

## CORPORATE POLICY

**Title:** Insider Trading Policy  
**Effective Date:** May 5, 2022  
**Review Cycle:** Annual

### Introduction

WildBrain Ltd. (“**WildBrain**” or the “**Company**”) encourages all directors, officers and employees to become shareholders of the Company on a long-term investment basis. Purchases and sales of securities of the Company are, however, regulated by rules under Canadian securities legislation and the policies of any applicable stock exchange on which the Company’s securities are listed, including, but not limited to, the Toronto Stock Exchange (the “**TSX**”). You should read this Policy in conjunction with the *Canada Business Corporations Act*, applicable Canadian securities and other legislation and the rules of any applicable stock exchange.

It is illegal for anyone in a special relationship with a public company to purchase or sell or otherwise deal in securities of that company with knowledge of “material information” (as described below) unless that information has been “generally disclosed,” or with knowledge of “unpublished price-sensitive information” (being information which relates to particular securities or to a particular issuer rather than securities or issuers in general, which is specific or precise, which has not been made public and, if it were made public, would be likely to have a significant effect on the price or value of the securities) relating to the securities of such Company or affecting the Company.

To be considered to be “generally disclosed” or “made public” the information should be fully disclosed or published through the prescribed channels and at least two trading days should have elapsed following such disclosure or publication.

“Material information” includes material facts, which are facts that would reasonably be expected to have a significant effect, positively or negatively, on the market price or value of the Company’s securities, and “material changes”. A “material change” is: (i) a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect, positively or negatively, on the market price or value of any of the securities of the Company, or (ii) a decision to implement a change referred to in subclause (i) made by the Board of Directors of the Company (the “**Board**”) or other persons acting in a similar capacity or by senior management of the Company who believe that confirmation of the decision by the Board or such other persons acting in a similar capacity is probable. Information may also be considered “material” if there is a substantial likelihood that a reasonable investor would consider the information important to a decision to buy, hold or sell the Company’s securities.

It is also illegal for anyone in a special relationship with a public company to inform any other person of unpublished price-sensitive information except, in accordance with Canadian securities legislation, in the necessary course of business, and where the recipient agrees to keep the information confidential. Therefore, personnel of the Company with knowledge of confidential or material information about the

Company or its subsidiaries, its joint ventures, or third parties in negotiations of material potential transactions, are prohibited from trading or dealing (collectively referred to as “trading”) in securities of the Company or of any such third party until the information has been generally disclosed. The Board of Directors of the Company has established this Policy for all directors, officers, employees, contractors, and consultants of the Company and its subsidiaries who may have access to unpublished price-sensitive information from time to time.

Any individual who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with the Company without notice in addition to any penalties that may arise under applicable laws.

### **Application**

All persons as may be determined from time to time by Canadian securities legislation, including the following persons (irrespective of the size of his or her holding or interest), must comply with this Policy:

- (a) all directors and “senior officers” (as defined in applicable securities laws) of the Company (and any person who acts as a director whether or not officially appointed) (“**Insiders**”);
- (b) employees of the Company and its subsidiaries who may be in possession of or have access to unpublished price-sensitive information from time to time; and
- (c) contractors or consultants of the Company and other persons who, because of their involvement with the Company, may have possession of or access to unpublished price-sensitive information from time to time (those listed in (a) through (c) collectively being referred to as “**Designated Persons**”). The Company will notify individuals who are treated as Designated Persons for purposes of this Policy, but a failure to do so will not exempt any such individual(s) from treatment as a Designated Person.

### **Guidance on Other Trading**

The following are provided as non-exhaustive examples of trading and are therefore subject to this Policy:

- (a) the sale or purchase, or any agreement for the sale or purchase of securities of the Company;
- (b) trades between Designated Persons;
- (c) off-market trades;
- (d) transfers for no consideration by Designated Persons; and
- (e) issuances of securities from treasury and cancellation of securities from treasury.

Any trades in securities beneficially owned, or over which control is exercised, by a Designated Person is subject to this Policy. These include trades by: (i) the spouse and other members of the household of any Designated Person, including family members and other persons who reside with such person (including, but not limited to, children, children away at college, step-children, parents, siblings, and in-laws) where

the Designated Person either controls or directs, directly or indirectly, or beneficially owns the securities and (ii) any other person or entity, including a registered retirement savings plan or other similar plan, trust, trustee, corporation, partnership, or other association which holds the Company's securities, which securities are in fact beneficially owned or over which control or direction is exercised by a Designated Person.

