

FendX Technologies Inc.
Corporate Policies and Procedures Manual (the “Manual”)

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CORPORATE GOVERNANCE OVERVIEW AND GUIDELINES

1. Introduction

The Board of Directors of FendX Technologies Inc. (the “Company”) has adopted these Corporate Governance Guidelines to assist the Board in the exercise of its duties and responsibilities. The Guidelines are to be applied in a manner consistent with applicable laws and the Company’s incorporating documents. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with the duties and responsibilities owed to the Company and its shareholders.

2. Director Responsibilities

Oversee Management of the Company. The principal responsibilities of the directors are to oversee the management of the Company and, in so doing, serve the best interests of the Company on behalf of its shareholders. These responsibilities require that the directors attend to the following:

- review and approve on a regular basis, and as the need arises, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
- evaluate the performance of the Company, including the appropriate use of corporate resources;
- evaluate the performance of, and oversee the progress and development of, senior management and take appropriate action, such as promotion, change in responsibility and termination;
- implement senior management succession plans;
- evaluate the Company’s compensation programs;
- establish a corporate environment that promotes timely and effective disclosure (including appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
- set guidance and direction and oversee the Company’s policies and progress with respect to corporate social responsibility (“CSR”) and environmental, social and governance (“ESG”);
- evaluate the Company’s systems to identify and manage the risks faced by the Company;
- review and decide upon material transactions and commitments;
- develop a corporate governance structure that allows and encourages the Board to fulfil its responsibilities;
- provide assistance to the Company’s senior management, including guidance on those matters that require Board involvement; and

- evaluate the overall effectiveness of the Board and its committees.

Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candour, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Company and its shareholders free from personal interests. In discharging their duties, when appropriate, the directors normally are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel but also should consider second opinions where circumstances warrant.

Understand the Company and its Business. Directors are expected to become and remain informed about the Company and its business, assets, risks and prospects.

Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company. Directors should also provide for periodic reviews of the integrity of the Company's internal controls and management information systems.

Protect Confidentiality and Proprietary Information. Directors are responsible for establishing policies that are intended to protect the Company's confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board of Directors must be treated as strictly confidential to preserve open discussions between directors and to protect the confidentiality of Board discussions.

Board, Committee and Shareholder Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors who reside in or near the city where the Company holds a shareholders' meeting are expected to make a reasonable effort to attend such meeting.

Indemnification. The directors are entitled to Company-provided indemnification through corporate articles and by-laws, corporate statutes, indemnity agreements and, will obtain directors' and officers' liability insurance so long as the Company is a public company.

3. Director Qualification Standards

Independence. The Board will ensure it has at all times at least the minimum number of the members of the Board who meet applicable standards of director independence. For members of the Audit Committee, director independence is to be determined in accordance with those legal and stock exchange independence standards applicable to the Company's Audit Committee. Those standards are appended to the Audit Committee Charter. For other purposes, the Board will, from time to time, establish independence standards that (i) comply with applicable legal and stock exchange requirements and (ii) are designed to ensure that the director does not have, directly or indirectly, a financial, legal or other relationship with the Company that would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.

Size and Skills of Board. The Board believes that a Board comprised of at least three members is an appropriate size given the Company's present circumstances. The Board also believes that at least two of the directors should be independent under the standards currently in effect.

Three board members must meet the standards applicable to the Audit Committee. The Board will also consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each director.

Other Directorships. The Board does not believe that its members should be prohibited or discouraged from serving on boards of other organizations, and the Board does not propose any specific policies limiting such activities, providing they do not reduce a director's effectiveness or result in a continuing conflict of interest. However, the Board should take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and in making its recommendations.

Tenure. The Board does not believe it should establish director term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, significant insight into the Company and its operations and an institutional memory that benefits the Board as well as management. As an alternative to term limits, the Board will review each director's continuation on the Board annually. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and allow the Company to replace directors where the Board makes a determination in that regard.

Offices of Chairman and CEO. The Board will select a Chairman of the Board in a manner and upon the criteria that the Board deems appropriate at the time of selection. In circumstances where the Board determines to appoint an executive of the Company as Chairman of the Board, the Board will separately appoint an independent director to serve in the capacity as "lead director", as that role is contemplated by National Policy 58-201.

Selection of New Director Candidates. Except where the Company is legally required by contract, law or otherwise to provide third parties with the right to nominate directors, the Board will be responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board.

Extending the Invitation to a New Director Candidate to Join the Board. An invitation to join the Board will be extended by the Chairman of the Board when authorized by the Board.

4. Board Meetings

Selection of Agenda Items. The Chairman of the Board shall propose an agenda for each Board meeting. Each Board member is free to request the inclusion of other agenda items and is generally free to request at any Board meeting the consideration of subjects that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter (emergencies excepted).

Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, will normally determine the frequency and length of Board meetings, however, the ultimate power in this regard rests with the plenary Board. Special meetings may be called from time to time as required to address the needs of the Company's business.

Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting will normally

be distributed in writing to the directors reasonably before the meeting (with a goal of 7 days) and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of a very time-sensitive nature and that the distribution of materials on these matters before the meeting may not be practicable.

5. Board Committees

Key Committees. The Board will at all times have an Audit Committee and a Compensation Committee. Such committees will have charters that have been approved by the Board. The charters currently in effect is appended hereto as Appendix 1 and Appendix 2. The Board may, from time to time, establish or maintain additional committees or subcommittees as it deems necessary.

Committee Charters. The charters of the Committees will set forth the purposes, goals and responsibilities of the committees. The Board will, from time to time as it deems appropriate, but at least annually, review and reassess the adequacy of each charter and make appropriate changes. Each charter must address those matters required by applicable laws and stock exchange rules.

Assignment of Committee Members. The Audit Committee must meet the independence standards applicable to the Audit Committee. The Audit Committee will have a minimum of three directors. Other committees shall have the greater of: (i) at least two members or (ii) the minimum number of members required by applicable law and the Company's incorporating documents.

Selection of Agenda Items. Each committee chairman, in consultation with the committee members, will develop the committee's agenda.

Frequency of Committee Meetings. The chairman of each committee, in consultation with the committee members, will determine the frequency of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called by any member from time to time as required to address the needs of the Company's business and fulfil the responsibilities of the committees.

6. Director's Access to Management and Independent Advisors

Access to Officers and Employees. All directors have at all reasonable times and on reasonable notice, full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate should normally, but not always, be arranged through the CEO or the CFO. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. The directors are normally, but not always, expected to provide a copy or otherwise inform the CEO of any communication between a director and an officer or employee of the Company.

Access to Independent Advisors. The Board and each committee shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company. Such independent advisors may be the regular advisors to the

Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the appropriate and reasonably incurred compensation of such advisors as established by the Board or any such committee.

7. Director Compensation

Role of Board. The form and amount of director compensation will be approved by the Board in accordance with the general principles set forth herein.

Form of Compensation. The Board believes that directors should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of director compensation helps align the interest of directors with those of the Company's shareholders.

Amount of Compensation. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Company's management will, from time to time, present a report to the Board comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the chairmen of the committees, if not members of management, to receive additional compensation for their additional duties in these positions.

8. Director Orientation and Continuing Education

Director Orientation. The Board and the Company's senior management will conduct orientation programs for new directors. The orientation programs will include presentations by management to familiarize new directors with the Company's projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program will include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities.

Continuing Education. To enable each director to better perform his or her duties and to recognize and deal appropriately with issues that arise, the Company will provide the directors with suggestions to undertake continuing director education.

9. Management Evaluation and Succession and Executive Compensation

Selection of CEO. The Board selects the Company's CEO in the manner that it determines to be in the best interests of the Company. The Board, together with the CEO, will develop a clear position description for the CEO. The board will also develop the corporate goals and objectives that the CEO is responsible for achieving.

Evaluation of Senior Management. The Board will be responsible for overseeing the evaluation of the CEO. The Board will determine the nature and frequency of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the performance of the CEO. The Board will review the assessment to ensure that the CEO is providing the best leadership for the

Company over the long- and short-term. The Board will also consider the recommendations of the CEO with regards to the compensation of the other members of senior management.

Succession of Senior Management. The Board will be responsible for overseeing an annual evaluation of senior management succession planning.

Expectations of Senior Management. The Board will establish, and review on an annual basis, its expectations for senior management generally.

Executive Compensation. Compensation of the CEO must be determined by the Board. The CEO must not be present during voting or deliberations. Compensation for all other members of senior management must be determined by the Board.

10. Code of Ethics

The Board of Directors will adopt and maintain a Code of Ethics which will apply to the employees, officers, and directors of the Company. The Code of Ethics will be in accordance with the guidelines set forth in section 3.8 of National Policy 58-201 and other applicable laws and regulations.

11. Board Interaction with Shareholders, Institutional Investors, the Press, Customers, etc.

The Board believes that the CEO and his or her designees should normally speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives.

The Board will give appropriate attention to written communications that are submitted by shareholders and other interested parties and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board monitors communications from shareholders and other interested parties and will provide copies or summaries of such communications to the other directors as he or she considers appropriate.

12. Periodic Review of the Corporate Governance Guidelines

The Board will, from time to time, review and reassess the adequacy of these Guidelines and consider any proposed changes.

