

# INSIDER TRADING AND REPORTING POLICY

## INTRODUCTION

Employees, officers, directors, consultants, contractors and agents of Electrovaya Inc. (the “Corporation”) (together with its controlled entities) may from time to time become shareholders of the Corporation on a long- term investment basis. These individuals will from time to time become aware of corporate developments, plans or other information that may affect the value of the Corporation’s securities, or that a reasonable investor would be likely to consider important in making an investment decision about the Corporation’s securities, before these developments, plans or information are made public. Trading securities of the Corporation while in possession of such information before it is generally disclosed, or disclosing such information to third parties before it is generally disclosed (known as “tipping”), may expose an individual to criminal prosecution or civil lawsuits. Such action will also result in a lack of confidence in the market for the Corporation’s securities, thus harming the Corporation and its shareholders. Accordingly, the Corporation has established this Policy to assist the Corporation’s Personnel (as described below) in complying with the prohibitions against insider trading and tipping under applicable Canadian securities laws and regulations.

**It is important that all Personnel review this Policy carefully. Non-compliance with this Policy is grounds for immediate dismissal. Failure to comply with the policies and procedures set forth below can also result in a serious violation of applicable securities laws, leading potentially to both civil and criminal penalties.**

The procedures and restrictions set forth in this Policy with respect to the trading of common shares, warrants, convertible debentures and any other securities by Personnel are only a general framework within which Personnel may purchase and sell securities without violating applicable securities laws. Personnel have the ultimate responsibility for complying with applicable securities laws.

The Corporation’s Board of Directors (the “Board”) will designate one (1) or more individuals from time to time as Insider Trading Policy Administrators for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrator is the Chief Financial Officer of the Corporation. This Policy will be reviewed periodically by the Board.

## APPLICATION

The following persons are required to observe and comply with this Policy:

- all directors, officers, employees, consultants, contractors and agents of the Corporation, from time to time;

- any family member (including an adult interdependent partner) or other person living in the household or a dependent child of any of the foregoing individuals;
- “affiliates” (as defined below) of any of the above-mentioned individuals; and
- partnerships, trusts, estates, corporations and other similar entities over which any of the above-mentioned individuals exercise control or direction

For the purposes of this Policy, the persons listed above are collectively referred to as the “Personnel.”

For the purposes of this Policy, an “affiliate” is: (i) with respect to a specified person, an affiliate of another person is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified, and (ii) with respect to a company, such company is deemed to be an affiliate of another company if one of them is the subsidiary of the other or if both are subsidiaries of the same company or if each of them is controlled by the same person or company. Affiliate status is a facts and circumstances determination, but officers, directors and significant shareholders of an entity and partners of a partnership are generally deemed to be affiliates of the entity or partnership, as applicable, for the purpose of this Policy.

For the purposes of this Policy, all references to trading in securities of the Corporation is deemed to include: (i) trading the Corporation’s common shares, including those held in RRSP’s, RESP’s and TFSA’s; (ii) the exercise of options granted under the Corporation’s option plan; and (iii) any instrument that derives its value from the price of the Corporation’s shares (commonly known as a “derivative”), including convertible debentures.

## **INSIDE INFORMATION**

“Inside Information” means:

- a change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of the securities of the Corporation (which includes any decision to implement such a change by the Board or by senior management of the Corporation who believe that confirmation of the decision by the Board is probable);
- 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 the Corporation; or
- any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Corporation, in each case, which has not been generally disclosed. Examples of information that may constitute Inside Information are set out in Schedule “A” attached hereto.

For purposes of insider trading liability, it does not matter that delaying the transaction until the material fact or material change is disclosed or ceases to be material might cause the Personnel to incur a financial loss. In addition, it does not matter that Personnel may have decided to engage in a transaction to trade in securities of the Corporation before learning of the undisclosed material fact or material change. Further, it also is irrelevant that publicly disclosed information about the Corporation would, without consideration of the undisclosed material fact or material change, provide a substantial basis for engaging in the transaction.

