

FRESHLOCAL SOLUTIONS INC.

DISCLOSURE POLICY

1. Introduction

Freshlocal Solutions Inc. (“**Freshlocal**” or the “**Company**”) is committed to a policy of timely, factual and accurate disclosure of all material information in order to keep shareholders, the investing public and other stakeholders informed about Freshlocal’s activities, business and property.

This policy extends to all employees, managers, executive officers and directors of Freshlocal (“**Freshlocal Personnel**”) and those authorized to speak on its behalf. It covers, but is not limited to, disclosure in documents filed with the securities regulatory authorities (including stock exchanges) and written statements made in Freshlocal’s annual and quarterly reports, news releases, letters to shareholders, presentations by management and information contained on Freshlocal’s website and other electronic communications, including social media. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

Freshlocal, as well as its directors, officers, designated spokespersons and “influential persons” (namely, any holder of more than 10% of the voting shares of Freshlocal and who is a “control person” of Freshlocal within the meaning of the *Securities Act* (British Columbia)), may incur statutory liability, subject to certain defences, for misrepresentations in public documents or public oral statements concerning the Company or if the Company fails to make timely disclosure of material information. Directors, officers and influential persons of Freshlocal may also cause the Company to incur statutory liability for misrepresentations they make in public oral statements. It is therefore imperative that all employees, directors, officers and authorized spokespersons of Freshlocal and, as applicable, its subsidiaries comply with this policy and the Company’s disclosure procedures to ensure timely and accurate public disclosure of information by the Company.

2. Disclosure Policy Management

The Chief Executive Officer (“**CEO**”) and Chief Financial Officer (the “**CFO**”, and together with the CEO, the “**Responsible Officers**”) with the assistance from legal counsel, will oversee Freshlocal’s corporate disclosure practices and ensure compliance with this policy. They will make recommendations on this disclosure policy to Freshlocal’s Sustainability and Governance Committee and will keep the Company’s recent public statements under review to determine whether any updating or correcting is appropriate. In the event of a conflict between the Responsible Officers on a disclosure policy matter, the Company’s Audit Committee will have the final decision-making authority.

The Responsible Officers are generally responsible for meeting all disclosure obligations and for overseeing Freshlocal’s disclosure practices. These include:

- monitoring the effectiveness of and compliance (by the relevant persons) with this policy;
- reviewing and authorizing disclosure (both written, including core and non-core documents, and oral) before public release;

- determining whether or not any pending development or information concerning Freshlocal constitutes “material information” and, if so, whether such information should remain confidential;
- monitoring Freshlocal’s website;
- maintaining a record of disclosure decisions; and
- reporting to the Board of Directors and/or Sustainability and Governance Committee.

In addition, at least once a year, a Responsible Officer with assistance from the Company’s Sustainability and Governance Committee and the Company’s legal counsel will review the Policy, adherence to the Policy, best practices and potential improvements, and evaluate the adequacy and effectiveness of the design and operation of disclosure controls. The CFO will report at least annually to the Audit Committee on the results of this evaluation. The results of such evaluation will contribute to the CEO/CFO annual and quarterly certification requirements under National Instrument 52-109 - *Certification of Disclosure in Issuers’ Annual and Interim Filings*.

3. Designated Spokespersons

The primary spokespersons for Freshlocal are the Chair of the Board and CEO, the CFO, and any spokesperson so designated by a Responsible Officer. The primary spokespersons may also refer media-related inquiries to an external consultant or other persons within Freshlocal.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from shareholders, the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries shall be referred to the CFO. If there is any doubt about the appropriateness of responding to any such inquiries or of supplying information to any outside party, each employee, director or other representative of Freshlocal is urged to contact the CFO for advice and instructions.

4. Disclosure of Material Information

A. Distribution and Timing/Delay of Disclosure of Material Information

“**Material Information**” refers to any information relating to the activities, business, affairs, operations and properties of the Company that results in, or would reasonably be expected to result in a significant change in the market price or value of the Company’s securities or that would reasonably be expected to have a significant influence on any reasonable investor’s investment decisions. Examples of potentially material information are set out in Schedule A to this policy.