APPENDIX 1 - AUDIT COMMITTEE CHARTER**FendX Technologies Inc.
(the "Company")****1. Mandate**

The audit committee will assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the company's business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must be independent and not be officers, employees or control persons of the Company.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

Unless otherwise determined from time to time by resolution of the Board of Directors, a majority of the members of the Audit Committee shall constitute a quorum for the transaction of business at a meeting.

4. Roles and Responsibilities

The audit committee shall fulfil the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. The appropriateness of the controls for the size and stage of the Company will also be considered. In carrying out this duty, the audit committee shall:

- (a) to the extent possible, evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls or inappropriate behaviour.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (f) review and approve the interim financial statements prior to their release to the public; and
- (g) review management's discussion & analysis reflecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (h) where reasonably possible, review all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

(a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

(b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers' expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. **Resources and Authority of the Audit Committee**

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

6. **Guidance – Roles & Responsibilities**

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfillment of their roles and responsibilities on the committee:

6.1 *Internal Control*

- (a) evaluate whether management is communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 *Financial Reporting*

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- (e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures and review the financial reporting of any transaction between the Company and any officer, director or other "related party" (including any shareholder holding an interest greater than 5% in the Company) or any entity in which any such person has a financial interest

- (f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (g) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (j) meet with management, either telephonically or in person, to review the interim financial statements; and
- (k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Company's financial and operating controls are functioning effectively;
 - (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
 - (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

review, with the company's counsel, any legal matters that could have a significant impact on the company's financial statements.

APPENDIX 2 – COMPENSATION COMMITTEE CHARTER**FendX Technologies Inc.
(the “Company”)****1. Mandate**

The compensation committee (the “Committee”) of FendX Technologies Inc. (the “Company”) is responsible for share based compensation, board compensation, the establishment of salaries plus fringe benefits of executive management and senior staff, review of any contingency plan developed by management for management succession, and employee-employer relations.

2. Membership and Reporting

2.1 The Committee will be comprised of a majority of independent directors and will not have more than three members.

2.2 Appointments and replacements to the Committee will be made by the board of directors of the Company (the “Board”) and will be reviewed on an annual basis. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added.

2.3 The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.

2.4 The chairman of the Committee will be appointed by a majority vote of the Board on an annual basis.

2.5. The Committee will report to the Board, at the next scheduled meeting of the Board, the proceedings of the Committee and any recommendations made by the Committee.

3. Terms of Reference

3.1 The Committee will meet as required and, in any event, at least once per year.

3.2 The Committee will review and make recommendation to the Board regarding the corporate goals and objectives, performance and compensation of the Chief Executive Officer (“CEO”) on an annual basis. Compensation includes salary, bonuses, stock options, benefits and perquisites.

3.3 The Committee is responsible for reviewing and, as appropriate, approving the recommendations of the CEO regarding:

- (a) compensation of the senior officers of the Company that report to the CEO;
- (b) the compensation policy of the Company, including internal structure, annual review and relationship to market levels and changes;
- (c) significant changes in Company’s benefit plan and human resources policies; and
- (d) issuance of stock options to employees, consultants, directors, independent contractors and other insiders

3.4 The Committee will review and recommend changes to the compensation of the Board, as necessary, based on a comparison of peer companies and issues relevant to the Company.

3.5 The Committee will review and make recommendations to the Board regarding annual bonus policies for employees and any incentive-compensation plans and equity-based plans of the Company.

3.6 The Committee will review the executive compensation disclosure before the Company publicly discloses this information.

3.7 The Committee will review and reassess the adequacy of this mandate annually.

3.8 The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the advisors employed by the Committee.

APPENDIX 3 – OTHER POLICIES**FendX Technologies Inc.
(the “Company”)****1. DISCLOSURE POLICY***Purpose*

To assure that information disclosed by the Company to the financial community is timely, accurate, comprehensive, authoritative and relevant to all aspects of the Company operations while at the same time consistent with all legal requirements. Adherence to this policy is intended to provide an effective and efficient framework to facilitate the timely dissemination of material information to the investing public in the spirit of full disclosure and in compliance with regulations.

*Procedure:***Introduction**

The Board of Directors (the “Board”) of FendX Technologies Inc. (the “Company”) has adopted this Disclosure Policy in order to seek to ensure that communications to the public regarding the Company are timely, factual, accurate, complete, and broadly disseminated and, where necessary, filed with the regulators in accordance with applicable securities laws. The goal of this Disclosure Policy is to ensure a consistent approach to the Company’s disclosure practices throughout the Company.

This Disclosure Policy applies to all directors, officers and employees of the Company. It covers disclosure documents filed with the Canadian securities regulators and written statements made in the Company’s annual and quarterly reports, press releases, letters to shareholders, presentations by senior management and information contained on the Company’s website and other electronic communications. This Disclosure Policy applies to oral statements made in group and individual meetings and telephone conversations with members of the investment community (which includes analysts, investors, investment dealers, brokers, investment advisers and investment managers), or with employees, interviews with the media as well as speeches, industry conferences, news conferences and conference calls and dealings with the public generally.

This Disclosure Policy shall be reviewed periodically by the Board. Any amendments to this Disclosure Policy shall be subject to approval by the Board.

Responsibilities of the Responsible Officer

The Company’s Chief Executive Officer (the “CEO”) or, in their absence, the Board Chair (the “Chair”) (either such person being referred to herein as the “Responsible Officer”), is responsible for overseeing the Company’s disclosure controls, procedures and practices.

General Responsibilities

Subject to: (a) applicable law, (b) periodic disclosure matters (such as quarterly results), and (c) any development determined by the Board as requiring immediate public disclosure, the Responsible Officer shall be responsible for overseeing that a reasonable investigation of the Company’s information and developments is conducted on an ongoing basis for disclosure purposes (with the results of such investigation being reported to the Board as appropriate), assessing such information and developments for materiality and determining if and when such material information requires public disclosure and educating the directors, officers and employees of the Company about this Disclosure Policy, as per Section 17 of this Policy.

Written Record

The Responsible Officer making the determination should keep a written record of their decision on matters requiring public disclosure, noting what issues were considered and decided, and what actions, if any, were taken. It is essential that the Responsible Officer be kept fully apprised of all pending Company information and developments that are or may be material in order for the Responsible Officer to evaluate those events and to determine whether disclosure is necessary or appropriate and, if so, the timing for public release of such information. If it is deemed that the information is material but should remain confidential, the Responsible Officer shall determine the manner of safeguarding such information, shall arrange for any necessary filings with the securities regulators and shall determine when that information should be disclosed in accordance with this Disclosure Policy.

Review of Public Disclosure

Prior to disclosure, the Responsible Officer shall review the text of public oral statements and documents that contain material information (as defined herein) or that will be filed with the securities regulators or with the government or an agency of the government under applicable securities or corporate law or with any stock exchange or quotation and trade reporting system under its bylaws, rules or regulations (“Stock Exchange Requirements”) in order to ensure that the statement or document, as the case may be, does not contain a “misrepresentation” (“misrepresentation” has the meaning given under applicable Canadian securities laws). Such review shall be in addition to, and not in lieu of, the review of such statements or documents by other directors, officers or employees of the Company otherwise responsible for the matters discussed in such statements or documents and/or the review of such statements or documents.

Becoming Aware of Misrepresentations

If any person to which this Disclosure Policy applies becomes aware that (a) any information publicly disclosed by the Company contained or may have contained a misrepresentation, or (b) there has been or may have been a failure to make timely disclosure of material information, the Responsible Officer should be promptly notified and the Responsible Officer, after conducting a reasonable investigation of the information, shall endeavour to ensure that the material information, or correction thereof, as the case may be, is promptly disclosed in accordance with applicable laws and Stock Exchange Requirements.

Company Spokespersons

Subject to Section 7 of this Disclosure Policy, the CEO and the Board Chair are hereby designated as the primary Company spokespersons (the “Spokespersons”). Others within the Company or the Company’s consultants, advisors or public relations service providers may be designated by the Responsible Officer to respond to, or assist in responding to, specific inquiries as necessary or appropriate. Subject to any specific decision by the Board, the Responsible Officer is hereby designated to respond to media inquiries and investor relations questions or inquiries.

Employees who are not authorized Spokespersons must not respond under any circumstances to inquiries from the investment community or the media, or from other parties if received outside the scope of the employee’s usual responsibilities, unless specifically asked to do so by an authorized Spokesperson. Any such request for information about the Company should in all cases be directed promptly to the Responsible Officer.

Review of Disclosure Compliance

The Responsible Officer shall periodically meet with all officers and any senior operational employees as the Responsible Officer may deem appropriate to review and discuss, as applicable, the Company’s information and developments, the Company’s disclosure compliance system and this Disclosure Policy

(including the effectiveness and compliance therewith). Such meetings shall be in addition to, and not in lieu of, any meetings between the audit committee of the Board (the "Audit Committee") and such officers and employees.

Continuous Disclosure Requirements

In accordance with applicable securities and corporate laws, annual financial statements shall be reviewed by the Audit Committee and approved by the Board and the interim financial statements shall be reviewed by the Audit Committee. The Audit Committee shall also review the press releases relating to all annual and interim financial statements and any earnings guidance provided by the Company. The Audit Committee's Charter sets forth in detail these responsibilities of the Audit Committee.

