

INSIDER TRADING POLICY

DeepShield Systems, Inc.

Effective Date: January 15, 2024

1. PURPOSE AND SCOPE

1. This Insider Trading Policy (the "Policy") establishes guidelines and procedures for trading in securities of DeepShield Systems, Inc. (the "Company") by directors, officers, employees, consultants, and other related parties who may have access to material, non-public information.

2. This Policy is designed to prevent insider trading violations under the Securities Exchange Act of 1934, as amended, and related regulations, while protecting the Company's reputation for integrity and ethical conduct.

2. DEFINITIONS

1. "Material Information" means information that a reasonable investor would consider important in making an investment decision about the Company's securities.

2. "Non-public Information" means information that has not been broadly disseminated to the public through major newswire services, national news services, or public filings with the SEC.

3. "Covered Persons" includes all directors, officers, employees, consultants, and their immediate family members, as well as entities controlled by such persons.

3. PROHIBITED ACTIVITIES

1. No Covered Person may:

- a) Trade in Company securities while in possession of material, non-public information;
- b) Tip or disclose material, non-public information to others;
- c) Assist anyone engaged in the above activities;
- d) Trade during blackout periods as defined in Section 4.

2. Examples of Material Information include but are not limited to:

- a) Cybersecurity incidents affecting client infrastructure;
- b) New significant contracts or losses of existing contracts;

- c) Major product developments or technical breakthroughs;
- d) Changes in senior management;
- e) Merger, acquisition, or divestiture activities;
- f) Financial results or projections.

4. TRADING WINDOWS AND BLACKOUT PERIODS

1. Regular Trading Windows:

Trading windows generally open on the second trading day following the public release of quarterly financial results and remain open for 20 trading days.

2. Regular Blackout Periods:

Blackout periods begin 15 days prior to the end of each fiscal quarter and continue through the second trading day following the public release of quarterly results.

3. Special Blackout Periods:

The Company may impose additional blackout periods when material developments are pending.

5. PRE-CLEARANCE PROCEDURES

1. All directors, officers, and designated employees must obtain written pre-clearance from the Chief Financial Officer before:

- a) Engaging in any transaction in Company securities;
- b) Establishing, modifying, or terminating a Rule 10b5-1 trading plan;
- c) Pledging Company securities as collateral.

2. Pre-clearance requests must be submitted at least two business days prior to the proposed transaction.

6. COMPLIANCE PROCEDURES

1. The Chief Financial Officer shall serve as the Compliance Officer responsible for:

- a) Administering this Policy;
- b) Monitoring trading activity;
- c) Pre-clearing transactions;

d) Maintaining records of all pre-clearance requests and decisions.

2. All Covered Persons must:

- a) Acknowledge receipt of this Policy;
- b) Report suspected violations promptly;
- c) Cooperate in any internal or external investigations.

7. CONSEQUENCES OF VIOLATIONS

1. Violations of this Policy may result in:

- a) Disciplinary action up to and including termination;
- b) Civil and criminal penalties under federal securities laws;
- c) Requirement to disgorge any profits made from illegal trading.

8. AMENDMENTS AND MODIFICATIONS

- 1. The Company reserves the right to amend or modify this Policy at any time.
- 2. Changes will be communicated to all Covered Persons in writing.

9. CERTIFICATION

I hereby certify that I have read and understand the Company's Insider Trading Policy and agree to comply with its terms.

Signature

Printed Name

Date

Adopted by the Board of Directors of DeepShield Systems, Inc.

on January 15, 2024

/s/ Robert Kessler

Chief Financial Officer and Compliance Officer