For the purpose of this Policy, all references to trading in securities of the Company is deemed to include all shares, convertible or exchangeable securities such as warrants or convertible debentures, options, and restricted share units, as well as a put, call, option or other right or obligation to purchase or sell securities of the Company, any security, the market price of which varies materially with the market price of the securities of the Company, or any related derivative. For greater certainty, this includes the (i) the exercise of stock options or other awards granted under the Company's equity incentive plans and any other shares acquired pursuant to any Company benefit plan or arrangement and (ii) any derivatives-based, monetization, non-recourse loan or similar arrangement that changes a Designated Person's economic exposure to or interest in securities of the Company and which may not necessarily involve a sale, or any other transaction or arrangement that is required to be reported by an insider in accordance with the Canadian Securities Administrator's National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* or under other applicable Canadian securities laws.

### **Pre-Clearance of All Trades**

While the onus of complying with all insider trading and filing requirements remains with the individual, all trades in securities of the Company by Designated Persons must be pre-cleared with the Chief Financial Officer of the Company (the "**Chief Financial Officer**"). **No Designated Person shall undertake a trade in securities of the Company until notified in writing by the Chief Financial Officer or, in the case of a proposed trade by the Chief Financial Officer (or in the absence of the Chief Financial Officer, the Chief Executive Officer of the Company) that the individual may proceed with the trade requested.** In addition, a copy of each insider report filed with Canadian securities regulatory authorities must be provided to the Chief Financial Officer without delay. To obtain clearance to trade, please complete and sign the Application to Deal form (specimen attached as Appendix 1 hereto; copies obtainable from **the Chief Financial Officer**; or in his absence **the Company's General Counsel**).

Employees and contractors of the Company are reminded that they may not trade in securities of the Company if they have knowledge of unpublished price-sensitive information, whether or not the Chief Financial Officer has provided any notification to the individual in respect of a proposed trade.

Clearance will not be given while the Company is in a prohibited period (as described below) save where the very limited "hardship exception" applies (as described below).

### **Written record**

A written record must be maintained by the Company of any clearance given and of insider trading reports filed. Written confirmation from the Company that such advice and clearance (if any) have been recorded must be given to the Designated Person concerned.

### **Prohibited Periods**

A Designated Person must not be given clearance to deal in any securities of the Company during a prohibited period. A “prohibited period” means:

- (a) any Blackout Period (as defined below);
- (b) any period when there exists any matter which may constitute unpublished price-sensitive information in relation to the Company’s securities (whether or not the Designated Person has knowledge of such matter); or
- (c) any period when the Designated Person or the person responsible for the clearance otherwise has reason to believe that the proposed dealing is in breach of this Policy.

Designated Persons will receive an annual reminder of their responsibilities under this Policy with particular regard to any regularly scheduled Blackout Periods and will inform all Designated Persons of additional Blackout Periods which may be prescribed from time to time by the Chief Financial Officer as a result of special circumstances as further detailed below.

### **Regularly Scheduled Blackout Periods**

Securities of the Company may not be traded by anyone to whom this Policy applies as described above during a trading Blackout Period. A “**Blackout Period**” is the period commencing on the first day of the month following the end of each fiscal quarter or year-end, as applicable, and ending at the opening of the market on the third trading day on any applicable stock exchange on which the Company’s securities are listed, including, but not limited to, the TSX following the date on which a press release has been issued in respect of the Company’s interim or annual financial results. For example, if the Company releases its quarterly financial results prior to the opening of trading on a Thursday, the Blackout Period would end prior to the opening of trading on the following Tuesday. Except as authorized pursuant to the hardship exception discussed below, trading in securities of the Company must not be made during these Blackout Periods.

### **Other Blackout Restrictions**

Additional Blackout Periods may be prescribed from time to time by the Chief Financial Officer as a result of special circumstances.