Definition of Material Information

"Material information" is any development or 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. Information is also "material" if a reasonable investor would consider the information important to a decision to buy, hold or sell the Company's securities. Either positive or negative information may be material and unfavourable material information must be disclosed as promptly and completely as favourable material information. The Responsible Officer shall endeavour to ensure that the Company's approach to materiality is consistent. The Responsible Officer, or their nominee, when assessing the materiality of information shall include consideration of the proximity, probability and significance of the information in the context of the total information generally available about the Company. As a general rule, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the Company. However, if an external development will have, or has had, a direct effect on the business and affairs of the Company that is both material and uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry as the Company, the Company should disclose the impact on it. If a director, officer or employee of the Company is unsure at any time as to whether he or she is in possession of material information about the Company, he or she should contact the Responsible Officer for clarification.

Disclosure by or on behalf of Company

No director, officer or employee of the Company shall disclose or discuss any non-public potentially material information about the Company to or with any person outside the Company, except if: (a) disclosure is required in the necessary course of the Company's business provided that the person receiving such information first enters into a confidentiality agreement in favour of the Company (which should contain, among other things, an acknowledgement by the recipient of the requirements of applicable securities laws relating to such recipient trading securities with knowledge of a material fact or material change in respect of the Company that has not been generally disclosed and to such recipient informing another person or company of such a material fact or material change) and the disclosure is made pursuant to the proper performance by such director, officer or employee of his or her duties on behalf of the Company; (b) disclosure is compelled by judicial process; or (c) disclosure is expressly authorized by the Responsible Officer, their nominee or by the Board, as the case may be. Disclosure of non-public potentially material information about the Company is also subject to the Company's policies and practices with respect to confidentiality of such information. During the period before material information is disclosed, the Responsible Officer or their nominee should monitor the market activity in the Company's securities. If you have any questions as to whether information is material or potentially material information or has previously been disclosed in accordance with this Disclosure Policy, contact the Responsible Officer.

Disclosure by Influential Persons

No director or officer of the Company other than the Responsible Officer or the Board shall authorize, permit or acquiesce in public statements or disclosure or a filing with a securities regulatory authority by or on behalf of an “influential person” that relates to the Company. For these purposes, an “influential person” means a “control person”, a “promoter”, or an “insider” who is not a director or senior officer of the Company, in each case within the meaning of applicable Canadian provincial securities laws. In providing any such authorization, permission or acquiescence, the Responsible Officer or the Board, as the case may be, shall apply the policies and procedures contemplated in this Disclosure Policy relating to public statements or disclosure or filings by the Company, appropriately modified for proposed public statements or disclosure or filings by or on behalf an influential person.

Expertized Disclosure

Prior to any public statement or disclosure or a filing with a securities regulatory authority by the Company or by a person on behalf of the Company that includes, summarizes or quotes from a report, statement or opinion made by an “expert” (within the meaning of applicable Canadian provincial securities laws) and unless the Responsible Officer determines otherwise, the Company shall obtain the written consent of such expert to such statement, disclosure or filing (which has not been withdrawn in writing by the expert prior to the Company’s disclosure or filing) and the Responsible Officer shall make reasonable efforts to determine that the Company or the relevant person does not know and has no reasonable grounds to believe that there is a misrepresentation in the applicable statement, disclosure or filing made on the authority of the expert and to determine that the statement, disclosure or filing fairly represents the report, statement or opinion made by the expert.

Substantive Discussions about Company

Only Company Spokespersons are authorized to have substantive discussions about any aspect of the Company’s business with the media, any member of the investment community, any shareholder or potential investor, or at any industry or other conference.

Protection of Confidential Information

All directors, officers and employees of the Company should take appropriate steps to safeguard the confidentiality of information. The following procedures, which are not exhaustive, should be observed at all times:

Storage of documents and files containing confidential information in a safe place to which access is restricted to individuals who need to know that information in the necessary course of business.

Avoiding discussions of confidential matters in places in which the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.

Avoiding reading confidential documents or confidential information on smart phones, tablets or other personal digital assistant devices in public places.

Accompanying visitors and ensuring that they are not left alone in offices containing confidential information.

Avoiding leaving confidential information unattended or visible outside of the office as well as inside the office.

Transmission of documents by electronic means, such as fax or directly from one computer to another only where it is reasonable to believe that the transmission can be received under secure conditions by the intended recipient.

Restricting access to confidential electronic data through the use of passwords.

Avoiding discarding confidential documents in public places or where others can retrieve them.

Disposing of physical confidential information in print form by shredding same.

Maintain confidentiality of information outside of the office as well as inside the office.

To prevent inadvertent disclosure of undisclosed material information, employees are strictly prohibited from posting information to or otherwise participating in Internet blogs, chat rooms or similar discussion forums on matters pertaining to the Company's business and affairs or its securities. Individuals who become aware of any discussion of information related to the Company in a blog, chat room or similar discussion forum must immediately advise the Responsible Officer.

Dissemination Procedures

Determination to Disclose Material Information

Once the Responsible Officer determines that information or a development is material information and such information must be disclosed, then such information or development shall be disseminated by a means designed to provide broad, non-exclusionary distribution of the information to the public, unless the Responsible Officer determines, on a reasonable basis, that disclosure of such development or information may, in accordance with applicable laws and Stock Exchange Requirements, be kept confidential until the Responsible Officer determines it is appropriate or necessary to publicly disclose the information.

The analysis as to whether or not to make such disclosure, together with the contents of any public disclosure, in appropriate circumstances, would typically involve consultation with legal counsel. Legal counsel should be consulted prior to disseminating a news release relating to an offering of securities, particularly into the United States.

Determination to Keep Material Information Confidential

In circumstances where the Responsible Officer has determined to keep material information confidential, the Responsible Officer shall safeguard the confidentiality of such information (as described above). During the period before material information is disclosed, market activity in the Company's securities should be monitored and Market Surveillance should be promptly advised of any unusual market activity. The Responsible Officer shall also determine whether the undisclosed material information constitutes a "material change" (as defined under applicable securities laws) and, if so, shall cause a confidential material change report to be filed with the applicable securities regulators. The Responsible Officer shall periodically (at least every 10 days) review its decision to maintain the confidentiality of the material information and, in the case of an undisclosed material change, shall advise the applicable securities regulators where it believes the report should continue to remain confidential. If the basis for confidentiality ceases to exist, the Responsible Officer shall ensure that the material information is promptly disclosed in accordance with applicable law.

Pending the public release of material information, the Company should also satisfy itself that persons who have knowledge of the material information are aware that it has not been generally disclosed and remains confidential and that such persons are subject to the requirements of applicable securities laws relating to such persons trading securities with knowledge of a material fact or material change in respect of the Company that has not been generally disclosed and such persons informing another person or company of such a material fact or material change until the material information is publicly disclosed or no longer material.

Contents and Dissemination of Press Releases

If the Canadian Securities Exchange (the "CSE") (or any other exchange upon which securities of the Company are listed) is open for trading at the time of a proposed announcement, prior notice by telephone of a press release announcing material information must be provided, in the case of the CSE,

to the Investment Industry Regulatory Organization of Canada (IIROC) Market Surveillance (Phone: 604-643-2792; Fax: 604-643-2799; email: prwest@iiroc.ca) or to the otherwise applicable market surveillance department to enable a trading halt, if deemed necessary by the stock exchange(s).

Press releases issued in respect of material information shall contain sufficient detail to enable the media and investors to understand the substance and importance of such information while avoiding exaggerated reports or promotional commentary. The Audit Committee shall review all press releases containing: (a) financial information based on or taken from the Company's financial statements; or (b) any earnings guidance (or updates to any previously issued earnings guidance), prior to the issuance of such releases. The Audit Committee's Charter sets forth in detail these responsibilities of the Audit Committee.

Press releases containing material information will be disseminated through an approved news wire service that provides simultaneous Canadian, U.S. or international distribution; generally speaking, the Company should obtain legal advice on such press releases, especially if the press releases involve the offering of securities, particularly into the United States. These press releases shall be transmitted to all stock exchanges on which the Company's securities are listed and relevant regulatory bodies in accordance with the relevant rules including, in particular, on SEDAR (the System for Electronic Document Analysis and Retrieval established by the Canadian securities regulators), as well as business wires, national financial media and local media in areas where the Company has its headquarters and operations, all as considered appropriate from time to time by the Responsible Officer or the Board. Such press releases shall also be posted on the Company's website as soon as practical after release over the news wire.

The newsroom page of the Company's website shall include a notice that advises the reader that the press releases contained on the website are for historical purposes only and that while information contained within the releases was believed to be accurate at the time of issue, the Company will not, and specifically disclaim any duty to, update this information. Disclosure on the Company's website alone does not constitute adequate disclosure of undisclosed material information.

Inadvertent or Unauthorized Disclosure

If previously undisclosed material information has been inadvertently disclosed to any person outside the Company that is not bound by an express confidentiality obligation or disclosed on some other unauthorized basis, the Company shall cause such information to be publicly disclosed as soon as possible after learning of the inadvertent or unauthorized disclosure. In such circumstances, the Company shall take immediate steps to ensure that disclosure is made to the public via press release. The Company shall assess whether a trading halt of the Company's securities on the CSE (or any other exchanges on which securities of the Company are listed) should be requested until proper disclosure has been made.

