and the Chief Financial Officer. Trading Plans may be entered into with a broker chosen by the Covered Person, subject to reasonable approval by the Chief Compliance Officer, of the broker's Trading Plan document. Any Trading Plan must be submitted for approval at least ten days before the entry into such Trading Plan. While an Approved

10b5-1 Plan is in effect, no further pre-approval of transactions conducted pursuant to the Approved Plan will be required.

Trading Plans and modifications to Trading Plans will not be approved unless they satisfy the specific requirements of Rule 10b5-1 including the following:

a) The Trading Plan must be entered into in good faith and without any intent to evade the federal securities laws. Furthermore, all persons entering into a Trading Plan must act in good faith with respect to Trading Plans throughout the duration of such Trading Plan.

b) The Trading Plans shall only be entered into during a time when (i) no Blackout Periods are in effect and (ii) the Covered Person confirms that he or she is not aware of MNPI regarding the Company or Company securities.

c) The Trading Plan must be written and signed by the Covered Person seeking to adopt the Trading Plan. The Company will not be a party to such plan (other than in respect of limited certifications related to compliance with this Policy and the exercise of options). The Covered Person must provide the Chief Compliance Officer of the Company with a fully executed copy of each Trading Plan promptly after entering into (or modifying) the plan.

d) At the time of entering into (or modifying), as part of the Trading Plan document, the person adopting (or modifying) the Trading Plan must provide a written representation that (i) the person is not aware of MNPI about the Company or Company securities and (ii) the person is adopting the plan in good faith and not as part of a scheme to evade the prohibitions of Rule 10b-5.

e) The Trading Plan must specify or set a formula for (i) the amount and type of Company securities to be purchased or sold (and, if applicable, the number of stock options to be exercised), (ii) the dates on which Company securities are to be purchased or sold (and, if applicable, the number of stock options to be exercised), and (iii) the price or prices at which the securities are to be purchased or sold.

f) The Trading Plan cannot permit the Covered Person to exercise any subsequent influence over how, when or whether to effect purchases or sales of Company securities.

g) The Trading Plan must provide for a "cooling off" period between the date of execution of the Trading Plan and the date on which purchases or sales can commence, and the duration of the cooling-off period must be at least the minimum period required of such person under applicable law. The cooling-off period must be:

   (i) *For executive officers and directors*: at least 90 days, or until two business days following filing of the Form 10-Q or Form 10-K for the quarter in which the plan was adopted, whichever is longer (and not to exceed 120 days)

   (ii) *For all others*: at least 30 days

h) Trading Plans should be at least 6 months and no longer than 2-years in duration. Subject to certain limited exceptions specified in Rule 10b5-1, Covered Persons are limited to one "single-trade" plan, which is a Trading Plan designed to effect an open market purchase or sale of the total amount of securities subject to the plan as a single transaction, in any 12-month period.

i) Subject to certain limited exceptions specified in Rule 10b5-1, the Covered Person may not enter into more than one Trading Plan-at any given time.

j) Occasional modifications to Trading Plans may only be made during open trading windows, and, for all other purposes of this Policy including, without limitation, the requirement to obtain prior written approval of the Chief Compliance Officer and the Chief Financial Officer and the requirement to observe a new "cooling-off" period before reinstating transactions under the modified Trading Plan, the modified Trading Plan shall be deemed to be a new Trading Plan.

k) The Company reserves the right to reject any Trading Plan which, in its judgment, does not comply with this Policy.

l) Trading Plans may only be terminated (as opposed to expiration on their own terms) during open trading windows, and an individual who terminates a Trading Plan (prior to its expiration) is not permitted to enter into a new Trading Plan for at least 180 days. Any individual who terminates a Trading Plan must promptly notify the Chief Compliance Officer and Chief Legal Officer in writing.

m) Transactions effected pursuant to Trading Plans remain subject in all respects to Section 16 of the Securities Exchange Act, including without limitation, the reporting requirements and shorts swing profit recapture provisions. Trading Plans entered into by directors and executive officers (as well as modifications or the early termination of such Trading Plans) must be disclosed when trades are reported on Section 16 Reports filed with the SEC.

n) With respect to any purchase or sale under an Approved 10b5-1 Plan, the third-party effecting transactions on behalf of the Covered Person must be instructed to send duplicate confirmations of all such transactions to the Chief Compliance Officer.

o) A Trading Plan must comply with any other applicable legal requirements and Rule 10b5-1.

p) Trading Plans entered into by the Chief Compliance Officer or Chief Financial Officer shall be approved by the Chief Executive Officer and the Chairman of the Audit Committee of the Board of Directors. The Chief Executive Officer and Chairman shall consult with the Chief Legal Officer or seek outside legal counsel with respect to approving such plans.

