



GIVEX INFORMATION TECHNOLOGY GROUP LIMITED

DISCLOSURE POLICY

(Adopted and approved by the Board on November 30, 2021)

This Disclosure Policy (the “**Policy**”) sets out how employees, officers, directors and outside advisors of Givex Information Technology Group Limited (“**Givex**” or, the “**Corporation**”) will deal with the disclosure of information about Givex to persons outside the organization. The Board of Directors (the “**Board**”) of Givex has reviewed and approved this Policy. The Board has directed Givex’s management to advise them of material violations of this Policy. The Board intends to review the Policy annually with a view to making any amendments necessary to support achievement of the objectives set out in this Policy.

All information about Givex should be considered to be confidential and should only be disclosed in accordance with this Policy.

All of Givex’s employees, officers, directors and outside advisors must comply with this Policy. Although this Policy generally refers to “employees”, it also applies to Givex’s directors and outside advisors. An employee or officer who violates this Policy may face disciplinary action. This may include termination of his or her employment with Givex. Directors who violate this Policy may be asked to resign. Outside advisors who violate this Policy may have their engagement with Givex terminated. If a violation of this Policy involves a violation of securities laws or stock exchange requirements, Givex may refer the matter to the appropriate regulatory authorities.

1. OVERVIEW.

1.1. Disclosure Objectives.

This Policy has been developed to promote two principal objectives with respect to the disclosure of information relating to Givex:

- Timely, accurate and balanced public dissemination of material information about Givex in accordance with all applicable legal, regulatory and stock exchange requirements.
- Protection of Givex’s confidential information.

1.2. What type of Information is Subject to this Policy?

All information about Givex is subject to this Policy.

Employees should deal with all information about Givex as being confidential and should only disclose Givex information in accordance with this Policy. This Policy deals with our formal disclosure requirements such as annual and quarterly reports, prospectuses and news releases but also applies to the information that we post on our website and any information communicated electronically outside of Givex. It also extends to oral communications. For example, speeches by senior management, responses to media inquiries and statements made in meetings with analysts and investors must comply with this Policy.

2. WHEN DOES THIS POLICY APPLY?

This Policy applies whenever an employee, officer, director or advisor is providing information about Givex to anyone outside of the Givex organization. Information about Givex is, of course, routinely disclosed as a necessary part of carrying on business. The “necessary course of business” is discussed in Section 4.2 below. Where disclosure is not required as a necessary part of carrying on Givex’s business, it must not be disclosed either intentionally or inadvertently. Section 4.3 below sets out a number of safeguards employees and others should take in this regard.

Questions about whether particular information may be provided to anyone outside of the Givex organization should be referred to an employee’s immediate supervisor (as applicable) or to a member of the Disclosure Committee (described below).

When information is “material”, Givex is legally obliged to disclose it. However, the decision about whether information is material and what action should be taken so that the necessary disclosure will be made in accordance with all legal and stock exchange requirements must only be made by the Disclosure Committee. If an employee, officer, director or advisor becomes aware of information that he or she thinks may be considered material, a member of the Disclosure Committee should be advised immediately so that a proper determination can be made as to whether the information should be publicly disclosed.

3. HOW GIVEX DEALS WITH DISCLOSURE OF MATERIAL INFORMATION.

3.1. Disclosure Committee.

The Board has established a Disclosure Committee consisting of the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”). The Disclosure Committee is responsible for overseeing Givex’s compliance with regulatory disclosure requirements and for overseeing its disclosure practices. The Disclosure Committee has the authority to seek the advice of outside counsel as necessary.

The Disclosure Committee will determine when developments justify public disclosure and will meet as conditions dictate. **It is essential that the Disclosure Committee be fully apprised of all material corporate developments to be able to determine whether there is information that should be publicly disclosed and the appropriate timing for release of that information. In some cases, the Disclosure Committee may determine that the information should remain confidential. In that case, it will determine how that information will be controlled so that it is not inadvertently released.**

3.2. Designated Spokespersons.

Givex designates a limited number of spokespersons responsible for communication with the media, investors and analysts. The CEO and CFO are the official spokespersons for Givex. Individuals holding these offices may, from time to time, designate others within Givex to speak on behalf of Givex or to respond to specific inquiries from the investment community or the media.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson. All such inquiries shall be referred to the CFO.

The CFO is also responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries.