Material Change Reports

The Responsible Officer shall also determine whether the material information constitutes a "material change", pursuant to Canadian securities legislation, and if so, the Company shall file a "material change" report with relevant Canadian securities commissions within 10 days of the "material change".

Conference Calls

Conference calls may be held for quarterly and annual financial results, or for material corporate developments, if authorized by the Responsible Officer. During these calls, the Company Spokespersons or other appropriate personnel as designated by the Responsible Officer shall discuss key aspects of the results or developments, as the case may be, and this discussion shall be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. Where practicable, Responsible Officer and the Company

Spokespersons shall meet to discuss appropriate answers to anticipated questions in advance of any such conference call.

At the beginning of the conference call, a Company Spokesperson shall notify all participants to the call that there may be discussion of forward-looking information on the call. The Spokesperson shall then provide appropriate cautionary language with respect to any such forward-looking information and direct participants to publicly filed disclosure documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties that could affect such forward-looking statements.

The Company shall provide advance notice of the conference call and webcast by issuing a press release, announcing the date and time and providing information allowing interested parties to access the call and webcast. In addition, the Company may invite members of the investment community, the media and others to participate. Such notice will also be posted on the Company's website.

Any supplemental information provided to participants shall also be posted to the Company's website for others to view. An archived audio webcast on the Company's website, or an audio transcript of the conference call, shall be made available following the call for a minimum of 10 days for anyone interested in listening to a replay and shall be retained for a minimum of six years in the Company's records.

The archived audio webcast page of the Company's website shall include a notice that advises the reader that the information therein is for historical purposes only and that while information contained within the releases was believed to be accurate at the time of issue, the Company will not, and specifically disclaim any duty to, update this information.

The Responsible Officer and the Spokesperson shall hold a debriefing meeting immediately after the conference call and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Company shall immediately disclose such information broadly via press release. If such debriefing uncovers any misstatement or omission, the Responsible Officer shall consider and authorize release of an appropriate statement or other disclosure correcting such misstatement or omission.

Rumours

The Company's policy is not to comment, affirmatively or negatively, on rumours. The Company's Spokespersons shall respond consistently to rumours by stating: "It is our policy not to comment on market rumours or speculation." Should any stock exchange on which the Company's securities are listed request that the Company make a definitive statement in response to a market rumour that may be causing significant volatility in the Company's securities, the Responsible Officer shall consider the matter and, following consultation with legal counsel, decide whether to make a statement regarding the rumour.

Forward-Looking Information

Subject to authorization from the Responsible Officer and/or the Audit Committee, the Company may elect to discuss forward-looking information (such as guidance on revenues, earnings, or results) in disclosure documents filed by the Company, press releases, conference calls or presentations. If material, this information shall be broadly disseminated in accordance with this Disclosure Policy. The Responsible Officer and/or the Audit Committee will endeavour to ensure that there is a reasonable basis for drawing any conclusions or making any forecasts and projections set out in the forward-looking information.

Documents containing forward-looking information shall contain, proximate to the forward-looking information, (a) reasonable cautionary language clearly identifying the forward-looking information as such and any material factors that could cause actual results to differ materially from any conclusion, forecast or projections in the forward-looking information, (b) that actual results could differ materially

from any conclusion, forecast or projection in the forward-looking information, and (c) a statement of the material facts or assumptions that were applied in drawing such conclusion or making such forecast or projection.

For public oral statements, person making such a statement shall state that: (a) the oral statement contains forward-looking information, (b) the actual results could differ materially from any conclusion, forecast or projections in the forward-looking information, (c) certain material facts or assumptions were applied in drawing such conclusion or making such forecast or projection, and (d) additional information is contained in a readily-available document (and the person making this statement shall confirm that such document has been previously filed with applicable securities regulators or generally disclosed and shall identify such document) regarding the material factors or other risks that could cause actual results to differ materially from any conclusion, forecast or projections in the forward-looking information and the material factors and assumptions that were applied in drawing such conclusion or making such forecast or projection.

For both documents and public oral statements and subject to applicable securities laws, the disclosure should include a statement that disclaims the Company's intention or obligation to update or revise the forward-looking information, whether as a result of new information, future events or otherwise.

Trading Restrictions and Quiet Periods

It is illegal for certain persons, including directors, officers, employees and insiders of a public company, to purchase or sell securities of the public company with knowledge of material information affecting that company that has not been publicly disclosed. Therefore, directors, officers and employees with knowledge of confidential or material information about the Company, counterparties in negotiations with the Company involving potential material transactions, and financial and other professional advisors, are prohibited from trading securities of the Company or any such counterparty (as well as other securities the value of which might be affected by changes in the price of securities of the Company or any such counterparty) until the information has been fully disclosed and a reasonable period of time has passed for the information to be widely disseminated.

It is illegal for a public company and certain persons, including directors, officers, employees and insiders of a public company, to inform, other than in the necessary course of business, another person of material information affecting that company that has not been publicly disclosed. To avoid the potential for selective disclosure, the Company observes a regularly scheduled "quiet period". The quiet period commences on the sixth trading day prior to the end of the last month of each fiscal period (each quarter) through to the issuance of a press release disclosing the financial results for that fiscal period. During its quiet period, the Company's management shall reduce the level of discussions or other forums for communication with members of the investment community in respect of forward looking statements as well as any developments in the Company's business or the market for its securities subsequent to the commencement of the quiet period, and shall not initiate any such discussions or communications, unless so authorized by the Responsible Officer or the Board. As well, during the quiet period, the Company shall restrict discussions by its employees with such persons to general and publicly disclosed information concerning the Company, including its historical financial results. No comments concerning the current fiscal period, nor any comments respecting past or present guidance, are permitted during the quiet period. Any press release to be issued by the Company during the quiet period should be reviewed and authorized by the Responsible Officer, unless such release has been separately reviewed and authorized by the Board.

Contacts with Analysts, Investors and the Media

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered non-public material information. If the Company intends to announce material information at an analyst or shareholder meeting or a press conference or conference call, the announcement must

be preceded by a press release containing such information, which release is disseminated in accordance with this Disclosure Policy.

The Company recognizes that meetings with analysts and significant investors are an important element of the Company's investor relations program. The Company shall meet with analysts and investors on an individual or small group basis as needed and shall initiate contacts or respond to analyst and investor calls on a reasonable best efforts supplemental basis in a timely, consistent and accurate fashion in accordance with this Disclosure Policy.

The Company shall provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

Spokespersons shall keep notes of telephone conversations with analysts and investors and, where practicable, more than one Company representative will be present at all individual and group meetings. A debriefing shall be held after such meetings and if such debriefing uncovers disclosure of previously undisclosed material information, the Company shall immediately disclose such information broadly via a press release. If such debriefing uncovers any misstatement or omission, the Responsible Officer shall consider and, if deemed advisable, authorize release of an appropriate statement or other disclosure correcting such misstatement or omission.

Reviewing Analyst Draft Reports and Models

It is the Company's policy to review, upon request by an analyst, the analysts' draft research reports or models. The Company shall review the draft report or the model for the sole purpose of pointing out errors in fact based on publicly disclosed information. It is the Company's policy, when an analyst inquires with respect to his/her estimates, to question an analyst's assumptions if the estimate is a significant outlier among the range of estimates or the Company's published earnings guidance (if any). The Company shall limit its comments in responding to such inquiries to non-material information which non-material information could include economic and industry trends that may affect the Company and which are generally known. The Company shall not confirm, or attempt to influence, an analyst's opinions or conclusions and shall not express comfort with the analyst's report, model or earnings estimates.

In order to avoid appearing to "endorse" an analyst's report or model, the Company shall only provide its comments verbally. The Company shall comment only on draft research reports, and to avoid any appearance of endorsement, the Company shall not comment on final analysts' reports.

No Distribution of Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Company of the report. For these reasons, the Company should generally not provide analyst reports through any means to persons outside of the Company or to employees of the Company. Analyst's reports (including the existence thereof) should generally not be posted on the Company's website.

Responsibility for Electronic Communications

This Disclosure Policy also applies to electronic communications. Accordingly, officers and employees responsible for written and oral public disclosures, including Spokespersons, shall also be responsible for electronic communications. The Responsible Officer, or their nominee, is responsible for updating the "Investors" section of the Company's website and is responsible for monitoring all Company information placed on the Company's website to ensure that it is accurate and complete.

Investor relations material shall be contained within a separate section of the Company's website and shall include a notice that advises the reader that the information posted was believed to be accurate at

the time of posting, but that the Company will not, and specifically disclaims any duty to, update the information. Such investors relations material shall include, or shall include links to, all of the Company's "timely disclosure" documents issued and filed in accordance with applicable securities laws, any material that the Company has distributed to analysts and institutional investors and any other information deemed appropriate by the Responsible Officer.

