

E-TECH RESOURCES LTD.

DISCLOSURE and INSIDER TRADING POLICY (adopted by BoD October 15, 2021)

DISCLOSURE POLICY

1.0 Objective and Scope

1.1 The objectives of this disclosure policy ("Policy") are to:

- (a) ensure that communications with the investing public about E-Tech Resources Limited (the "Corporation") are timely, factual and accurate and broadly disseminated in accordance with all applicable legal and regulatory requirements;
- (b) document the disclosure policies and procedures to be followed to ensure compliance with applicable securities laws, regulations and stock exchange rules;
- (c) prevent the selective disclosure of Undisclosed Material Information (as defined in this Policy) to analysts, institutional investors, market professionals and others;
- (d) raise awareness of the Corporation's approach to disclosure among the board of directors of the Corporation ("Board"), senior management, employees and consultants of the Corporation; and
- (e) ensure that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information.

1.2 This Policy extends to all directors, officers, employees and consultants of the Corporation, those authorized to speak on the Corporation's behalf and other insiders of the Corporation.

1.3 This Policy covers:

- (a) disclosure in documents filed with securities regulators (including stock exchanges);
- (b) financial and non-financial disclosure, including management's discussion and analysis ("MD&A") and written statements made in the Corporation's annual and quarterly reports;
- (c) news releases;
- (d) letters to shareholders;
- (e) presentations by senior management; and
- (f) information contained on the Corporation's website and other electronic communications.

1.4 This Policy also extends to oral statements made in:

- (a) meetings and telephone conversations with analysts and investors;
- (b) interviews with the media;
- (c) presentations and speeches;
- (d) press conferences; and
- (e) conference calls and webcasts.

2.0 Committee Oversight

2.1 The Board has delegated to the Disclosure Policy Committee (the "Committee") responsibility for all regulatory disclosure requirements and for overseeing the Corporation's disclosure practices. The Committee is made up of the President and CEO, CFO, and _____ and such other persons as may be designated by the Board.

- (c) disclosure must be factual and balanced and unfavourable information must be disclosed as promptly and completely as favourable information;
- (d) there must not be selective disclosure. Material Information disclosed to one or more individuals must also be disclosed to the investing public;
- (e) if Undisclosed Material Information is inadvertently disclosed (eg. in an investor meeting or during a telephone conversation with an analyst), this information must be broadly disclosed immediately via news release and the Corporation will contact the relevant market surveillance authority to discuss whether a trading halt is necessary;
- (f) disclosure should be consistent among all audiences, including the investment community, the media, investors and employees;
- (g) disclosure on the Corporation's website alone does not constitute adequate disclosure of Material Information; and
- (h) disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure contained a misrepresentation or material error at the time it was given.

4.0 Maintaining Confidentiality

- 4.1 Any person subject to this Policy privy to Material Information that has not been generally disclosed ("**Undisclosed Material Information**") is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made in limit access to Undisclosed Material Information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.
- 4.2 Undisclosed Material Information shall not be disclosed to anyone except in the "*necessary course of business*". If Undisclosed Material Information has been disclosed in the "*necessary course of business*", anyone so informed must clearly understand that it is to be kept confidential and that they may not trade in the Corporation's securities until the information is publicly disclosed, and, in appropriate circumstances, execute a confidentiality agreement. When in doubt, all persons to whom this Policy applies must consult with the CEO or CFO to determine whether disclosure in a particular circumstance is in the "*necessary course of business*". For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media will not generally be considered to be in the "*necessary course of business*".
- 4.3 To prevent the misuse or inadvertent disclosure of Material Information, the following procedures should be observed at all times:
 - (a) 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;
 - (b) confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
 - (c) confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
 - (d) insiders, employees and consultants must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
 - (e) transmission of documents by electronic means, such as by fax, e-mail 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;
 - (f) unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed when no longer required; and
 - (g) access to confidential electronic data should be restricted through the use of passwords.

5.0 Designated Spokespersons

may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the website for others to view.

- 7.3 A live replay of the conference call will be made available for a minimum of seven days and an archived audio webcast and/or text transcript will be made available on the Corporation's website for a minimum of 30 days.
- 7.4 If determined necessary by the Committee, a debriefing will be held after these conference calls and if it is determined that selective disclosure of Undisclosed Material Information has occurred, the Corporation will immediately disclose the Material Information broadly via news release and the Corporation will contact the relevant market surveillance authority to request a trading halt pending release.

8.0 Rumours

- 8.1 The Corporation does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Corporation's spokespersons will respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation".
- 8.2 Should a stock exchange or market surveillance authority request that the Corporation make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Committee will consider the matter and make a recommendation to the Committee as to the nature and context of any response. If the rumour is true in whole or in part, this may be evidence of a leak, and the Corporation will immediately issue a news release disclosing the relevant Material Information.

9.0 Contacts with Analysts, Investors and the Media

- 9.1 Disclosure in individual or group meetings does not constitute adequate disclosure of Material Information. If the Corporation intends to discuss Material Information at an analyst or shareholder meeting or a press conference or conference call, the discussion must be preceded by a news release announcing the Material Information.
- 9.2 The Corporation recognizes that meetings with analysts and significant investors are an important element of its investor relations program. The Corporation will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with the Policy. All analyses will receive fair treatment regardless of whether they are recommending buying or selling the Corporation's securities.
- 9.3 The Corporation will provide only non-material information through individual and group meetings, in addition to publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in Material Information. The Corporation cannot alter the materiality of information by breaking down the information into smaller, non-material components.