Subject to Subsection VI.(A.) of this Policy, which requires that certain Personnel pre-clear trades in securities of the Corporation, it is the responsibility of any Personnel contemplating a trade in securities of the Corporation to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with the Insider Trading Policy Administrator.

### **PROHIBITION AGAINST TRADING ON INSIDE INFORMATION**

Personnel must not purchase, sell or otherwise trade securities of the Corporation with the knowledge of Inside Information until:

- the opening of markets on the second full trading day (or such shorter period as is approved in writing by the Insider Trading Policy Administrator) after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities; or
- the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned, and either Personnel are so advised by the Insider Trading Policy Administrator or such abandonment has been generally disclosed); or
- at any time, if the Insider Trading Policy Administrator is aware of any information that restricts Personnel from trading.

### **NO SPECULATING, SHORT-SELLING, PUTS AND CALLS**

Trading in securities of the Corporation by Personnel with access to Inside Information may give rise to actual or perceived contraventions of applicable securities laws and/or inappropriate conflicts of interest. To assist Personnel in undertaking trades of securities that do not result in such contraventions or conflicts, Personnel are prohibited from, directly or indirectly, undertaking any of the following activities, without prior written approval by the President and Chief Executive Officer, or in the case of activities undertaken by the President and Chief Executive Officer, by the Chair of the Board:

- speculating in securities of the Corporation, which may include day trading;
- buying the Corporation's securities on margin;

- short selling a security of the Corporation or any other arrangement that results in a gain only if the value of the Corporation's securities declines in the future;
- selling or buying a "call option" giving the holder an option to purchase securities of the Corporation;
- buying or selling a "put option" giving the holder an option to sell securities of the Corporation; and
- any other transaction similar to the foregoing.

## **RESTRICTIONS ON TRADING OF THE CORPORATION'S SECURITIES**

### Trading Pre-Clearance

To assist each of the Personnel specified below to avoid undertaking any trade in securities of the Corporation that may contravene or be perceived to contravene applicable securities laws, the following individuals are required to notify the Insider Trading Policy Administrator of any proposed trade of securities of the Corporation in order to confirm that there is no Inside Information that has not been generally disclosed:

- a director or officer of the Corporation;
- an individual that is notified by the Insider Trading Policy Administrator that the individual's trades in securities of the Corporation will be subject to preclearance in accordance with this Policy;
- a family member (including an adult interdependent partner) or other person living in the household or a dependent child of any of the foregoing individuals; and
- such other persons as the Chief Executive Officer or President of the Corporation may designate as being subject to the trading pre-clearance restrictions.

Such notification shall be made in writing (e-mail or written notice) ("Trade Notice") to the Insider Trading Policy Administrator no later than 9:00 a.m. (Toronto time) on the business day before the date of the proposed transaction (or such shorter period as the Insider Trading Policy Administrator may permit in his or her sole discretion) and no earlier than five (5) business days before the date of the proposed transaction. The Insider Trading Policy Administrator may consult with outside counsel regarding Trade Notices. Prior to 5:00 p.m. (Toronto time) on the business day preceding the date of the proposed transaction, the Insider Trading Policy Administrator shall notify any individual that has given a Trade Notice in accordance with this Policy whether the Insider Trading Policy Administrator reasonably anticipates that any proposed trade will contravene applicable securities laws and/or this Policy, and if so, that the proposed trade may not be undertaken. The Insider Trading Policy Administrator will respond to all Trade Notices.

## **BLACK-OUT PERIODS**

At any time, and from time to time, the Insider Trading Policy Administrator may issue a notice instructing any or all Personnel to which the Insider Trading Policy Administrator has determined the blackout should extend, not to trade in securities of the Corporation until further notice (each, a “Black-out Period”).

The trading restrictions described above apply to the exercise of options granted under the Corporation’s option plan, and any other securities acquired pursuant to any benefit plan or arrangement of the Corporation. Automatic purchases of shares in accordance with preexisting standing instructions under any savings plan and dividend reinvestment plan that may be implemented by the Corporation may continue during Blackout Periods, but Personnel are prohibited from changing standing instructions, enrolling or exiting from the plans, making any lump sum purchases or selling shares through the plans while in possession of Inside Information.