A Blackout Period will be in effect and no securities are to be traded by Designated Persons (and no clearance will be given), even outside a regularly scheduled Blackout Period if they or the Company may be considered to be in possession of any unpublished price-sensitive information that has not been generally disclosed. Examples of such information include:

- material changes in the Company’s financial condition or financial performance, including a significant increase or decrease in near-term earnings prospects;
- significant litigation or developments in existing litigation;
- significant regulatory development or changes in legislation governing the Company’s industry;

- capital reorganizations, mergers or amalgamations, significant acquisitions or dispositions of assets, property or joint venture interests, including news of a pending significant merger, acquisition, divestiture or joint venture;
- events regarding the Company’s securities, including stock splits, share consolidations, stock dividends, stock repurchases and other changes in capital structure;
- changes in dividend policy and declarations or omissions of dividends;
- the borrowing or lending of a significant amount of funds or any mortgaging or encumbering in any way of the Company’s assets, including bank credit facilities or other financing transactions;
- public and private offerings of debt or equity;
- major management changes;
- material reserves or write-offs;
- expansion into new markets or changes in the Company’s sphere of activity;
- material changes in prior public statements;
- corporate restructuring;
- significant developments in budgets or long-term plans, including a significant change in capital investment plans or corporate objectives;
- changes in the Company’s independent auditors;
- bankruptcy or receivership;
- the results of submission of matters to a vote of securityholders; and
- material transactions with directors, officers or principal securityholders.

The foregoing examples are not exhaustive. Designated Persons must wait to trade until the opening of the market on the third trading day on any applicable stock exchange on which the Company’s securities are listed after unpublished price-sensitive information has been generally disclosed. Note that the fact that an additional Blackout Period has been prescribed may itself be unpublished price-sensitive information that should not be disclosed to or discussed with anyone.

Blackout Periods will normally not be applicable to the execution of a commitment where a Designated Person has entered into a binding commitment prior to the Company being in such a Blackout Period. In order for such a “commitment” to be exempt from restrictions applicable during a Blackout Period it must not involve the exercise of any “discrete investment decision” by the Designated Person. Commitments of this nature include automatic securities purchase plans, dividend reinvestment plans and automatic pre-arranged sales plans structured in compliance with applicable securities laws. It should be noted that

insider reporting obligations under Canadian law apply in respect to these plans subject to certain exemptions.

### **Exercising Options and Other Convertible Securities**

The trading restrictions set out in this Policy generally do not apply to the exercise of any option or right under an equity incentive plan of the Company by a Designated Person. The trading restrictions of this Policy do however apply to any sale of the underlying securities following such exercise of option or right, and to a cashless exercise of an option by a Designated Person.

### **Hardship Exceptions**

The Company recognizes that on rare occasions, circumstances may arise when the prohibition on trading during a Blackout Period will result in severe personal hardship due to an unforeseen or unexpected personal situation. In such circumstances the Chief Financial Officer is permitted, in his/her discretion and where permitted by applicable law, to make exceptions to permit selling (but not purchasing) by a Designated Person during a Blackout Period, provided that the Designated Person has provided particulars of the circumstances giving rise to hardship and has certified in writing no earlier than two business days prior to the proposed trade that he or she is not in possession of unpublished price-sensitive information. In addition, prior to granting permission to sell under this hardship exception, the Chief Financial Officer shall consult the Company's legal advisers and nominated adviser.

Please contact the Chief Financial Officer should a situation of this nature arise.

### **No Speculating**

Purchases of securities of the Company by its employees and contractors should be for investment purposes only and not short-term speculation. This includes all dealings in puts and calls, all short sales and all buying or selling on the market with the intention of quickly re-selling or buying back at a profit. For the avoidance of doubt, employees and contractors of the Company are prohibited from short selling the Company's securities at any time. In addition, there should be no trading in securities of other companies with the knowledge that the Company is contemplating or engaged in acquiring such company or its securities or negotiating significant business arrangements. As a result, the Company strongly urges its employees and contractors to consider operating a margin account only where there will not be a risk of violating this Policy and/or applicable securities laws.

### **No Hedging**

Directors and officers of the Company are not permitted to enter into any transaction that has the effect of offsetting the economic value of any direct or indirect interest of such persons in securities of the Company. This includes the purchase of financial instruments such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted to such persons as compensation or otherwise held directly or indirectly by such Insiders.