All information posted to the website, including text and audio-visual material, shall show the date such information was posted. The Responsible Officer or their nominee shall maintain a log indicating the date that material information is posted or removed from the investor relations website. The minimum retention period for material corporate information on the website shall be two years after the date of its posting. Links from the Company's website to a third-party website must be approved by the Responsible Officer. Any such links should include a notice that advises the reader that they are leaving the Company's website and that the Company is not responsible for the contents of the other site. The Company's website shall contain contact information for the Responsible Officer.

Disclosure Record

The Responsible Officer shall maintain a disclosure record. This consists of a six-year file containing all public information about the Company available in respect of the Company, including continuous disclosure documents (including, without limitation, the Annual Report, the Annual Information Form, Notice and Management Information Circular, Quarterly Reports to Shareholders and Material Change Reports, if any), press releases issued by the Company and transcripts or digital recordings of conference calls.

Education and Enforcement

This Disclosure Policy shall be circulated to all directors, officers and employees of the Company and other persons to which this Disclosure Policy applies. This Disclosure Policy shall be posted on the Company's internal website. Responsible Officer shall endeavour to ensure that all employees are aware of the existence of the Disclosure Policy, its importance and the Company's expectation that employees shall comply with the Disclosure Policy.

Upon implementation by the Board, and on a periodic basis thereafter, all directors, officers and employees (including new directors and officers joining the Company or employees hired after implementation) may be requested to certify their compliance with this Disclosure Policy pursuant to the certificate attached as Schedule A hereto.

Any officer or employee who violates this Disclosure Policy may face disciplinary action up to and including termination of his or her employment with the Company without notice. The violation of this Disclosure Policy may also violate certain securities laws. If it appears that an officer or employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

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Should any person subject to this Disclosure Policy have any questions or wish information concerning the above, please contact the Disclosure Policy Administrator (who, at the date hereof, shall be the Responsible Officer).

This Disclosure Policy is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles, it is not intended to establish any legally binding obligations.

2. CODE OF BUSINESS CONDUCT AND ETHICS

PURPOSE OF THIS CODE

This Code of Business Conduct and Ethics (“Code”) is intended to document the principles of conduct and ethics to be followed by the employees, officers (including, without limitation, the Chief Executive Officer, Chief Financial Officer and other high ranking financial officers) and directors of FendX Technologies Inc. and its subsidiaries (collectively, the “Company”).

The purpose of the Code is to:

- Promote honest, transparent, and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Promote avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the securities regulators and in other public communications made by the Company;
- Promote compliance with applicable governmental laws, rules and regulations;
- Promote the prompt internal reporting to an appropriate person of violations of this Code;
- Promote accountability for adherence to this Code;
- Provide guidance to employees, officers and directors to help them recognize and deal with ethical issues;
- Provide mechanisms to report unethical conduct; and
- Help foster the Company’s longstanding culture of honesty, transparency, and accountability.
- Promote a progressive culture that fosters the wellbeing of all employees
- Promote a culture to maximize communication, information flow and overachievement

The Company will expect all its employees, officers and directors to comply and act in accordance, at all times, with the principles stated above and the more detailed provisions provided hereinafter. Violations of this Code by an employee or officer or director are grounds for disciplinary action up to and including immediate termination of employment, officership or directorship.

WORKPLACE

A Non-discriminatory Environment

The Company (and its subsidiaries and affiliates) fosters a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not discriminate against employees, officers, directors or potential employees, officers or directors on the basis of race, color, region, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal and provincial laws and regulations and, in addition, in accordance with the laws or regulations applicable in the jurisdiction where such employees, officers or directors are located. The Company will make reasonable accommodations for its employees in compliance with applicable laws and regulations. The Company is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action and will not tolerate discrimination by its employees and agents.

Harassment-Free Workplace

The Company will not tolerate harassment of its employees, customers or suppliers in any form.

Sexual Harassment

Sexual harassment is illegal and all employees, officers and directors are prohibited from engaging in any form of sexually harassing behaviour. Sexual harassment means unwelcome sexual conduct, either visual, verbal or physical, and may include, but is not limited to, unwanted sexual advances, unwanted touching and suggestive touching, language of a sexual nature, telling sexual jokes, innuendoes, suggestions, suggestive looks and displaying sexually suggestive visual materials.

Substance Abuse

The Company is committed to maintaining a safe and healthy work environment free of substance abuse. Drug and alcohol abuse are not permitted in the workplace. In order to maintain a safe work environment, individuals must not:

1. be under the influence or impaired by alcohol or drugs, including legal, illegal and prescribed drugs, while at work;
2. consume alcohol at work, unless sanctioned in advance by the Company; and
3. possess, use, distribute, or sell cannabis and all related derivatives, non-prescribed or illegal drugs and related drug paraphernalia at work.

Workplace Violence

The workplace must be free from violent behaviour. Threatening, intimidating or aggressive behaviour, as well as bullying, subjecting to ridicule or other similar behaviour toward fellow employees or others in the workplace will not be tolerated.

Employment of Family Members

Employment of more than one family member at a Company office or other premises is permissible but the direct supervision of one family member by another is not permitted unless otherwise authorized by the Chairperson of the Company's Audit Committee. Except for summer and co-op students, indirect supervision of a family member by another is also discouraged and requires the prior approval of the Chairperson of the Company's Audit Committee. If allowed, any personnel actions affecting that employee must also be reviewed and endorsed by the forenamed executive.

ENVIRONMENT, HEALTH AND SAFETY

Environment

The Company is committed to sound environmental management. It is the intent of the Company to conduct itself in partnership with the environment and community at large as a responsible and caring corporate citizen. The Company is committed to managing all phases of its business in a manner that minimizes any adverse effects of its operations on the environment.

Health and Safety

The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Employees must be aware of the safety issues and policies that affect their job, other employees and the community in general. Managers, upon learning of any circumstance affecting the health and safety of the workplace or the community, must act immediately to address the situation. Employees must immediately advise their managers of any workplace injury or any circumstance presenting a dangerous situation to them, other co-workers or the community in general, so that timely corrective action can be taken.

THIRD PARTY RELATIONSHIPS

Conflict of Interest

Employees, officers and directors are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and the interests of the Company. Employees must disclose promptly in writing possible conflicts of interest to their manager, or if the manager is involved in the conflict of interest, to the Chairperson of the Company's Audit Committee. Officers and directors should disclose, in writing, any perceived conflicts to the Chairperson of the Audit Committee.

Conflicts of interest arise where an individual's position or responsibilities with the Company present an opportunity for personal gain apart from the normal rewards of employment, officership or directorship, to the detriment of the Company. They also arise where a director's, officer's or employee's personal interests are inconsistent with those of the Company and create conflicting loyalties. Such conflicting loyalties can cause a director, officer or employee to give preference to personal interests in situations where corporate responsibilities should come first. Directors, officers and employees shall perform the responsibilities of their positions on the basis of what is in the best interests of the Company and free from the influence of personal considerations and relationships.

Directors, officers and employees shall not acquire any property, security or any business interest which they know that the Company is interested in acquiring. Moreover, based on such advance information, directors, officers and employees shall not acquire any property, security or business interests for speculation or investment.

Gifts and Entertainment

Employees, officers and directors or their immediate families shall not use their position with the Company to solicit any cash, gifts or free services from any Company customer, supplier or contractor for their or their immediate family's or friend's personal benefit. Gifts or entertainment from others should not be accepted if they could be reasonably considered to be extravagant for the employee, officer or director who receives it, or otherwise improperly influence the Company's business relationship with or create an obligation to a customer, supplier or contractor. The following are guidelines regarding gifts and entertainment:

- Nominal gifts and entertainment, such as logo items, pens, calendars, caps, shirts and mugs are acceptable.
- Reasonable invitations to business-related meetings, conventions, conferences or product training seminars may be accepted.

- Invitations to social, cultural or sporting events may be accepted if the cost is reasonable and your attendance serves a customary business purpose such as networking (e.g. meals, holiday parties and tickets).
- Invitations to golfing, fishing, sports events or similar trips that are usual and customary for your position within the Company and the industry and promote good working relationships with customers and suppliers may be accepted provided, in the case of employees, they are approved in advance by your manager.

Competitive Practices

The Company firmly believes that fair competition is fundamental to the continuation of the free enterprise system. The Company complies with and supports laws of all which prohibit restraints of trade, unfair practices, price fixing or abuse of economic power.

The Company will not enter into arrangements that unlawfully restrict its ability to compete with other businesses, or the ability of any other business organization to compete freely with the Company. The Company's policy also prohibits employees, officers and directors from entering into or discussing any unlawful arrangement or understanding that may result in unfair business practices or anticompetitive behaviour.

Supplier and Contractor Relationships

The Company selects its suppliers and contractors in a non-discriminatory manner based on the quality, price, service, delivery and supply of goods and services. Your decision must never be based on personal interests or the interests of family members or friends.

Employees must inform their managers, and officers and directors must inform the Chairperson of the Audit Committee, of any relationships that appear to create a conflict of interest.

Public Relations

The Company's Chief Executive Officer and Chairman are responsible for all public relations, including all contact with the media. Unless you are specifically authorized to represent the Company to the media, you may not respond to inquiries or requests for information. This includes newspapers, magazines, trade publications, radio, television, and social media as well as any other external sources requesting information about the Company. If the media contacts you about any topic, immediately refer the call to one of the above individuals.