## **PROHIBITION AGAINST TIPPING**

Personnel are prohibited from communicating Inside Information to others. If any Personnel has any doubt with respect to whether any information is Inside Information, the individual is required to contact the Insider Trading Policy Administrator. Inside Information is to be kept strictly confidential by all Personnel until after it has been generally disclosed, except to the extent permitted by applicable law and the Corporation’s policies, and authorized by the Insider Trading Policy Administrator.

## **SECURITIES OF OTHER COMPANIES**

In the course of the Corporation’s business, Personnel may obtain information about another publicly traded issuer that has not been generally disclosed. Securities laws generally prohibit trading in securities of that company while in possession of such information or communicating such information to another person. The restrictions set out in this Policy apply to all Personnel with respect to trading in the securities of another issuer while in possession of such information, and communicating such information.

## **REPORTING REQUIREMENTS**

The directors and officers of the Corporation are “Reporting Insiders” under applicable Canadian securities laws. If you are uncertain as to whether you are a Reporting Insider, you must contact the Insider Trading Policy Administrator.

Under applicable Canadian securities laws, a person or corporation who becomes a Reporting Insider of the Corporation must file an insider report within the prescribed period after becoming a Reporting Insider and thereafter upon any change in the Reporting Insider’s holdings, all in accordance with applicable securities laws.

It is each Reporting Insider's personal responsibility to ensure that all requisite insider trading reports are filed with the appropriate securities commissions within the prescribed statutory time limits.

The Insider Trading Policy Administrator will assist any Reporting Insider in the preparation and filing of insider reports upon request.

## **ENFORCEMENT**

All Personnel, from time to time, will be provided with a copy of this Policy. It is a condition of their appointment or employment that each of these individuals at all times abide by the standards, requirements and procedures set out in this Policy unless a written authorization to proceed otherwise is received from the Insider Trading Policy Administrator. Any such individual who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with the Corporation without notice. The violation of this Policy may also violate certain securities laws. If it appears that an employee, officer, director, consultants, contractors or agents may have violated such securities laws, the Corporation may refer the matter to the appropriate regulatory or law enforcement authorities, which could lead to penalties, fines or imprisonment.

Should you have any questions or wish information concerning the above, please contact the Insider Trading Policy Administrator.

## **SCHEDULE “A”**

Common examples of Inside Information may include:

- pending offerings of common shares or securities convertible into common shares;
- planned repurchases or redemptions of securities;
- changes to dividend payments or policies;
- changes in corporate structure or proposed acquisitions of other companies including mergers, take-over bids and reorganizations;
- material acquisitions or dispositions of assets;
- new material contracts relating to acquisitions or existing projects;
- changes in share ownership that could affect control of the Corporation;
- changes in capital structure including share splits and dividends;
- material changes in the business of the Corporation, including a significant change to capital investment plans or corporate objectives, or entering into or loss of significant contracts;
- changes in the Board of Directors, senior management or control of the Corporation;
- the possible initiation of a proxy fight or material modification to the rights of shareholders;
- bankruptcy or receivership;
- changes in the Corporation’s auditors;
- the financial condition and results of operations of the Corporation including financial circumstances or asset values;
- any material changes to the Corporation’s accounting policies;
- material legal proceedings or disputes;
- defaults in material obligations;
- the borrowing or lending of a significant amount of money;
- the results of the submission of matters to a vote of security holders;
- transactions with directors, officers or principal security holders;
- changes in credit rating agency decisions; and
- the granting of options or payment of other compensation to directors or officers.

**THE FOREGOING EXAMPLES ARE NOT EXHAUSTIVE, NOR DO THEY CONSTITUTE A DEFINITIVE DETERMINATION OF WHAT CONSTITUTES INSIDE INFORMATION.**