



## CORPORATE DISCLOSURE POLICY

### 1.0 Introduction

The Board of Directors of ImagineAR Inc. (the “**Company**”) has determined that the Company should formalize its policy on corporate disclosure in accordance with the provisions of National Instrument 51-102 – Continuous Disclosure Obligations and National Policy 51-102 - Disclosure Standards.

### 2.0 Objective of the Policy

The objectives of this Corporate Disclosure Policy (the “**Policy**”) are to:

- (a) reinforce the Company’s commitment to compliance with the continuous disclosure obligations imposed by Canadian securities law and regulations and the rules of the Canadian Securities Exchange (the “**CSE**”) with an aim to ensuring that all communications to the investing public about the business and affairs of the Company are: informative, timely, factual and accurate, and consistent and broadly disseminated in accordance with all applicable legal and regulatory requirements;
- (b) confirm in writing the Company’s existing disclosure policies, guidelines and procedures;
- (c) ensure that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of material information; and
- (d) promote effective communication with shareholders and encourage their participation at general meetings.

### 3.0 Application of the Policy

This Policy applies to all Directors, officers, employees, consultants and contractors of the Company who have access to confidential corporate information as well as those persons authorized to speak on behalf of the Company. This Policy also covers all disclosure made in documents filed with stock exchanges, securities regulators, all financial and non-financial disclosure, including management’s discussion and analysis 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. It extends to all oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as presentations, speeches, press conferences, conference calls and webcasts.

### 4.0 Communication of the Policy

Copies of this Policy are made available to Directors, officers, employees and consultants, either directly or by posting of the Policy on the Company's website at [www.imaginear.com](http://www.imaginear.com). All Directors, officers and employees will be informed whenever significant changes are made. New Directors, officers, employees and consultants will be provided with a copy of this Policy.

## 5.0 Administrative Responsibility

The Company's Chief Executive Officer and the Chief Financial Officer will be responsible for overseeing the Company's disclosure practices, setting benchmarks for the assessment of materiality, determining when developments justify public disclosure and ensuring adherence to this Policy.

The Chief Executive Officer will be the individual primarily responsible for ensuring that the Company complies with all legal and regulatory disclosure requirements, including:

- (a) overseeing the Company's corporate disclosure practices and monitoring compliance with this Policy;
- (b) initiating, with input and advice from the other members of senior management, disclosure of material information in accordance with the processes and procedures set out in this Policy; and
- (c) dealing with any issues which may be raised from time to time by the regulatory authorities.

The Company's Chief Executive Officer, Chief Financial Officer and those individuals designated from time to time by the Chief Executive Officer (the "**Spokespersons**"), are the individuals responsible for communication with investment analysts, shareholders, potential investors and the media, for initiating and overseeing presentations, conference calls and other communications with analysts and other members of the financial community and for overseeing the electronic communications aspect of this Policy. In carrying out their responsibilities, the Spokespersons will seek to ensure that no undisclosed material information is made available to any select group. If, for any reason, undisclosed material information is disclosed to analysts, investors, the media or others, one of the Spokespersons should be immediately notified.

## 6.0 GENERAL GUIDELINES

### 6.1 *Principals of Disclosure of Material Information*

In complying with the continuous disclosure obligations imposed by Canadian securities law and the regulations and the rules of the CSE, the Company shall be governed by the following principles in disseminating material information:

- (a) material information shall be publicly disclosed in a timely fashion as required by relevant securities regulators by way of press release, the dissemination of which shall contemporaneously include all applicable regulators;
- (b) material changes in the business and affairs of the Company shall be described in a material change report, which shall be filed with the applicable Canadian securities regulators as soon as practical and in any event no later than ten days after the material change occurs. In the event of a material change which the Chief Executive Officer has determined should remain confidential, upon approval by the Board of Directors (the "**Board**"), a confidential material change report shall be filed with the applicable Canadian securities regulators, and the

- Chief Executive Officer and the Board shall review their decision to keep the information confidential not less than every ten days;
- (c) there is no distinction between favorable and unfavorable material information for disclosure purposes and both types of material must be disclosed promptly and fully in accordance with this Policy;
  - (d) disclosure must be complete and include any information which by omission would make the rest of the disclosure misleading;
  - (e) there should be no selective disclosure whether to an analyst, significant investor or other person which is not made to the general public;
  - (f) disclosure should, to the fullest extent possible, be written in accordance with the plain language principles set forth in Companion Policy 51-102CP – Continuous Disclosure Obligations; and
  - (g) everyone to whom this Policy applies who becomes aware of information that appears to be material shall immediately disclose that information to at the Chief Executive Officer.