The Company and the Company's directors and executive officers must make certain disclosures in SEC filings concerning Trading Plans. Directors and executive officers must undertake to provide any information requested by the Company regarding Trading Plans for the purpose of providing the required disclosures or any other disclosures the Company determines to be appropriate under the circumstances.

11. COMMUNICATIONS WITH SECURITIES PROFESSIONALS (Applicable to "Covered Persons" and "Designated Insiders")

The Company is engaged in continual communications with investors, securities analysts and the financial press. It is against the law, specifically Regulation FD adopted by the SEC, as well as a violation of this Policy, for any person acting on behalf of the Company to disclose MNPI to anyone, including but not limited to analysts, securities professionals and institutional investors, outside the Company, especially under circumstances where it is reasonably foreseeable that the recipient may trade on the basis of such information. For more information, please refer to the Company's Regulation FD Policy.

Only certain persons are authorized to speak on behalf of the Company – specifically the Chief Executive Officer, the Chief Financial Officer, the Chief Compliance Officer, the President and the Chief Business Officer. Anyone who communicates without proper authorization will not only violate this Policy but may also violate the anti-tipping provisions of the insider trading laws.

Please refer any outside requests for comments to:

Leah Schweller, CFO, Tel.: +1 (646) 522-6220; Email: leah@charge.enterprises

End of Policy – Acknowledgement and Pre-Clearance Request Form Follows

ACKNOWLEDGEMENT TO POLICY ON INSIDER TRADING/PUBLIC COMMUNICATIONS

I, the undersigned Covered Person and/or Designated Insider, acknowledge and certify that I have read and understand the Charge Enterprises, Inc. Policy on Insider Trading and Communications with the Public, and I agree to be governed by such Policy at all times in connection with MNPI, the purchase and sale of securities and communications with the public.

Signed:_____

Print Name: _____

Date:_____

Please return this form to the Chief Compliance Officer by emailing your signed and dated form to:
jbiehl@charge.enterprises

For purposes of (i) this Acknowledgment and (ii) those required to abide by the Pre-Clearance Provisions in this Policy, "Designated Insider" means:

- *All Non-Executive Directors of the Board of Directors*
- *All Executive Directors of the Board of Directors*
- *The President*
- *All Executive/Section 16 Officers*
- *All members of the Legal Department*
- *All members of the Finance Department*
- *All members of the Compliance Department*
- *All Individuals designated by the Chief Compliance Officer from time to time*

INSIDER TRANSACTION PRE-CLEARANCE REQUEST

(ONLY DESIGNATED INSIDERS ARE REQUIRED TO SUBMIT THIS FORM)

"**Designated Insiders**" means all Non-Executive Directors, all Executive Directors, the President, all Executive Officers, all Section 16 Officers, all members of the Finance Department, and Legal & Compliance departments, and other persons designated by the Chief Compliance Officer from time to time. Designated Insiders are subject to the pre-clearance procedures found in the "Policy on Insider Trading and Communications with the Public" (the "**Policy**").

Designated Insiders may transact in Company securities only if pre-approved by the Chief Compliance Officer using this Form or under an Approved 10b5-1 Plan and must comply with the Policy. All pre-cleared transactions must be effected within **three business days** following approval or an additional pre-clearance approval must be obtained.

TRANSACTION INFORMATION ***(all boxes must be filled in)***	
Date Submitted Please submit this Form via email only to jbiehl@charge.enterprises	
Transaction Dates (You may select up to 2 consecutive trading days, subject to modification by the CCO)	
Type of Transaction (i.e., Sale, Purchase, Option Exercise, Transfer to trust, or Other)	
Type of Security (i.e., Stock, Options, Restricted Stock Unit, or Other (if "other" indicate type of security)	
Number of Shares in Transaction (indicate the number you intend to sell, purchase, exercise, etc.)	
Strike Price (list the strike price if exercise of options, otherwise write "N/A")	
Your Broker Information	

By executing this Insider Transaction Pre-Clearance Request, the undersigned hereby certifies that (i) he or she has read, understands, and is in compliance with the Policy, (ii) is not in possession of any material nonpublic information concerning the Company and (iii) the proposed trade(s) do not violate the trading restrictions of Section 16 of the Securities Exchange Act of 1934 or Rule 144 of the Securities Act of 1933.

Designated Insider Sign:_____ Print Name (Legibly):_____

APPROVED (IF SIGNED):

By:_____ Date:_____

James Biehl, Chief Compliance Officer
[Leah Schweller, Chief Financial Officer]