3.3. Principles of Disclosure of Material Information.

In complying with the requirement to disclose forthwith all material information under applicable laws and stock exchange rules, Givex will adhere to the following basic disclosure rules:

- A. Material information will be publicly disclosed immediately, unless the Disclosure Committee determines that immediate disclosure would be unduly detrimental to Givex.
- B. The Board and/or certain of the committees of the Board will review and authorize certain public disclosure prior to its release, including: (i) the Disclosure Committee will review all material disclosure documents prior to their release or filing; and (ii) the Audit Committee of the Board will review Givex's annual and interim financial statements and related financial reporting, including management's discussion and analysis ("MD&A") and financial news releases, and Givex's annual information form prior to their release or filing.
- C. There may be circumstances in which the Disclosure Committee determines that immediate disclosure of undisclosed material information would be unduly detrimental to Givex. This may occur, for example, if disclosure would prejudice negotiations in a corporate transaction. When this occurs, the information will be kept confidential until the Disclosure Committee determines that it is appropriate to publicly release it. In this case, the Disclosure Committee will cause a confidential material change report to be filed with the applicable securities regulators and will periodically (at least every 10 days) review its decision to keep the information confidential (see "Rumours" below).
- D. Disclosure must include any information the omission of which would make the rest of the disclosure misleading (half truths are misleading).

- E. Unfavourable material information must be disclosed as promptly and completely as favourable information.
- F. There must be no selective disclosure. Previously undisclosed material information must not be disclosed to certain individuals (for example, in an interview with an analyst or in a telephone conversation with a major shareholder). If previously undisclosed material information has been inadvertently disclosed to an analyst or any other person, such information must be generally disclosed immediately via news release.
- G. Disclosure must be updated if earlier disclosure has become misleading as a result of intervening events.
- H. Disclosure must be corrected immediately if Givex learns that earlier disclosure contained a material error at the time it was made.
- I. Disclosure should be consistent among the entire audience, including the investment community, the media, customers and employees.
- J. Disclosure on Givex's website alone does not constitute adequate disclosure of material information.

3.4. News Releases.

Once the Disclosure Committee determines that a development is material, it will authorize the issuance of a news release, unless the Disclosure Committee determines that such developments must remain confidential for the time being and appropriate control of that information is instituted. Should a material oral statement inadvertently be made in a selective forum, Givex will immediately issue a news release in order to fully publicly disclose that information.

News releases containing earnings guidance and financial results will be reviewed and approved by the Audit Committee and the Board prior to issuance. Financial results will be publicly released immediately following Audit Committee and Board approval of the MD&A, financial statements and notes, and before the release of such financial statements.

If the Toronto Stock Exchange ("TSX") is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to its market surveillance division to enable a trading halt, if the TSX deems this to be necessary. If a news release announcing material information is issued outside of trading hours, the TSX must be notified promptly and in any event before the market opens.

News releases, including those relating to earnings announcements, will be disseminated through a news wire service that provides national and simultaneous service. News releases will be transmitted to all stock exchange members, relevant regulatory bodies, major national financial media and the local media in areas where the Corporation has its headquarters and where it has its operations.

News releases will be posted on Givex's website immediately after confirmation of dissemination of the news wire. The website will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

4. CONFIDENTIAL INFORMATION.

4.1. What Is Confidential Information.

Employees should treat all information about Givex as confidential. Unless the information in question is already in the public domain, employees should assume that they may not disclose the information except as permitted by this Policy. In some cases, information about Givex may be considered to be particularly sensitive. If that is the case, employees may be advised about any special precautions that should be taken with respect to that information in addition to the precautions described in this Policy.

4.2. Information Disclosed in the Necessary Course of Business.

In certain circumstances, employees will need to disclose information about Givex in the “necessary course of business”, for example to Givex’s suppliers. This Policy is not intended to prevent disclosure of information to individuals outside of the Givex organization that would normally be made in the course of Givex’s day to day operations. Employees should ensure that disclosure of confidential information is only made to recipients who legitimately need to know the information in connection with their duties and that such disclosure is limited to what they need to know.