10.0 Reviewing Analyst Reports and Financial Models

- 10.1 Upon request, the Corporation may review analysts' draft research reports or financial models for factual accuracy based on publicly disclosed information. When reviewing analysts' reports or models, the Corporation will limit its comments to identifying factual information that has been generally disclosed that may affect an analyst's report or model and to pointing out inaccuracies or omissions with respect to factual information that has been generally disclosed. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates.

11.0 Providing Guidance

14.0 Responsibility for Electronic Communications

- 14.1 This Policy applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures are also responsible for electronic communications.
- 14.2 The Corporation is responsible to designate an individual responsible for updating the investor relations section of the Corporation's website. The Committee has designated the _____ for this task.
- 14.3 Disclosure on the Corporation's website alone does not constitute adequate disclosure of information that is considered Undisclosed Material Information. Any disclosures of Material Information on the website will be preceded by the issuance of a news release.
- 14.4 All Press Releases and quarterly financial disclosure and a direction that further documents regarding the Corporation have been filed by the Corporation on SEDAR will be provided in the Investor Relations section of the Corporation's website. The Corporation may also post non-Material Information given to analysts, institutional investors and other market professionals, such as fact sheets, slides of investors presentations and materials distributed at analyst and industry conferences. All information posted, including text and audiovisual material, will show the date the material was issued. 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 disclosures.
- 14.5 Information contained on the website must be removed or updated when it is no longer current. Inaccurate information must be removed from the website and a correction must be posted.
- 14.6 The website will contain an email link to one or more investor relations contacts for the Corporation to facilitate communications with investors. The Committee will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with the Policy shall be used to respond to electronic inquiries.
- 14.7 In accordance with this Policy, all persons subject to this Policy are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Corporation's activities or its securities.

15.0 Communication, Education and Enforcement

- 15.1 New directors, officers, employees, spokespersons, consultants and insiders will be provided with a copy of this Policy and educated about its importance. All persons subject to this Policy are encouraged to review it periodically. Questions concerning this Policy should be directed to the Committee.
- 15.2 This Policy will be communicated to all directors, officers, employees, spokespersons, consultants and insiders.
- 15.3 Any person who violates this Policy or the Corporation's Insider Trading Policy may face disciplinary action up to and including termination of employment or position with the Corporation without notice. The violation of this Policy and/or the Insider Trading Policy may also violate certain securities laws, which could expose directors, officers, consultants or employees to personal liability. If it appears that an employee may have violated such securities laws, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.

Confidentiality of Non-public Information

- 16.6 Non-public information (including Undisclosed Material Information) relating to the Corporation is the property of the Corporation and the unauthorized disclosure of such information is forbidden. Care must be taken by all who have access to such information to prevent the unauthorized access to such information. Non-public information must not be discussed in situations where it could be overheard.

No Tipping

- 16.7 No Insider shall communicate Undisclosed Material Information with respect to the Corporation to any other person, including family members, neighbours, friends or acquaintances, nor shall any Insider make recommendations or express opinions on the basis of Undisclosed Material Information for the purpose of or in the context of trading in the Corporation's securities.

No Trading on Undisclosed Material Information

- 16.8 No Insider (or spouse or relative of an Insider who lives at the same address) shall engage in any transaction involving a purchase or sale of the Corporation's securities with knowledge of any Undisclosed Material Information concerning the Corporation.
- 16.9 This restriction applies during any period commencing with the date that the Insider first possesses Undisclosed Material Information concerning the Corporation, and ending one full trading day following the public disclosure by the Corporation of such information, or at such time as such non-public information no longer constitutes Material Information. The term "trading day" means a day on which the stock exchange on which the Corporation's securities are traded is open for trading.

No Hedging

- 16.10 Directors and officers are prohibited from entering into financial instruments that are designed to hedge or offset any decrease in the market value of the Corporation's equity securities that are held directly or indirectly by them or granted as compensation to them. Such prohibited financial instruments with respect to the Corporation's equity securities include prepaid variable forward contracts, equity swaps, collars, put or call options, and similar financial instruments.

Trading Blackout Periods

- 16.11 From time to time certain Insiders may be asked by the Corporation not to trade in securities of the Corporation (or exercise their options) during certain periods of time ("**Trading Blackout Periods**"). The Committee will determine when a Trading Blackout Period is to begin and end. The Committee on behalf of the Corporation will circulate a memorandum by email to all such Insiders announcing the beginning of each Trading Blackout Period and request a return email acknowledging receipt. A second email will be circulated by the Committee announcing the end of the Trading Blackout Period. Insiders who are notified of a Trading Blackout Period shall not trade in securities of the Corporation during such Trading Blackout Period.
- 16.12 Further to Section 13 above, it is recommended that when the Company begins earning revenue, the Committee establish regular Trading Blackout Periods around financial quarter ends and year ends and the time financial results are released. The start date and duration of the Trading Blackout Period(s) are to be determined by the Committee and may change for quarterly to annual reporting periods and be supplemented by ad hoc Trading Blackout Periods as the Committee shall decide.