Pursuant to policies set by securities regulators, Freshlocal must generally disclose via news release Material Information to the public immediately or as soon as practicable, on such information becoming known to Freshlocal or upon it becoming apparent the information is Material Information. The Market Surveillance Division of the Investment Industry Regulatory Organisation (“**IIROC**”), on behalf of the Toronto Stock Exchange (the “**TSX**”), should be notified immediately prior to the release of Material Information. In the case of annual or quarterly earnings releases, the Company’s policy is to consult its Audit Committee and legal counsel and make all reasonable efforts to finalize the investor

reporting package of information the business day following approval by the Board and to release the information the business day following finalization which may be followed by a publicly available investor conference call and webcast.

The Responsible Officers will consider if information constitutes Material Information and therefore must be generally disclosed and how such Material Information is to be disclosed in accordance with applicable securities laws. The materiality of information cannot be altered by breaking down the information into smaller, non-material components. Disclosure must be accurate and complete in all material respects; it must include any information the omission of which would make the rest of the disclosure misleading. The Responsible Officers will approve the content of any news release disclosing such information. Material Information which is unfavourable to the Company must be disclosed as promptly and completely as favorable information.

Generally, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the Company, unless the external development will have or has had a direct effect on the business or affairs of the Company that is material and uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry.

All news releases will be filed with the relevant Canadian securities commissions via SEDAR after dissemination over the newswire.

The Responsible Officers will also determine whether the Material Information constitutes a change in the business, operations, assets or ownership of Freshlocal that would reasonably be expected to have a significant effect on the market price or value of any of the securities of Freshlocal, or a decision to implement such a change made by: (a) senior management of Freshlocal who believe that confirmation of the decision by the Board is probable; or (b) the Board (a "**Material Change**"). If it is determined that a Material Change exists, the Company will file a material change report with relevant Canadian securities commissions within the required time period (currently 10 calendar days from the Material Change).

Timing the release of a Material Change may be delayed with the approval of the Responsible Officers and securities regulators when disclosure would be "unduly detrimental" to the interests of Freshlocal and the detriment to Freshlocal resulting from such disclosure would outweigh the detriment to the market in not having access to the information (for example, if release of the Material Change would prejudice negotiations in a corporate transaction). In such circumstances, the CFO will cause to be filed a confidential material change report. The Responsible Officers will review the need to keep the material change report confidential and advise the relevant securities commissions of such continuing need in accordance with securities legislation (currently, an issuer must advise securities commissions within 10 calendar days of the date of filing the confidential material change report, and every 10 calendar days thereafter, of its belief that the material change report must remain confidential).

Where disclosure of Material Information has been delayed, the Material Information must be kept completely confidential and must not be disclosed to anybody, except if such disclosure would normally occur within the context of the necessary course of business.

B. Corporate Website

News releases are to be posted to the corporate website following their dissemination. Information available on the website shall include any annual or quarterly reports, Freshlocal's annual information forms and management information circulars. Other documents of interest are posted upon availability,

and materials related to presentations by officers of the Company are to be placed on the website contemporaneously with the events to which they relate.

All information posted to Freshlocal's website will show the date such information was posted. The minimum retention period for Material Information on Freshlocal's website will be two (2) years after the date of its posting.

C. Disclosure Controls

In addition to the guidelines set out below, the Responsible Officers in consultation with legal counsel and the Audit Committee from time-to-time shall, in the context of the disclosure of Material Information, undertake to:

1. identify the continuous disclosure requirements under applicable securities laws and stock exchange rules;
2. identify the internal and external individuals responsible for preparing and reviewing the Company's disclosure documents;
3. establish a timetable for the preparation and review of periodic disclosure documents (for example the annual and quarterly financial statements, MD&As, information circulars, as well as the annual information forms);
4. establish a procedure for the identification and timely reporting to the Responsible Officers of information which may constitute Material Information or which may constitute a change in Material Information that had previously been generally disclosed, including: (a) the identification of individuals who have authority to take actions which may constitute Material Information or who are likely to learn first about events outside the control of Freshlocal that may give rise to Material Information; and (b) the maintenance by the Responsible Officers of a record of potential Material Information received and reviewed by the Responsible Officers with relevant executive officers to make an initial determination of whether disclosure of such Material Information may be required;
5. document the procedures followed with respect to the release of each disclosure document and for the review of each disclosure statement made orally;
6. after public dissemination, all of Freshlocal's disclosure will be monitored to ensure accurate media reporting and prompt corrective measures will be taken if necessary; and
7. evaluate, on an ongoing basis, the effectiveness of Freshlocal's disclosure.