Employees must be careful not to disclose confidential, personal or business information through public or casual discussions to the media or others.

Government Relations

Employees, officers and directors may participate in the political process as private citizens. It is important to separate personal political activity and the Company's political activities, if any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. The Company's political activities, if any, shall be subject to the overall direction of the Board. The Company will not reimburse employees for money or personal time contributed to political campaigns. In addition, employees may not work on behalf of a candidate's campaign while at work or at any time use the Company's facilities for that purpose unless approved by the Chairperson of the Audit Committee.

No employee or officer may offer improper payments when acting on behalf of the Company.

Company funds must not be used to make payment or provide anything of value, directly or indirectly (through agents or otherwise), in money, property, services or any other form to a government official, political party or candidate for political office in consideration for the recipient agreeing to:

1. exert influence to assist the Company in obtaining or retaining business or secure any advantage; or
2. commit any act in violation of a lawful duty or otherwise influence an official act.

If you are in doubt about the legitimacy of a payment that you have been requested to make, refer such situations to the Chairperson of the Audit Committee.

In addition, the Company, its employees, officers and directors are strictly prohibited from attempting to influence any person's testimony in any manner whatsoever in courts of justice or any administrative tribunals or other government bodies.

Directorship

Employees of the Company shall not act as directors or officers of any other corporate entity or organization, public or private, without the prior written approval of the Chief Executive Officer. Directorships or officerships with such entities will not be authorized if they are considered to be contrary to the interest of the Company. The Chief Executive Officer may provide authorizations for directorships/officerships that are necessary for business purposes or for directorships/officerships with charitable organizations or other entities that will further the Company's profile in the community.

LEGAL COMPLIANCE

Compliance with Laws, Rules and Regulations (including Insider Trading Laws and Timely disclosure)

Employees, officers, and directors are expected to comply in good faith at all times with all applicable laws, rules and regulations and behave in an ethical manner.

Employees, officers, and directors are required to comply with the Company's Insider Trading Procedures and all other policies and procedures applicable to them that are adopted by the Company from time to time.

Employees, officers, and directors must cooperate fully with those (including the Chief Financial Officer and the Corporate Secretary) responsible for preparing reports filed with the securities regulatory authorities and all other materials that are made available to the investing public to ensure those persons are aware in a timely manner of all information that is required to be disclosed. Employees, officers and directors should also cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

Senior officers of the Company must comply with the Company's Procedures on Timely Disclosure of Material Information and provide full, fair, accurate, understandable and timely disclosure in reports and documents filed with, or submitted to, securities regulatory authorities and other materials that are made available to the investing public.

INFORMATION AND RECORDS

Confidential and Proprietary Information and Trade Secrets

Employees, officers and directors may be exposed to certain information that is considered confidential by the Company or may be involved in the design or development of new procedures related to the business of the Company. All such information and procedures, whether or not the subject of copyright or patent, are the sole property of the Company. Employees shall not disclose confidential information to persons outside the Company, including family members, and should share it only with other employees who have a “need to know”.

Employees, officers and directors are responsible and accountable for safeguarding the Company documents and information to which they have direct or indirect access as a result of their employment, officership or directorship with the Company.

Financial Reporting and Records

The Company maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing our business and are crucial for meeting obligations to employees, customers, investors and others, as well as for compliance with regulatory, tax, financial reporting and other legal requirements. Employees, officers, and directors who make entries into business records or who issue regulatory or financial reports, have a responsibility to fairly present all information in a truthful, accurate and timely manner. No employee, officer or director shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Company.

Record Retention

The Company maintains all records in accordance with laws and regulations regarding retention of business records. The term “business records” covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Company prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Company is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

COMPANY ASSETS

Use of Company Property

The use of Company property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. The Company’s information, technology, intellectual property, buildings, land, equipment, machines, software and cash must be used only for business purposes except as provided by the Company policy or approved by your respective manager.

Destruction of Property and Theft

Employees, officers and directors shall not intentionally damage or destroy the property of the Company and others or commit theft.

Intellectual Property of Others

Employees, officers and directors may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner or its authorized agents. Software used in connection with the Company's business must be properly licensed and used only in accordance with that license.

Information Technology

The Company's information technology systems, including computers, e-mail, intranet and internet access, telephones and voice mail are the property of the Company and are to be used primarily for business purposes. The Company information technology systems may be used for minor or incidental personal messages provided that such use is kept at a minimum and is in compliance with Company policy.

Employees, officers and directors may not use the Company's information technology systems to:

- Allow others to gain access to the Company's information technology systems through the use of your password or other security codes;
- Send harassing, threatening or obscene messages;
- Send chain letters;
- Access the internet for inappropriate use;
- Send copyrighted documents that are not authorized for reproduction;
- Make personal or group solicitations unless authorized by a senior officer; or
- Conduct personal commercial business.

The Company may monitor the use of its information technology systems.

USING THIS CODE AND REPORTING VIOLATIONS

This Code forms part of the conditions of employment or engagement for all employees, officers and directors and it is the responsibility of all employees, officers and directors to understand and comply with this Code.

If you observe or become aware of an actual or potential violation of this Code or of any law or regulation, whether committed by the Company employees or by others associated with the Company, it is your responsibility to report the circumstances as outlined herein and to cooperate with any investigation by the Company. This Code is designed to provide an atmosphere of open communication for compliance issues and to ensure that employees acting in good faith have the means to report actual or potential violations.

For assistance with compliance matters and to report actual or potential compliance infractions, employees should contact their manager who will inform the Chairperson of the Audit Committee. If your manager is unable to resolve the issue or if you are uncomfortable discussing the issue with your manager, you should seek assistance from the Chairperson of the Audit Committee. You may also submit reports of violations to this Code in writing on a confidential basis to the Chairperson of the Audit Committee in an envelope labelled with a legend such as "To be opened by the Audit Committee only, being submitted pursuant to the Code of Business Conduct and Ethics". You may submit such confidential envelopes directly or via the Chief Financial Officer who shall pass it on forthwith to the Chairman of the Audit Committee.

Officers and directors who become aware of any violation to this Code should promptly report them to the Chairperson of the Audit Committee openly or confidentially (in the manner described above).

Following the receipt of any complaints submitted hereunder, the Audit Committee will investigate each matter so reported and take corrective disciplinary actions, if appropriate, up to and including termination of employment.

There will be no reprisals against employees, officers and directors for good faith reporting of compliance concerns or violations.

The Audit Committee will confidentially retain any complaints received hereunder for a period of seven years.

3. WHISTLEBLOWER POLICY

INTRODUCTION

FendX Technologies Inc. (the "Company") is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively "Accounting Concerns").

Pursuant to its charter, the Audit Committee (the "Committee") of the Board of Directors of Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Accounting Concerns relating to the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the "Policy").

For the purposes of this Policy, "Accounting Concerns" is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper. Examples would include:

- (a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- (b) violation of the Company's Code of Business Conduct and Ethics;
- (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) deficiencies in or noncompliance with the Company or any of its subsidiaries' internal policies and controls;
- (f) misrepresentation or a false statement by or to a director, officer or employee of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- (g) deviation from full and fair reporting of the Company's consolidated financial condition.

COMMUNICATION OF THE POLICY

To ensure that all directors, officers, employees, consultants and contractors of the Company are aware of the Policy, a copy of the Policy will be distributed to all directors, officers and employees. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers and employees will be provided with a copy of this Policy and will be educated about its importance.

REPORTING ALLEGED VIOLATIONS OR COMPLAINTS

Reporting Concerns

Any person with an Accounting Concern relating to the Company or any subsidiary of the Company may submit their concern to the Chairman of the Audit Committee (the "Chairman") of the Company in writing or by telephone as follows:

In Writing:	The Chairman of the Audit Committee c/o FendX Technologies Inc. 2010 Winston Park Dr., 2nd Floor Oakville, ON L6H 5R7
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Anonymity and Confidentiality

All submissions to the Chairman of the Audit Committee may be made and will be treated on a confidential and anonymous basis, save and except that all submissions regarding Accounting Concerns referred to in Section 1 (a) and (b) must identify the person making the submission.

NO ADVERSE CONSEQUENCES

A submission regarding an Accounting Concern may be made by an officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith an Accounting Concern or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Accounting Concern.

TREATMENT OF ACCOUNTING CONCERN SUBMISSIONS

Accounting Concerns will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel and the Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Accounting Concern.

Where possible and when determined to be appropriate by the Audit Committee notice of any such corrective measures will be given to the person who submitted the Accounting Concern.

RETENTION OF RECORDS

The Audit Committee shall retain all records relating to any Accounting Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

REVIEW OF POLICY

The Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Accounting Concerns.

QUERIES

If you have any questions about how this Policy should be followed in a particular case, please contact the Chairman of the Audit Committee or the Corporate Secretary of the Company.

4. POLICY ON PROCEDURES TO VERIFY SATISFACTION OF CANADIAN PROSPECTUS EXEMPTIONS IN PRIVATE PLACEMENTS

Section 1.9 of Companion Policy 45-106CP Prospectus Exemptions of the Canadian Securities Administrators (the "CP") states that when an issuer relies on a prospectus exemption to distribute its securities, it is the responsibility of the issuer to determine whether the terms and conditions of the prospectus exemption are met. The CP recommends that issuers adopt policies and procedures to enable the issuer to reasonably confirm that a subscriber in a private placement meets the conditions for a particular prospectus exemption.