### **Discretionary Account**

If any Designated Person has a discretionary account with a broker or other investment manager (i.e., the broker or other investment manager has a certain amount of discretion to buy and sell stock), the Designated Person must advise the broker or other investment manager in writing that there are to be no purchases or sales of the Company's securities in the discretionary account without first discussing the trade with such Designated Person in order to ensure compliance with this Policy and applicable insider trading laws.

### **Automatic Plans**

Canadian securities laws provide a defense from insider trading liability under such laws to persons that purchase or sell securities of an issuer with knowledge of a material fact or material change with respect to the issuer that has not been generally disclosed, if the purchase or sale was made pursuant to an automatic dividend reinvestment plan, share purchase plan or other similar automatic plan (an "**Automatic Plan**") that was entered into by such person prior to the acquisition of knowledge of the material fact or material change. If such an Automatic Plan meets the requirements of Canadian securities laws, the securities of the Company may be purchased or sold without regard to certain insider trading restrictions. To comply with this Policy, an Automatic Plan must be approved by the Company and meet the requirements of Canadian securities laws. In general, an Automatic Plan must be entered into at a time when the person entering into the plan is not aware of unpublished price-sensitive information and no Blackout Period is in effect. Once the plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing, and timing of transactions in advance or delegate discretion on these matters to an independent third party. Any Automatic Plan must be submitted for approval at least five days prior to the entry into the Automatic Plan and when no Blackout Period is in effect and must remain in effect for at least six months. No further pre-clearance of transactions conducted pursuant to the Automatic Plan will be required. Early termination of an Automatic Plan must also be submitted for approval at least five days prior to the proposed effective date of the early termination and when no Blackout Period is in effect.

### **Securities of Other Companies**

In the course of the Company's business, Designated Persons may obtain information about another publicly traded company that has not been generally disclosed. Canadian 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 Designated Persons with respect to both trading in the securities of another company while in possession of such information and communicating such information.

### **No Tipping or Recommending**

Unpublished price-sensitive information is to be kept strictly confidential at all times until it has been generally disclosed to the public. Unpublished price-sensitive information is not considered to have been generally disclosed until at least two trading days have elapsed after disclosure is made by press release. Employees and contractors of the Company must not pass on such information to others except as strictly necessary in the normal course of business and then only in circumstances where the recipient has agreed to keep such information confidential. Employees and contractors of the Company must also not, other than in the necessary course of business, recommend to or encourage others to purchase or sell securities

of the Company when they are in possession of unpublished price-sensitive information. It is an offence to encourage insider dealing and to disclose unpublished price-sensitive information with a view to others profiting from it.

### **Insider Filings**

Insiders are reminded of the importance of maintaining up-to-date filing of their trades and beneficial ownership with the appropriate Canadian securities authorities, as applicable.

Canadian regulatory authorities have implemented the System for Electronic Disclosure by Insiders (“SEDI”). SEDI facilitates the filing and public dissemination of “insider reports” by “reporting insiders” in electronic format via the Internet. Insiders who are required by Canadian securities laws to file insider reports must use this website to make these filings. Generally, insider reports must be filed within five days of the date on which the trade occurs.

While the onus for complying with the insider filing requirements remains with the individual, the Company will be pleased to provide assistance with respect to such filings; for further information, please contact the Chief Financial Officer.

Designated Persons who file their own insider reports shall promptly provide a copy of such reports to the Chief Financial Officer.

### **Confidentiality**

In the course of conducting business employees and contractors of the Company will be in possession of information which may be of a market sensitive nature. Access to such information must be limited strictly to those persons who require it in order to perform the duties expected of them. Precautions must be adopted by each Designated Person to ensure that sensitive information within their department is not available or accessible to individuals inside or outside of the Company who have no requirement for such information.

### **Civil and Criminal Penalties**

If a person is found to have breached applicable Canadian securities and other laws by insider trading or tipping, the Company and the person may be held liable. There are severe civil, criminal, and quasi-criminal sanctions and penalties that may be imposed under such laws, including fines, damages and/or incarceration.