## **6.2 *Material Information***

When determining whether or not information is material, the following factors should be taken into account:

- (a) the nature of the information, the volatility and liquidity of the Company's securities and how prevailing market conditions will impact on materiality;
- (b) the determination of whether or not information is material often involves the exercise of sound business judgments based upon experience; and
- (c) if there is any doubt about whether or not information is material, the Company must err on the side of caution and the information must be disclosed to the public.

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that such information would be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's securities.

## **6.3 *Designated Spokespeople***

Employees other than the Spokespersons must not respond under any circumstances to inquiries from the investment community, the media, regulatory authorities or others unless specifically authorized by one of the Spokespersons. All such communications must be referred to a Spokesperson. Spokespersons for any subsidiary of the Company shall be designated by the Chief Executive Officer.

Any spokesperson of the Company, whether authorized or not, who makes a public oral statement that contains a misrepresentation, could be sued. In addition, the Company and each of the Directors and officers of the Company may also be sued as a result of a spokesperson making a public statement containing a misrepresentation.

## **6.4 *Confidentiality of Information***

All Directors, officers and employees of, and consultants to, the Company are legally bound not to disclose material undisclosed information, and shall not disclose confidential information, to anyone outside of the Company. In addition to the legal requirements, Directors, officers and employees of, and consultants to, the Company are expected to observe the following:

- (a) do not discuss the Company's business and affairs in places where the discussion may be overheard;
- (b) confidential documents should not be read or displayed in public places or discarded where they can be retrieved;
- (c) documents and files containing confidential information should be kept in a safe place with restricted access; and
- (d) transmission of documents by fax, email or other electronic means should be made only where it is reasonable to assume that transmission can be made and received under secure conditions.

Every effort shall be made to limit access to such confidential information to only those who need to know the information, and such persons shall be advised that the information is to be kept confidential.

Outside parties who receive or are privy to undisclosed confidential information in the course of conducting business with the Company must confirm their commitment to non-disclosure in a written confidentiality agreement.

#### **6.5 *Selective Disclosure***

All Directors, officers and employees of, and consultants to, the Company are legally bound not to disclose confidential information, including material non-public information, to anyone outside of the Company. Disclosure of such information that has not been publicly disclosed to any person or select group, including investment analysts, institutional investors, other market professionals and the media, is considered selective disclosure. Selective disclosure is illegal and is prohibited.

#### **6.6 *Unintentional Selective Disclosure***

Disclosure of material non-public information by a person who either did not know or was reckless in not knowing, prior to making the disclosure, is unintentional selective disclosure. If unintentional selective disclosure has been made, the Chief Executive Officer and/or Chief Financial Officer must be immediately notified and they shall immediately take all appropriate steps.

#### **7.0 *Dealing with Regulators***

If requested by a stock exchange or other securities regulatory authority to make a public statement, including in response to a rumour, the Chief Executive Officer and/or Chief Financial Officer shall consider whether to make a statement and determine the content of the disclosure, if any. In making their decision, the Chief Executive Officer and/or Chief Financial Officer may consider the advice, if any, of the securities regulatory authority or other external advisors, as it deems appropriate.

The Chief Executive Officer and/or Chief Financial Officer will be responsible for receiving inquiries from the market surveillance division of the CSE, with respect to unusual trading activity, market rumours or other similar inquiries.

The Chief Executive Officer and/or Chief Financial are responsible for contacting the market surveillance division of the CSE, in advance of a news release of material information, to seek approval of the news release, to watch for unusual trading, and to determine if a halt in trading is required.

## **8.0 Dealing with the Investment Community**

### **8.1 General**

In communicating with investment analysts, security holders, potential investors and the media, the following practices must be avoided:

- (a) announcing material undisclosed information that has not previously been announced by way of a press release;
- (b) selective disclosure;
- (c) distribution of investment analyst reports (only lists of all analysts providing coverage will be supplied) to the public or employees; and
- (d) commenting on current period earnings estimates and financial assumptions other than as may be generally disclosed.