The CP also recommends that an issuer have policies and procedures in place to confirm that employees, officers, directors, agents, finders or other intermediaries (whether registered or not) involved in a private placement understand the exemption being relied on, are able to describe the terms of the exemption to subscribers and know what information and documentation must be obtained from purchasers to confirm that the conditions of the exemption have been satisfied.

This Policy sets forth the Company's policies and procedures with respect to the above matters.

Private Placements made through a Registered Dealer

When the Company issues securities in a private placement through a registered dealer, the Company will obtain from the dealer representations in the applicable written agency, finder or similar agreement between the Company and the dealer to the effect that the dealer is duly registered and in connection with the private placement and the dealer has complied with all applicable Canadian securities laws. The CP notes that registered dealers are required, under applicable regulations, to establish that a prospectus exemption is available for their clients, in addition to complying with a dealer's other registration obligations. For trades through a registered dealer who has made such representations, the form attached as Exhibit I need not be completed.

Note that exempt market dealers or any other finders that are not registered dealers are not subject to the same securities law requirements as a registered dealer, including the requirement to establish that a prospectus exemption is available for their clients.

Private Placements not made through a Registered Dealer

When the Company issues securities in a private placement to "accredited investors" (as that term is defined in National Instrument 45-106 *Prospectus Exemptions*) and the trade is not made through a registered dealer, then a director, officer, employee or consultant of the Company must take the steps outlined in, and duly complete and execute, the "Confirmation of Subscriber Eligibility – Accredited Investors" form attached as Exhibit I to this Policy for each subscriber who seeks to rely on one of the categories of accredited investor set forth in the form.

Other Exemptions

With respect to taking reasonable steps to confirm that the conditions of other prospectus exemptions, including the "friends, family and business associates exemption", are satisfied, the Company will work with its legal counsel to ensure that sufficient representations, information and confirmations are contained in the applicable subscription agreement.

This Policy was adopted by the Board of Directors of the Company on October 19, 2021.

Exhibit I

Confirmation of Subscriber Eligibility – Accredited Investors

See attached.

FENDX TECHNOLOGIES INC. (the "Company")

CONFIRMATION OF SUBSCRIBER ELIGIBILITY – ACCREDITED INVESTORS

This form has been completed by the undersigned, who is a director, officer, employee or consultant of the Company, in respect of a proposed investment in securities of the Company by the prospective purchaser (the "**Purchaser**") set forth below in connection with the Company's proposed private placement of [units/shares] initiated in ● [month], 20● (the "**Private Placement**").

Name of Purchaser: _____

How was the Purchaser identified/previous relationship with the Company:

The Purchaser has indicated that s/he is purchasing as principal and satisfies the following category of "accredited investor" as defined in National Instrument 45-106 *Prospectus Exemptions* (the "**Instrument**") [**check the applicable category**]:

- an individual who, either alone or with a spouse, beneficially owns financial assets having an aggregate realizable value that, before taxes, but net of any related liabilities, exceeds \$1,000,000 (**j**);
- an individual who beneficially owns financial assets having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5,000,000 (**j.1**);
- an individual whose net income before taxes exceeded \$200,000 in each of the two most recent calendar years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of the two most recent calendar years and who, in either case, reasonably expects to exceed that net income level in the current calendar year (**k**);
- an individual who, either alone or with a spouse, has net assets of at least \$5,000,000 (**l**);
- a person, other than an individual or investment fund, that has net assets of at least \$5,000,000 as shown on its most recently prepared financial statements (**m**).

The category selected above is referred to herein as the "**Exemption**".

The undersigned confirms that s/he fully understands the terms and conditions of the Exemption under the Instrument. The detailed subscription agreement prepared for the Private Placement (the "**Subscription Agreement**"), which the undersigned has read and understands, includes definitions of "financial assets", "net assets", and "related liabilities" taken from the Instrument and reproduces related guidance contained in Companion Policy 45-106CP *Prospectus Exemptions* (the "**Policy**"). For ease of reference, the definitions of "financial assets", "net assets" and "related liabilities" are set out in the attached Schedule "A".

Section 1.9 of the Policy contains general guidance on steps the Company should take in order to reasonably confirm that a subscriber to the Private Placement meets the conditions for a particular prospectus exemption. Whether the types of steps taken by the Company are reasonable will depend on

the particular facts and circumstances of the Purchaser, the Private Placement and the exemption being relied on.

With respect to exemptions based on income or asset tests, which is relevant to the Exemption, the Policy states that the Company should ask questions about the Purchaser's net income, "financial assets" or "net assets", or ask other questions designed to elicit details about the Purchaser's financial circumstances. If the Company has concerns about the Purchaser's responses, the Company should make further inquiries about the Purchaser's financial circumstances. If the Company still questions the Purchaser's eligibility, the Company could ask to see documentation that independently confirms the Purchaser's claims.

The undersigned hereby confirms that **[check applicable box]**:

- 1. due to the pre-existing relationship between the Company and the Purchaser and the existing information the Company has with respect to the Purchaser's financial circumstances, which the Company reasonably believes to be accurate in all material respects, the undersigned is reasonably satisfied that the Purchaser understands the requirements of the Exemption and that the Purchaser in fact meets the criteria for the Exemption, and accordingly the undersigned has determined that no further action is required to be taken by the Company to confirm the Purchaser meets the criteria set out in the Exemption; OR
- 2. the undersigned spoke with the Purchaser by telephone/in person **[circle which applies]** on _____ **[insert date]** and asked the Purchaser questions relating to the Exemption and details of the financial circumstances of the Purchaser and his or her spouse, as applicable. The undersigned is reasonably satisfied that the Purchaser understands the requirements of the Exemption and that the Purchaser in fact meets the criteria for the Exemption.

If the undersigned selected item 2 immediately above, the undersigned further confirms that **[check applicable box]**:

- 3. the undersigned did not have any concerns about any responses provided by the Purchaser and, accordingly, the undersigned determined that it was not necessary or reasonable to request documentation from the Purchaser that independently confirms the Purchaser's representations; OR
- 4. before reaching the conclusion stated in item 2 immediately above, the undersigned obtained copies of the following documents from the Purchaser to independently confirm the Purchaser's claims (e.g., income tax returns, investment statements):

Dated _____.

Signature

Name and title

NOTE: This document should be kept by the Company for 8 years after completion of the distribution of securities to the Purchaser.

Schedule "A"**Definitions**

"**financial assets**" means (a) cash; (b) securities or (c) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of securities legislation. These financial assets are generally liquid or relatively easy to liquidate. The value of the Purchaser's personal residence or other real estate is not included in the calculations of financial assets.

"**net assets**" means all of the Purchaser's total assets minus all of the Purchaser's total liabilities. Accordingly, for the purposes of the net asset test, the calculation of total assets would include the value of the Purchaser's personal residence and the calculation of total liabilities would include the amount of any liability (such as a mortgage) in respect of the Purchaser's personal residence. The value attributed to assets should reasonably reflect their estimated fair value. Income tax should be considered a liability if the obligation to pay it is outstanding at the time of the distribution of the securities to the Purchaser.

"**related liabilities**" means (a) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets, or (b) liabilities that are secured by financial assets.

5. SOCIAL MEDIA POLICY

OVERVIEW AND PURPOSE

- 1.1 The Company (including, for the purposes of this Social Media Policy (this “**Policy**”), its affiliates) supports and acknowledges the use of social media as a communication tool. Use of social media sites such as Twitter, Facebook, YouTube, LinkedIn, Instagram, Snapchat and other websites (in any case, “**Social Media**”) is commonplace. This Policy governs the use of Social Media by the Company’s directors, officers, employees, consultants, contractors and any others who the Responsible Officer (as designated under the Company’s Disclosure Policy) determines from time to time should acknowledge and agree to be bound by the terms of this Policy (in any case, the “**Users**” and, individually, “**you**” or “**your**”).
- 1.2 This Policy is intended to provide Users with the information and guidance required to use Social Media responsibly and in the best interest of the Company and its affiliates. In general, Users should not be using Social Media regarding anything to do with the Company, unless specifically permitted to do so by the Responsible Officer. This Policy sets out the Company’s guidelines for Social Media use by Users, as well as additional provisions for those Users specifically permitted by the Responsible Officer to mention the Company on Social Media (“**Designated Users**”).
- 1.3 This Policy should be read in conjunction with the Company’s other corporate governance policies, including, but not limited to, the Disclosure Policy and the Code of Business Conduct and Ethics. Users are reminded to review the terms of all of the Company’s policies on a regular basis.

