



TRADING POLICY

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I. INTRODUCTION AND PURPOSE

It is illegal under the securities laws or regulations of Canada and other jurisdictions to trade in shares and other securities while in possession of privileged or undisclosed information and to communicate such information to others who you would expect to trade in such shares or securities. The prohibited activities are often called “insider trading” and “tipping.” The rules and procedures outlined in this trading policy (the “**Policy**”) have been implemented in order to prevent improper trading in the securities of GURU Organic Energy Corp. (together with its direct and indirect subsidiaries, “**GURU**” or the “**Company**”) and the improper communication of privileged or undisclosed material information by GURU’s employees, managers, executive officers and directors (the “**GURU Personnel**”). In addition, this Policy is aimed at preventing GURU Personnel from engaging in activities that, although not illegal, may expose them or the Company to potential reputational risk.

The Chief Financial Officer is responsible for this Policy (the “**Trading Officer**”).

II. DEFINITIONS

“**Designated Insider**” means GURU Personnel that the Company has designated as a person who is subject to certain trading restrictions due to their access to undisclosed material information about GURU.

“**Designated Personnel**” means GURU Personnel (i) who, as a participant in a material acquisition, outsourcing project or other material event or transaction, has signed a confidentiality or non-disclosure

agreement containing trading restrictions or (ii) who has otherwise been identified as a Designated Personnel by the Company.

“Material Information” means any information relating to the activities, business, affairs, operations and properties 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 or that would reasonably be expected to have a significant influence on any reasonable investor’s investment decisions.

“GURU Securities” means shares, options, debentures, warrants, notes and any other securities that the Company may issue from time to time (such as bonds or convertible securities) and includes, for the purposes of this Policy, any instrument, agreement or security whose value, market price or payment obligations are based on the value, market price or payment obligations of a security of the Company (such as deferred stock units, restricted share units and performance share units) and any other instrument, agreement or understanding that affects, directly or indirectly, a person’s economic interest in a security of the Company.

“Reporting Insider” means those certain GURU Personnel who are directors or executive officers designated by the Company as a reporting insider within the meaning of *National Instrument 55-104 – Insider Reporting Requirements and Exemptions*.

III. GENERAL RESTRICTIONS APPLICABLE TO ALL GURU PERSONNEL

A. INSIDER TRADING

GURU Personnel are prohibited from trading in GURU Securities while in possession of undisclosed Material Information, subject to the limited exceptions under applicable law and regulations. They are also prohibited from trading in another public company’s securities while in possession of undisclosed Material Information regarding that public company gained during the course of the work of GURU Personnel.

B. TIPPING

GURU Personnel are prohibited from disclosing undisclosed Material Information to, or “tipping”, another party or recommending that another party trade in GURU Securities or another public company’s securities while GURU Personnel have knowledge of undisclosed Material Information. Tipping is a violation of the law, even if the person disclosing the information does not personally make a trade or otherwise benefit from disclosing the information.

There are limited circumstances in which undisclosed Material Information may be disclosed in the necessary course of business if there are no grounds to believe the undisclosed Material Information will be used or disclosed contrary to applicable law. If GURU Personnel believe they are faced with these circumstances, they should send a request to the Trading Officer at secretary@guruenergy.com to confirm whether such undisclosed Material Information may be disclosed.

C. CONSEQUENCES OF NON-COMPLIANCE

The consequences of insider trading and tipping can be severe. GURU Personnel who contravene securities laws or regulations not only expose themselves to criminal, penal and administrative actions by the relevant authorities, which could lead to substantial fines and

imprisonment, but GURU Personnel who violate this Policy will also be subject to disciplinary actions, which may include restrictions on future participation in equity-based incentive plans or termination of employment without notice or payment in lieu of notice.

IV. ADDITIONAL RESTRICTIONS APPLICABLE TO REPORTING INSIDERS, DESIGNATED INSIDERS AND DESIGNATED PERSONNEL

A. TRADING RESTRICTIONS AND BLACKOUT PERIODS

All Reporting Insiders and Designated Insiders are subject to “regular blackout periods” surrounding the release of GURU’s quarterly and annual financial results. **Reporting Insiders and Designated Insiders may not trade in GURU Securities during the period commencing on the day following each quarter or year-end, and ending on the start of the second full-trading day following the release of the Company’s annual or quarterly financial statements.**

The Trading Officer may, from time to time as a result of special circumstances relating to GURU, such as an acquisition, project, event or any other transaction, designate a “discretionary blackout period” for such length of time as is deemed necessary and determine the GURU Personnel to which such discretionary blackout period applies. Such GURU Personnel will be Designated Personnel and will be prohibited from trading in GURU Securities during the discretionary blackout period.

Notwithstanding the foregoing, (i) as part of the yearly operational and planning and budget approval processes, the Board of Directors may, in accordance with applicable laws and regulations, approve the grant of an aggregate number of stock options and other equity awards to GURU Personnel to be granted and priced as permitted under applicable law and stock exchange rules; and (ii) automatic purchases in accordance with applicable laws and regulations may be made during blackout periods under written automatic purchase or disposition plans established prior to the relevant blackout periods and that are approved by the Board of Directors.

Trading blackout periods will also apply to all GURU Personnel with access to undisclosed Material Information, such as during periods when certain GURU Personnel prepare financial statements, but results have not yet been publicly disclosed. Notice of such blackouts may or may not be communicated by the issuance of a formal notice.

B. ANTI-HEDGING RESTRICTIONS

GURU Personnel shall not in respect of GURU Securities engage in: (i) short sales; (ii) transactions in derivatives in respect of GURU Securities such as put and call options; or (iii) any other hedging or equity monetization transaction in which the individual’s economic interest and risk exposure in GURU Securities is changed, such as collars or forward sales contracts.

C. PRE-CLEARING TRADES

All Reporting Insiders, Designated Insiders and Designated Personnel who wish to trade in GURU Securities must first submit a request to the Trading Officer at secretary@guruenergy.com. A request should specify the type of transaction (e.g., purchase, sale or exercise of stock options

and confirmation on the intention to subsequently hold or sell the underlying shares). **No trade may be carried out without the pre-clearance of the Trading Officer.**

GURU Personnel are reminded that, notwithstanding the pre-clearance of a trade by the Trading Officer, the ultimate responsibility for complying with the insider trading restrictions rests with the individual trading in GURU Securities.

D. FILING INSIDER REPORTS

Under applicable Canadian securities legislation, a person or corporation who becomes a Reporting Insider of the Company must file an insider report within ten (10) days of the date of becoming a Reporting Insider.

In addition, a Reporting Insider whose direct or indirect beneficial ownership of or control or direction over GURU Securities changes, must file an insider report of the change within five (5) days of the date of the change. The Trading Officer may assist any Reporting Insiders in completing and filing insider reports, but the ultimate responsibility for complying with the insider filing requirements rests with the individual trading in GURU Securities.