### **8.2 No Trade Periods and Blackout Periods**

From time to time, the Company may institute trading restricted periods for Directors, officers, selected employees, consultants and others because of the existence of undisclosed material information (a "**Blackout Period**").

During Blackout Periods, as set out in the Corporate Insider Trading Policy, all Spokespersons are prohibited from commenting on undisclosed material information. Communications must be limited to commenting on publicly available or non-material information. The Company does not, however, have to stop all communications with analysts or investors during this period and may, for example, participate in investment meetings and conferences organized by other parties, as long as material information which has not been publicly disclosed, is not selectively disclosed.

## **9.0 Dealing with the Media**

In communicating with the media, the following procedures shall be followed:

- (a) The Company shall not provide any material undisclosed information or related documents to a reporter on an exclusive basis;
- (b) Spokespersons should promptly respond to all media inquiries. Senior management or subject matter experts should be utilized in key announcements, as appropriate, to build credibility and provide more informed disclosure; and

- (c) Media news conferences on financial matters are normally conducted in separate forums from investors but access to information disclosed should be similar in all material respects.

## **10.0 Dealing With Leaks, Rumours and Speculation**

In dealing with leaks, rumours and speculation, the following procedures shall be followed:

- (a) The Company's policy is to not comment, affirmatively or negatively, on rumours, subject to any requirement to do so by the CSE. This also applies to rumours on the internet. The Company's designated Spokespersons shall respond consistently to those rumours by stating "It is our policy not to comment on market rumours or speculation", subject to any requirement to do so by the CSE;
- (b) If the CSE requests that the Company make a definitive statement in response to a market rumour, the Chief Executive Officer and/or the Chief shall decide whether to make a Policy exception, having regard to any requirement to do so by the CSE or under the CSE Rules and Trading Policies; and
- (c) If the rumour is true in whole or in part with respect to undisclosed material information an obligation to disclose such information may be created. In such circumstances, the Company shall immediately contact the CSE, as applicable, to discuss whether trading in the Company's securities should be halted pending the issuance of a press release disclosing the relevant material information.

## **11.0 Electronic Communications**

### **11.1 General**

This Policy also applies to electronic communications. Accordingly, officers and employees responsible for written and oral public disclosures are also responsible for electronic communications.

### **11.2 Websites**

- (a) the Chief Executive Officer shall monitor the Company's website, seeking to ensure that all information on the Company's website is accurate, complete, up-to-date and in compliance with all relevant securities laws, the Electronic Communications Disclosure Guidelines established by the CSE (the "**CSE Guidelines**") for the design of a website and dissemination of information electronically and this Policy; and
- (b) disclosure on the Company website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosure of material information on the Company website's shall be preceded by the issuance of a press release.

### **11.3 Internet Chat Rooms and Electronic Bulletin Boards**

In order to help ensure that no material non-public information is inadvertently disclosed, no Director, officer, or employee of the Company, or any consultant or contractor to the Company, shall participate in any internet chat room, newsgroup discussion or electronic bulletin board on matters relating to the business, affairs or securities of the Company, unless approved by the Chief Executive Officer and/or Chief Financial Officer.

#### **11.4 Email**

All the Company's email addresses are the Company's corporate property, and all correspondence sent or received via such email addresses, is considered corporate correspondence on behalf of the Company and is subject to the provisions of this Policy.

#### **12.0 Forward-Looking Information**

If the Company decides to or is required to disclose forward-looking information, in any disclosure document, presentation or other public communication, it shall comply with all applicable legal requirements, and forward-looking information shall only be released in circumstances determined by the Chief Executive Officer.

#### **13.0 Consequences of Non-Compliance with Policy**

Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of this Policy may also violate certain Canadian securities laws including CSE Rules and Trading Policies and if it appears that a Director, officer or employee may have violated such laws or regulations, then the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or even possibly imprisonment.

#### **14.0 Review of Policy**

The Board of Directors of the Company shall from time to time review and evaluate this Policy to determine whether the Policy is effective in ensuring accurate, complete and timely disclosure in accordance with the Company's disclosure obligations.

#### **15.0 Queries**

If you have any questions about how this Policy should be followed in a particular case, please contact the Chief Executive Officer or the Chief Financial Officer of the Company.

Dated: November 9<sup>th</sup>, 2021  
Approved by: Board of Directors