4.3. Protecting Givex’s Confidential Information.

In order to prevent the misuse or inadvertent disclosure of confidential information, the procedures set forth below should be observed at all times:

- Documents and files containing confidential information should be kept in a safe place, with access restricted to individuals who “need to know” that information in the necessary course of business.
- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- Confidential documents should not be read in public places, left unattended in conference rooms, left behind when a meeting is over or discarded where they can be retrieved by others. Similarly, employees should not leave confidential information at their homes where it can be accessed by others.
- Transmission of documents via electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions. In some cases, where information is considered particularly sensitive, employees may be asked to restrict access to confidential electronic data through the use of passwords.
- Unnecessary copying of confidential documents should be avoided and extra copies of confidential documents should be shredded or otherwise destroyed.
- All proprietary information, including computer programs and other records, remain the property of Givex as applicable, and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with the prior permission of the CFO.
- Communication by e-mail leaves a physical track of its passage that may be subject to later decryption attempts. All confidential information being transmitted over the Internet must

be secured by the strongest encryption and validation methods available. Where possible, employees may be asked to avoid using e-mail to transmit confidential information that is considered particularly sensitive.

5. MATERIAL INFORMATION.

5.1. Significance of Material Information.

If information about Givex is “material”, then it must be publicly disclosed in accordance with Givex’s obligations as a public company. While there is an obligation to disclose this information immediately, there will necessarily be a period of time when Givex is preparing to make this disclosure within which certain people at Givex have knowledge of such information. These people are in possession of “material undisclosed information”. This creates the potential for insider trading, tipping and selective disclosure. These activities are damaging both for the individuals involved and for Givex and are strictly prohibited under this Policy and under Givex’s Insider Trading Policy, described below.

5.2. What Is Material Information?

“Material Information” consists of both “material facts” and “material changes”. A “material fact” means a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of Givex. A “material change” means a change in the business, operations or capital of Givex that would reasonably be expected to have a significant effect on the market price or value of any of the securities of Givex and includes a decision to implement such a change if such a decision is made by the Board or by the executive management of Givex who believe that confirmation of the decision by the Board is probable.

Although not intended to be a comprehensive list, the following are examples of information that could be material, depending on scale and magnitude:

Changes in corporate structure

- changes in share ownership that may affect control of Givex;
- changes in corporate structure such as major reorganizations, amalgamations, or mergers;
- take-over bids, issuer bids, or insider bids.

Changes in capital structure

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

Changes in financial results

- a significant increase or decrease in near-term earnings prospects;
- unexpected changes in the financial results for any period;

- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs;
- significant changes in the value or composition of Givex's assets;
- any material change in Givex's accounting policies.

Changes in business and operations

- any development that affects Givex's resources, technology, products or markets;
- a significant change in capital investment plans or corporate objectives;
- major labour disputes or disputes with major contractors or suppliers;
- significant new contracts, products, patents, or services or significant losses of contracts or business;
- changes to the Board or executive management;
- the commencement of, or developments in, material legal proceedings;
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees;
- any notice that reliance on a prior audit is no longer permissible;
- de-listing of Givex's securities or their movement from one quotation system or exchange to another.

Acquisitions and dispositions

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

Changes in credit arrangements

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

Other

- any other developments relating to the business and affairs of Givex that would reasonably be expected to significantly affect the market price or value of any of Givex's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

Material information about Givex should be considered to be non-public unless it has been generally disclosed to the public in Canada and there is a certainty that it is publicly available. As a general rule, information will be considered public one full trading day after its broad dissemination.

5.3. Insider Trading.

Insider trading occurs when anyone with knowledge of material information affecting a public company that has not been publicly disclosed buys or sells securities of that company. It is both improper and illegal. It constitutes a violation of this Policy and securities legislation.

The Corporation has adopted a policy relating to trading in securities of Givex by insiders (the “**Insider Trading Policy**”), a copy of which has been provided to you. Some parts of the Insider Trading Policy apply only to “insiders”, which includes directors and officers. For example, insiders are required by law to file insider trading reports. In addition, to protect Givex’s reputation and avoid the appearance of impropriety, insiders are required to pre-clear all proposed trades in securities of Givex with one of the Chief Executive Officer or Chief Financial Officer.

Employees and others who are subject to the Insider Trading Policy must understand that even if they are not considered “insiders”, they will be violating the Insider Trading Policy and committing an illegal act if they buy or sell securities of Givex while they are in possession of material-undisclosed information. If there is any doubt about whether an employee is permitted to buy or sell securities of Givex under this Policy, the employee should speak with a member of the Disclosure Committee. It is also important to note that all employees are subject to quarterly blackout periods when financial statements are being prepared but results have not yet been publicly disclosed. Quarterly trading blackouts will commence on the end of the quarter or annual fiscal period and end on the second day following the issuance of a news release disclosing quarterly or annual financial results.

