

**EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.
INSIDER TRADING POLICY**

1. OBJECTIVES

This Insider Trading Policy (“Policy”) is adopted by EVERWOODS GREEN RESOURCES AND HOLDINGS, INC. (the “Company”) to ensure full compliance with Philippine securities laws and to uphold the integrity, transparency, and fairness of the securities market.

This Policy aims to:

- a. Prevent insider trading and unlawful disclosure of material non-public information;
- b. Protect the interests of shareholders and investing public;
- c. Promote ethical conduct and accountability among directors, officers, employees, and other insiders;
- d. Ensure compliance with the Securities Regulation Code (SRC), SEC rules, and stock exchange requirements; and
- e. Preserve market confidence in the Company.

2. SCOPE AND COVERAGE

This Policy applies to:

- a. Members of the Board of Directors;
- b. Officers and Key Management Personnel;
- c. Employees at all levels;
- d. Consultants, advisors, and other persons who receive or have access to material non-public information; and
- e. Immediate family members and controlled entities of Covered Persons, to the extent required under applicable laws.

3. DEFINITION OF TERMS

3.1 Insider

Any person who, by reason of their position, relationship, or access, possesses material non-public information relating to the Company, including:

- Directors, officers, and employees;
- Controlling shareholders;
- Persons in a fiduciary or professional relationship with the Company; and
- Any person who receives Material Non-Public Information (MNPI) from an insider.

3.2 Material Non-Public Information (MNPI)

Information that is not publicly available and would likely affect the market price of the Company's securities or influence an investor's decision if disclosed.

Examples include, but are not limited to:

- Financial results or forecasts not yet disclosed;
- Mergers, acquisitions, divestments, or joint ventures;
- Significant investments, asset sales, or impairments;
- Changes in control, capital structure, or dividend policy; and
- Significant litigation, regulatory actions, or defaults.

3.3 Trading

The buying, selling, or otherwise transferring of the Company's securities, directly or indirectly, including through derivatives or controlled entities.

4. PROHIBITION ON INSIDER TRADING

No Insider shall, while in possession of MNPI:

- a. Buy, sell, or trade in the Company's securities;
- b. Recommend or induce another person to trade in the Company's securities; and
- c. Disclose MNPI to any person, except where disclosure is authorized and necessary in the ordinary course of business and subject to confidentiality obligations.

This prohibition applies regardless of whether the Insider expects to personally benefit from the transaction.

5. BLACKOUT PERIODS

5.1 Mandatory Blackout Periods

The Company shall impose blackout periods during which trading by Insiders is prohibited, including:

- a. From the end of a reporting period until the public disclosure of financial results;
- b. Prior to the announcement of material corporate developments; and
- c. At such other times as determined by the Company or required by regulators.

5.2 Notification

The Compliance Officer or Corporate Secretary shall notify Covered Persons of the start and end of blackout periods. Lack of notice shall not excuse violations.

6. PRE-CLEARANCE OF TRADES

6.1 Pre-Clearance Requirement

Directors, officers, and designated employees must obtain written pre-clearance from the Compliance Officer or Corporate Secretary before trading in the Company's securities.

6.2 Validity

Pre-clearance approvals are valid only for a limited period and may be revoked if the individual subsequently comes into possession of MNPI.

7. DISCLOSURE AND REPORTING OBLIGATIONS

7.1 Regulatory Disclosure

Directors, officers, and principal shareholders shall comply with all disclosure requirements under the SRC and SEC rules, including:

- a. Reporting beneficial ownership and changes therein; and
- b. Timely filing of required disclosures with the SEC and the stock exchange.

7.2 Internal Reporting

Covered Persons shall promptly report all trades in Company securities to the Compliance Officer for monitoring and record-keeping purposes.

8. CONFIDENTIALITY AND INFORMATION CONTROL

- a. MNPI shall be strictly protected and shared only on a "need-to-know" basis.
- b. The Company shall implement appropriate information barriers, access controls, and secure record-keeping.
- c. Discussions involving MNPI shall not take place in public or unsecured settings.

9. TRAINING AND AWARENESS

The Company shall promote awareness of this Policy through:

- a. Regular training for directors, officers, and employees;
- b. Inclusion in onboarding programs;
- c. Periodic reminders, certifications, and acknowledgments; and
- d. Integration into the Company's corporate governance framework and I-ACGR.

10. MONITORING AND COMPLIANCE

- a. The Compliance Officer shall monitor compliance with this Policy.
- b. Suspected violations shall be investigated promptly and escalated to the Audit Committee or Board, as appropriate.
- c. The Company may coordinate with regulators or external counsel where required.

11. VIOLATIONS AND SANCTIONS

Any violation of this Policy may result in:

- a. Disciplinary action, including suspension or termination of employment or engagement.
- b. Removal from Board or committee positions, subject to prevailing law.
- c. Reporting to the SEC or other regulators.
- d. Civil and criminal liability under the Securities Regulation Code and other applicable laws.

12. RECORDS AND DOCUMENTATION

All pre-clearance requests, trade reports, investigations, and related communications shall be:

- a. Properly documented;
- b. Retained in accordance with the Company's records retention policy; and
- c. Made available for regulatory inspection, if required.

13. OVERSIGHT AND GOVERNANCE

- a. The Board of Directors shall have ultimate oversight over this Policy.
- b. The Audit Committee shall monitor the implementation and strict compliance.
- c. Management shall ensure effective dissemination and enforcement.

14. POLICY REVIEW AND UPDATES

This Policy shall be reviewed at least once every two (2) years or earlier if required by:

- a. Changes in securities laws or SEC rules;
- b. Stock exchange regulations; and
- c. Developments in best governance practices or Company risk profile.

15. EFFECTIVITY

This Policy is effective on January 22, 2026, and may be amended or modified upon approval by the Board of Directors.