**WEB3 INSIDER TRADING POLICY**

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1. Overview. This Web3 Insider Trading Policy (“**Policy**”) provides guidelines to help avoid trading in Digital Assets (as defined below) on inside information in violation of applicable law and regulation in [COMPANY NAME] and its subsidiaries (collectively, the “**Company**”).

2. Covered Persons. This Policy applies to all directors, officers, and employees of the Company, as well to all contractors, clients, and counterparties of the Company who have adhered to this Policy separately in writing (collectively, “**Covered Persons**”). Covered Persons include members of their immediate families and members of their households.

3. Digital Assets. This Policy applies to the trading of Bitcoin (BTC), Bitcoin Cash (BCH), Ether (ETH), Ether Classic (ETC), Litecoin (LTC), or any other digital assets (collectively, the “**Digital Assets**”).

4. Covered Transactions. This Policy applies to all transactions involving Digital Assets, which include acquisitions, purchases, disposals, sales, short sales, derivatives, hedging, pre-arranged trades, and any other forms of agreements, contracts, or transactions that are intended to provide economic exposure to Digital Assets (collectively, “**Covered Transactions**”).

5. Material Nonpublic Information. It is not possible to define all categories of material nonpublic information. However, information should be regarded as “**Material Nonpublic Information**” concerning a single or several Digital Assets if: (a) such information has not been previously disclosed to the general public and is otherwise not available to the general public, and (b) it is reasonably likely to be considered meaningful to an investor in making an investment decision regarding a transaction in a Digital Asset. While it may be difficult to determine whether certain information is Material Nonpublic Information, there are various categories of information that are particularly sensitive and more likely to be Material Nonpublic Information. Examples of such information may include:

* an actual, pending, or contemplated Company Covered Transaction or series of Covered Transactions involving a Digital Asset, particularly where such transactions are of significant value;
* issue of Digital Asset by the Company (“**Company Digital Asset**”) or any pending announcement regarding such issue;
* partnership, association with, or entering an agreement between the Company and any exchange, on-ramp service, or any other company that may affect price of Digital Assets;
* decision of the Company to discontinue development of a Company Digital Asset, or stop accepting, transacting with, or supporting any Digital Asset;
* decision of the Company to develop a Company Digital Asset, including any software related to a Company Digital Asset when said software is reasonably expected to affect price of Company Digital Asset.

6. Compliance Officer. The Company’s [POSITION] (“**Compliance Officer**”) is responsible for the implementation of this Policy. Unless otherwise stated, the Compliance Officer has authority to make all decisions and determinations under this Policy.

7. Trading Restrictions. The Covered Person must not engage in any Covered Transactions (a) during the Non-Trading Period (as defined below), and (b) while in possession of Material Nonpublic Information in respect of the relevant Digital Assets.

8. Non-Trading Period. A non-trading period is any time period designated by the Compliance Officer during which Covered Persons may not, as a general rule, engage in a transaction involving Digital Assets (**“Non-Trading Period”**). The Compliance Officer will impose a Non-Trading Period (a) whenever the Company is conducting a transaction or series of transactions involving Digital Assets, (b) there is likely to be Material Nonpublic Information as defined in Section 5, or (c) in other circumstances at the discretion of the Compliance Officer.

The Compliance Officer will notify the Covered Persons affected by a Non-Trading Period when the Non-Trading Period begins and ends. Those affected will not disclose to others the existence of a Non-Trading Period.

9. No Trading of Digital Assets When in Possession of Material Nonpublic Information

Regardless of Non-Trading Period, a Covered Person possessing Material Nonpublic Information relating to a particular Digital Asset, will not engage in any transaction involving such Digital Asset on the basis of that information from the moment when a Covered Person becomes aware of Material Nonpublic Information until the information is considered to have been publicly disclosed, or in the absence of public disclosure, when the information is no longer material. Material Nonpublic Information is considered to have been publicly disclosed only after it has been widely disseminated.

Subject to compliance with the terms of this Policy, Covered Persons may transact in Digital Assets on a personal basis outside the scope of the Non-Trading Period and while not relying on any Material Nonpublic Information, except as provided by Section 13 of this Policy.

10. No Disclosure or Tipping of Material Nonpublic Information.

If a Covered Person discloses or tips an outsider (**“Tippee”**), using Material Nonpublic Information, and the Tippee undertakes a trade in Digital Asset, both the Covered Person and the Tippee may be found liable.

A Covered Person will not disclose (**“tip”**) all or any portion of Material Nonpublic Information to any Tippee where such Material Nonpublic Information may be used by a Tippee to profit by trading in a transaction involving Digital Asset.

Material Nonpublic Information is confidential and proprietary to the Company and the unauthorized disclosure of such information is forbidden. Material Nonpublic Information may only be disclosed in accordance with the Company’s policies or as otherwise authorized by the Compliance Officer.

11. Adverse Conduct and Market Manipulation. Covered Persons will not act in a manner adverse to, or that has the appearance of being adverse to, the interests of the Company in connection with any transaction involving Digital Assets or otherwise engage in market manipulation. Such prohibition includes, without limitation:

* front running or other activities that are intended to deceive or mislead other market participants;
* manipulating the price, value, or trading volume of Digital Asset or any instruments that provide economic exposure to Digital Asset; or
* aiding, abetting, enabling, financing, supporting, or endorsing any of the foregoing.

12. Contractors. This Policy applies to such third-party contractors, clients, and counterparties of the Company, who have accepted this Policy by entering a written agreement with the Company that expressly refers to this Policy.

13. Individual Responsibility. Each Covered Person has an individual responsibility to comply with this Policy and applicable laws against insider trading, regardless of whether a Non-Trading Period is in place. Appropriate judgment should always be exercised in connection with any transaction involving Digital Assets. At any time and from time to time, a Covered Person may have to forego a proposed transaction involving Digital Assets even if they planned to make the transaction before learning of Material Nonpublic Information, and even though the Covered Person may suffer an economic loss or forego anticipated profit by waiting until the Non-Trading Period ends. Covered Persons must cancel all stop-loss orders and other open or limit orders in Digital Assets during Non-Trading Periods to avoid the possibility of transactions that may violate applicable laws or this Policy.

14. Questions About this Policy. If any questions arise with respect to the application of this Policy, before you engage in a transaction involving Digital Asset, ask a Compliance Officer.

15. Reporting Violations. Covered Persons have an obligation to report known or suspected violations of this Policy to the Compliance Officer in an expeditious manner.

16. Consequences of Non-compliance with this Policy. Covered Persons who violate any portion of this Policy are subject to disciplinary action by the Company, which may include termination of employment depending on the circumstances as determined by the Company in its discretion. Covered Persons may also be subject to criminal or civil liability for violating applicable.