Securities laws in Canada provide for severe penalties to those who violate insider trading and tipping prohibitions. For example, under the *Securities Act* (Ontario) (the “OSA”), persons found guilty of violating prohibitions against insider trading, tipping or recommending trades may be subject to a fine of up to \$5,000,000 and/or imprisonment for a term of up to five years less a day. Persons found guilty of insider trading or tipping may also be subject to a fine in an amount not less than the profit made or loss avoided by the person by reason of the contravention and not more than the greater of \$5,000,000 and three times the profit made or loss avoided. A person who violates the insider trading and tipping provisions of the OSA may also be liable to compensate the buyer or seller of securities (in the case of insider trading) or any person that bought or sold securities to or from a tippee (in the case of tipping) and may otherwise

be prohibited from trading in securities or acting as an officer or director of a company. In addition to the OSA, there may also be penalties under the Criminal Code and applicable corporate statutes for persons found guilty of insider trading and tipping. In addition to these penalties, regulators may seek other relief such as an injunction against future violations and prohibitions against an individual from acting as a director or officer.

Each person who violates the prohibitions against insider trading, or knows of such violation by any other persons, must report the violation immediately to the Chief Financial Officer.

### **Modifications and Waivers**

The Company reserves the right to amend or modify the policies and procedures set forth herein at any time. Waiver of the provision of these policies and procedures in a specific instance may be authorized in writing only by the Chief Financial Officer (or his/her designee).

### **Inquiries**

If a person has any question as to any of the matters discussed herein, in particular as to whether a proposed action will be within the scope of “trading” as used within this Policy or falls within a Blackout Period, he or she should not hesitate to ask for advice and should not act until he or she has received an answer. Requests for advice should be directed to the Chief Financial Officer.

**The foregoing has been drawn up with a view to making you aware of, but does not precisely reproduce, actual legal requirements under the laws of Canada. While no single rule could possibly cover all situations, a good rule to follow at all times is:**

**CAREFULLY AVOID ANY TRADING OR DISCLOSURE (TIPPING) WHICH MIGHT BE, OR APPEAR TO BE, UNFAIR TO PUBLIC INVESTORS.**

**WHEN IN DOUBT AS TO WHETHER ANY TRADE OR DISCLOSURE MIGHT CONTRAVENE THIS POLICY, APPLICABLE SECURITIES OR OTHER LAWS, OR THE RULES OF ANY APPLICABLE STOCK EXCHANGE ON WHICH THE COMPANY’S SECURITIES ARE LISTED, INCLUDING, BUT NOT LIMITED TO, THE TSX, THE COMPANY OR THE DESIGNATED PERSON SHOULD ALWAYS SEEK ADVICE FROM ITS LEGAL COUNSEL.**

\* \* \* \* \*

**APPENDIX 1****APPLICATION TO DEAL**

*Please complete using block capitals, then send 3 copies to the Chief Financial Officer. You must not deal until this form is returned to you confirming clearance to deal. If dealing in a manner not specified, you should contact the Chief Financial Officer for instructions on how to complete this form. If a period of more than 5 days is specified or the intended date of the transaction is in a Blackout Period, attach a separate letter to this form giving details of the exceptional circumstances involved.*

NAME OF APPLICANT: \_\_\_\_\_

DIVISION: \_\_\_\_\_

POSITION: \_\_\_\_\_

I hereby request approval of my own intention to deal by way of the **purchase/sale [choose one]** of \_\_\_\_\_ shares. The intended date of the transaction will be between \_\_\_\_\_, 20XX, and \_\_\_\_\_, 20XX, both dates inclusive.

I do not have knowledge of unpublished price-sensitive information (as defined in the Policy) which has not been disclosed to the public.

I understand that the trade referred to in this Application may not be completed until I am notified by the Chief Financial Officer that I may proceed with the trade.

\_\_\_\_\_  
SIGNED BY APPLICANT\_\_\_\_\_  
DATE**ACKNOWLEDGEMENT AND RESPONSE**

I hereby acknowledge receipt of the above application to deal.

I confirm clearance to deal.

Any clearance may be retracted at any time prior to the last intended date of transaction. The fact that any clearance has been retracted is itself unpublished price-sensitive information that should not be disclosed or discussed with anyone.

\_\_\_\_\_  
SIGNED  
Aaron Ames, CFO\_\_\_\_\_  
DATE