Blackout periods may also be established from time to time by the Disclosure Committee when special circumstances that could give rise to material undisclosed information exist. All parties with knowledge of these special circumstances should be covered by the blackout. These parties may include employees who are not considered “insiders” of Givex as well as legal counsel, investment bankers, investor relations consultants, other professional advisors and other parties to material potential transactions. The Disclosure Committee may, in appropriate circumstances; give permission to trade securities of Givex during a blackout period.

5.4. Tipping.

“Tipping” occurs when someone in possession of material undisclosed information passes that information on to someone else (other than in the “necessary course of business”). It is both improper and illegal. It constitutes a violation of this Policy and securities legislation.

If an employee must disclose material undisclosed information to someone outside the Givex organization who does not already have that information, the recipient of such information must be told not to divulge such information to anyone else, other than in the necessary course of business, and that he or she may not trade in securities of Givex until the information is generally disclosed.

5.5. Selective Disclosure.

“Selective disclosure” occurs when directors, officers or employees disclose material corporate information to select groups of individuals, such as analysts or institutional investors, that has not been generally disclosed to the public. Such disclosure includes, for example, when corporate officers discuss corporate affairs during closed conference calls with analysts, discuss corporate affairs on a one-on-one basis with analysts or provide material to large investors which is not publicly released. Selective disclosure is both improper and illegal. It constitutes a violation of this Policy and securities legislation. If material information is disclosed in a non-public manner, the information must be disclosed generally through a news release immediately.

The following sets out steps that Givex takes in order to prevent making inadvertent selective disclosure:

(a) Conference Calls

Givex holds periodic conference calls with members of the investment community to discuss financial and operating results, including for quarterly and annual earnings. Givex announces the date and time of the conference call on its website and by press release and the conference call may be broadcast simultaneously via webcast over the Internet. The media and individual investors may call a toll-free number (or access the webcast over the Internet) and listen to the call on a real-time basis. A tape recording of the conference call is made available for a period of one month following the call on either a toll-free number or an archived audio webcast on the Internet, for anyone interested in listening to a replay. A debriefing is held after the conference call and if such debriefing uncovers selective disclosure of previously undisclosed material information, Givex will immediately disclose such information generally via news release.

(b) Quiet Periods

In order to avoid the potential for selective disclosure or even the appearance of selective disclosure, Givex observes a quarterly quiet period during which no meetings or telephone contacts with analysts and investors will be initiated and no earnings guidance will be provided. Communications will be limited to responding to inquiries concerning publicly available or non-material information. The quiet period generally commences on the fifteenth (15th) day prior to the release of quarterly or annual financial results and ends two trading days after the issuance of a news release disclosing quarterly or annual financial results.

6. COMMUNICATIONS WITH ANALYSTS AND INVESTORS.

6.1. Contacts with Analysts and Investors.

Givex recognizes that analysts are important conduits for disseminating information to the investing public and that analysts play a key role in interpreting and clarifying existing public data and in providing investors with background information and details that cannot practically be put in public documents. Givex will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy. Givex will provide the same information that has been provided to analysts to individual investors who request it. Where practicable, more than one representative of Givex will be present at all individual and group meetings with analysts and investors. Spokespersons will keep notes of telephone conversations with analysts and investors.

However, Givex recognizes that analyst disclosure does not constitute adequate disclosure of information considered to be material non-public information. If material information is to be announced at an analyst or shareholder meeting or a press conference, its announcement must be coordinated with a general public announcement via news release.

6.2. Reviewing Analyst Draft Reports and Models and Providing Guidance.

It is Givex's policy to review, upon request, analysts' draft research reports or models. If requested, Givex will only review the report or model for the purpose of correcting factual errors based on publicly available information. It is Givex's policy not to give comfort or guidance when analysts inquire with respect to the earnings and/or cash flow estimates of Givex. Givex will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with any analyst's financial models or earnings estimates.

If Givex has determined that it will be reporting results materially below or above publicly held expectations, it may decide to disclose this information in a news release to enable discussion without risk of selective disclosure (see “Forward-Looking Information” below).

Givex regards analyst reports as proprietary information belonging to the analyst’s firm. Recirculating a report by an analyst may be viewed as an endorsement by Givex of the report. For these reasons, Givex will not provide analyst reports through any means to persons outside of Givex.