RESPONSIBLE PERSONAL USE

- 2.1 The following sections of the Policy set out guidelines and recommendations for using Social Media responsibly, safely, and in the best interest of the Company. These guidelines reflect the duty of loyalty every director, officer and employee owes the Company and are intended to add to, not contradict, limit or replace, the mandatory rules, policies and obligations set out in Section 3 of this Policy.
 - (a) **Personally Responsible.** You are personally responsible for the content you post on Social Media. The Company will not assume any liability or risk for your Social Media postings. Users are reminded that posting information on Social Media is public and permanent.
 - (b) **Personal Opinions.** You should ensure that your personal opinions are not attributed to the Company, including by avoiding the use of the Company’s trademarks, website, logos, email addresses and letterhead. At a minimum, if your accounts identify you as a director, officer, employee, consultant, contractor, affiliate or associate of the Company, or your postings mention the Company, then you should write in the first person and make it clear in your Social Media postings that you are speaking on your own behalf and not on behalf of the Company. The Company requests that accounts referencing the Company include a disclaimer such as: “The views and opinions expressed here are my own personal views and do not represent the positions, strategies or opinions of FendX Technologies Inc. or any of its affiliates”.

- (c) **Media Contacts.** If a member of the news media contacts you about the Company, please refer the person to the designated Company Spokespersons who are the only people permitted to speak to the media on behalf of the Company.
- (d) **Advise the Company of Positive and Negative Posts about the Company.** If you come across postings on Social Media mentioning the Company, whether positive or negative, please refer the postings to the Company Spokespersons so that the Company can determine whether a response is necessary or required. You are not authorized to respond to, address or comment on such postings. Designated Users should discuss whether to respond to, address, or comment on such postings with the Responsible Officer.
- (e) **Use Good Judgment.** Use good judgement about what you post and remember that anything you say can reflect on the Company by virtue of your relationship with the Company, even if you do include a disclaimer. The Company expects you to use good judgement and to conduct yourself appropriately and in a manner consistent with the Company's policies. Your statements have the potential to result in liability for you or the company. Anything you put in writing can be forwarded or shared with other parties on Social Media, either in whole or in part. Never put anything in an email or Social Media post that would make you uncomfortable if it were seen by other parties, would violate any of the Company's policies or could result in potential liability to you or the Company.
- (f) **Photos and Videos.** You should not post photos or videos that include images of the Company's facilities or offices, or of any people you work with, and you should not tag any people you work with in photos or use location-based sharing features without getting the prior consent of such people. If you wish to share such photos and videos, please submit them to the Responsible Officer first so that each photo or video can be vetted prior to disclosure. Sharing photos and videos increases the risk of selective disclosure or the disclosure of confidential information and therefore the Company believes these safeguards are reasonable and appropriate.
- (g) **Respect the Company's Intellectual Property and Confidential Information.** You should safeguard the Company's valuable trade secrets and other confidential information and intellectual property and not do anything to jeopardize them through your use of Social Media. Do not publish or report on conversations that are meant to be private or internal to the Company and do not comment on the business or affairs of the Company or its competitors. You should also not misappropriate or infringe on the intellectual property of other companies and individuals as this can create liability for both you and the Company. To protect Users and the Company against liability for copyright infringement, where appropriate, you should reference sources of particular information you post or upload and cite them accurately. It is generally good practice to link to others' work rather than copying it.
- (h) **Respect your Colleagues and other Company Stakeholders.** Do not post anything that others that work with the Company, or the Company's customers, contractors, investors, business partners, suppliers, vendors or other stakeholders could find

offensive, including, without limitation, racial or ethnic slurs, sexist or discriminatory comments, insults or obscenity.

- (i) **References.** You should never provide references or comments, either positive or negative, regarding people that work, or have worked, with or for the Company, or any of the Company's other business partners or stakeholders, on Social Media, without the prior consent of the Responsible Officer. These could be attributed to the Company and create legal liability for you and the Company.
- (j) **Privatize your Social Media.** Be aware of who can access your online information and adjust your privacy settings appropriately. Remember that content is not always secure, even if there are restricted access settings.
- (k) **Use your Best Judgement.** Remember that there are always consequences to what you publish on Social Media. If you are about to publish something that makes you even slightly uncomfortable, review the suggestions above and consider why you feel uncomfortable,. If you are still unsure and your post is related to the Company in any way, you should discuss it with the Responsible Officer. Ultimately, you have sole responsibility for what you publish on Social Media.

3. RESTRICTIONS ON SOCIAL MEDIA USE

3.1 This Section 3 sets out the mandatory rules, policies and obligations you must abide by under this Policy:

- (a) **Material Non-Public Company Information.** So long as the Company is a publicly traded company, the Company is subject to very strict laws and policies governing disclosure, including laws and policies which prohibit selective disclosure of certain information regarding the Company and laws which prohibit you from "tipping" material non-public information to others. The Company has procedures in place, including those set out in the Company's Disclosure Policy, for releasing material information so that it complies with these laws, ensuring that appropriate information is broadly and publicly disseminated by designated Company Spokespersons so that it is properly disclosed. You must never disclose, through Social Media or otherwise, material non-public information about the Company or information that is, or potentially is, proprietary, confidential, privileged in any way, or in any way sensitive. Examples of material non-public Company information include, without limitation, future business performance; results that have not been generally disclosed; and business plans, strategies or prospects. This includes statements about a current or upcoming quarter or future periods, or information about any joint ventures or other operations of the Company. This information cannot be disclosed to anyone, including friends, family, investors, analysts, members of the news media, or other third parties. You are directed to review the Company's Disclosure Policy and Insider Trading Policy for further policies on the appropriate dissemination of material information by the Company.
- (b) **Confidential Information.** You must never externally disclose, discuss, publish or share data or information about the Company or its customers, agents, employees, directors, corporate partners, investors, suppliers, contractors or vendors that would violate any

applicable laws or any of the Company's policies. You should direct any questions about what constitutes confidential information to the Responsible Officer.

- (c) **Permitted Engagement with the Company's Social Media Profiles.** If you are a follower of the Company on any Social Media, you are permitted to "like" the Company's content but are not permitted to add any comment or response unless first approved by the Responsible Officer. Designated Users may "like the Company's content or re-share it without amendment through their respective Social Media profiles.
- (d) **Negative Online Content.** If you are aware, or become aware, of any online content posted by any User that violates the Company's policies, including this Policy, please report it immediately to the Responsible Officer. If you wish to remain anonymous, you may also report such violations confidentially in accordance with reporting mechanisms outlined in the Company's Whistleblower Policy. If you become aware of content posted by third parties who are not Users, that disparages or reflects poorly on the Company, please do not respond or engage. Instead, please contact the Responsible Officer immediately.
- (e) **Defamatory Comments and Discriminatory, Harassing or Offensive Material.** You must not post defamatory comments about the Company or its business, employees, directors, officers, corporate partners, investors, suppliers, contractors, vendors or competitors. You are strictly prohibited from posting any sexually explicit or pornographic images or messages, ethnic slurs, racial epithets, or anything that may be construed as harassing, threatening or disparaging of any other person or group.
- (f) **Company Equipment and Company Time.** The Company recognizes that Users might occasionally desire to use Social Media for personal activities at the office or by means of the Company's computers, networks and other IT resources and communication systems. The Company authorizes such occasional use so long as it does not violate this Policy or any other Company policies and does not interfere with your job responsibilities or productivity.
- (g) **No Expectation of Privacy.** The Company reserves the right, and has the authority, to monitor and access any information stored on or passing through the Company's network. All contents of the Company's IT resources and communications systems are the property of the Company. Therefore, you should have no expectation of privacy whatsoever regarding any message, files, data, document, password, telephone conversation, Social Media post, conversation, or any other kind of information or communication transmitted to, received, or printed form, or stored or recorded on, the Company electronic IT information and communications systems.

You are expressly advised that, in order to prevent misuse, the Company reserves the right to monitor, intercept and review, without further notice, your activities using the Company's IT resources and communications systems, including, but not limited to, Social Media postings and activities, and by acknowledging and agreeing to the terms of this Policy, and your use of such resources and systems, you consent to such monitoring. This might include, without limitation, the monitoring, interception, accessing, recording, disclosing, inspecting, reviewing and printing of transactions, messages,

communications, postings, log-ins, recordings and other uses of the systems, as well as keystroke capturing and other network monitoring technologies. The Company may also store copies of such data or communications after they are created and deleted, and may delete such copies from time to time without notice. Do not use the Company's IT resources and communications systems for any matter that you intend to keep private or confidential from the Company.

The Company also reserves the right to monitor any online content which may result in liability for the Company or any of its officers or directors, whether such online content is posted using the Company's IT resources and communications systems, or not. You are advised that the Company will take such steps as are necessary, including monitoring of your Social Media, to protect the Company and its directors and officers from liability.

4. POLICY VIOLATIONS

4.1 Any inappropriate dissemination, publication, disclosure or sharing of information or data via Social Media in contravention of this Policy may result in legal consequences for both you and the Company, and disciplinary action, including the termination of your employment or other contract with the Company.

4.2 Should you become aware of a violation of this Policy, you should consult with the Responsible Officer. In addition, violations may be reported confidentially in accordance with the reporting mechanisms outlined in the Company's Whistleblower Policy.

ACKNOWLEDGEMENT OF RECEIPT AND REVIEW OF, AND AGREEMENT TO ABIDE BY, THE TERMS OF THIS SOCIAL MEDIA POLICY

I have received and read a copy of the Company's Social Media Policy (the "Policy") and understand its contents. I understand that the Company expressly reserves the right to change, modify or delete any of the provisions of the Policy without notice. I agree to abide by the terms of the Policy.

Print Name

Signature

Date