7. OTHER TYPES OF INFORMATION.

7.1. Rumours.

So long as it is clear that Givex is not the source of the market rumour, Givex does not comment, affirmatively or negatively, on rumours. This applies to rumours on the Internet. Givex’s spokespersons will respond consistently to those rumours saying: “It is our policy not to comment on market rumours or speculation.” Should the TSX request that Givex make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Disclosure Committee will consider the matter and decide whether to make a Policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and Givex will immediately issue a news release disclosing the relevant material information.

7.2. Forward-Looking Information.

If Givex discloses forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- If the forward-looking information is material, it will be disseminated in accordance with Section 5 above.
- The information will be clearly identified as forward-looking.
- Givex will identify the material assumptions used in the preparation of the forward-looking information.
- The information will be accompanied by a statement that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement.
- The information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome.
- The information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date, and Givex disclaims any intention to update or revise this statement of forward-looking information, whether as a result of new information, future events or otherwise.

Once disclosed, Givex’s practice for updating forward-looking information will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks, and ensure that past disclosure of forward-looking information is accurately reflected in current MD&A.

7.3. Electronic Communications.

This Policy also applies to electronic communications. Accordingly, officers and personnel responsible for written public disclosures shall also be responsible for electronic communications. The CFO is responsible for updating the “Investor Relations” section of the Corporation’s website and is responsible for monitoring all corporate information placed on the website to ensure that it is accurate, complete and up-to- date. Any material changes in information must be updated immediately.

Although the Corporation views electronic communications as an extension of its formal disclosure record, it recognizes that disclosure on Givex’s website does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on its website will be coordinated with a news release.

All continuous disclosure documents will be provided in the Investor Relations section of the Corporation’s website. All supplemental information, including presentation materials, provided to analysts, institutional investors and other market professionals, will be posted on the Investor Relations section of the website. All information posted, including text and audiovisual material, will show the date the material was issued. Any material changes in information must be updated immediately, following the issuance of a news release. The website will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosure. The minimum retention period for material corporate information posted on the website shall be one year. Information contained on the Investor Relations section of the website will be archived when it is no longer current.

The CFO will maintain a log indicating the date that material information is posted and removed from the Investor Relations section of the website.

The CFO must approve all links from Givex’s website to third party websites. The website will include a notice that advises readers that Givex is not responsible for the contents of other linked sites.

The CFO will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with this Policy shall be used to respond to electronic inquiries.

Employees are prohibited from participating in Internet chat room or newsgroup discussions on matters pertaining to the Corporation’s activities or its securities. Employees who encounter a discussion pertaining to the Corporation should advise the CFO immediately, so the discussion may be monitored.

8. GIVEX’S DISCLOSURE RECORD.

8.1. Continuous Disclosure Record.

As a public entity, the Corporation must provide certain information to its shareholders, to securities regulators and to the TSX on a regular basis.

The CEO and CFO are ultimately responsible for Givex’s public disclosure. They have supervised the design of disclosure controls and procedures in connection with creation of that disclosure. The Disclosure Committee is responsible for the implementation of these controls and procedures.

It is important that all Givex employees make known to the Disclosure Committee material information relating to the Corporation or any of its subsidiaries. Employees must provide that information to the Disclosure Committee as soon as they become aware that it is, or may be, material so that the Disclosure Committee can take steps to disclose material information within the time periods specified under applicable securities legislation and by the TSX. This applies throughout the year, but is particularly critical

when annual or quarterly financial statements and MD&A or Givex's annual information form are being prepared.

Employees will be asked to provide certain information and to review and confirm other information to be included in this disclosure. In addition, any other document publicly filed by Givex, such as press releases and material change reports, must also be accurate and not misleading and must present all information that may be material to an investor deciding whether or not to purchase securities of the Corporation.

8.2. Maintaining the Record.

Givex will maintain a file containing all public information about Givex, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls and newspaper articles.

News releases shall be kept for a period of two years and quarterly and annual reports for five years.

9. IMPLICATIONS OF VIOLATING THIS POLICY.

All of the Corporation's employees, officers, directors and outside advisors must comply with this Policy. Although this Policy generally refers to "employees.", it also applies to Givex's directors and outside advisors. An employee or officer who violates this Policy may face disciplinary action. This may include termination of his or her employment with Givex. Directors who violate this Policy may be asked to resign. Outside advisors who violate this Policy may have their engagement with Givex terminated. If a violation of this Policy involves a violation of securities laws or stock exchange requirements, Givex may refer the matter to the appropriate regulatory authorities.

The Corporation's employees, officers, directors and outside advisors will be advised of this Policy and the importance that the Corporation attaches to compliance with this Policy.