With the assistance of legal counsel, all of Freshlocal news releases will be managed and approved by the Responsible Officers. In addition, news releases and all investor/analyst presentations and reports announcing financial results or containing financial information based on unreleased financial results will also be reviewed by the Company's Audit Committee prior to dissemination.

D. Recommended Disclosure Model

Generally, Freshlocal expects to use the following disclosure model when making a planned disclosure of Material Information, such as a scheduled annual or quarterly earnings release:

1. in the event that the disclosure is made during trading hours, prior notice must be given to the Market Surveillance Division of IIROC, on behalf of the TSX, so that it can give guidance and direction on whether to issue a trading halt. If the press release is issued outside of normal trading hours, the Market Surveillance, Division of IIROC, on behalf of the TSX, must be notified before the market opens.
2. issue a news release containing the Material Information through a widely circulated recognized news or wire service;
3. provide advance notice of the date and time of any conference call to discuss the Material Information, the subject matter(s) of the call and the means for accessing it;
4. hold the conference call in an open manner, permitting investors, media and others to listen either by telephone or through Internet webcasting; and
5. provide dial-in and/or web replay or make transcripts of the call available for a reasonable period of time after the analyst conference call.

The Company may take all other actions as may be necessary or appropriate when making a planned disclosure of Material Information. Notwithstanding the above, if the Material Information is straightforward steps 3 through 5 may not be necessary.

E. Non-IFRS Financial Measures

If the Company publicly discloses material information that includes a non-IFRS financial measure, the disclosure must comply with applicable Canadian legal requirements and guidelines. Generally, the non-IFRS financial measure must be accompanied by a presentation of the most directly comparable financial measure calculated and presented in accordance with IFRS and a reconciliation of the differences between the non-IFRS financial measure and the most comparable IFRS financial measure.

F. Correcting Errors

If the Responsible Officers determine that a disclosure document contains a material error or misrepresentation, or if Freshlocal has failed to make a timely disclosure of a Material Change, the Responsible Officers will immediately advise the Board and take steps to issue a clarifying news release.

G. Disclosure Record

The Responsible Officers will maintain a disclosure record consisting of a six-year file containing all public information about the Company, including continuous disclosure documents and press releases and transcripts or tape recordings of publicly accessible conference calls.

5. Maintaining Confidentiality of Material Information and Confidential Information

Freshlocal Personnel that are privy to undisclosed Material Information are prohibited from communicating such information to anyone else (including friends and family), unless they are required or it is necessary to do so in fulfilling their duties and it is in the necessary course of business. Efforts will be made to limit access to such undisclosed Material Information only to those who need to know said Material Information and such persons will be advised that said information is to be kept confidential.

Outside parties privy to undisclosed Material Information concerning the Company will be strictly instructed not to disclose such Material Information to anyone else, other than in the necessary course of business, and not to trade in the Company's securities until said information is publicly disclosed.

Where disclosure of a Material Change is delayed pursuant to securities legislation as described in Section 4, Freshlocal is under a duty to take precautions to keep the Material Change confidential. During the period before Material Information is generally disclosed, the CFO should closely monitor market activity in the Freshlocal's securities during this time.

A. Restrictions on Trading and Prohibition on Tipping

Securities legislation prohibit any Freshlocal Personnel or anyone having a close or special relationship with the Company from purchasing or selling securities of the Company when any such person has knowledge of undisclosed Material Information about the Company's activities, affairs, business, operations and properties. Securities legislation also prohibit the communication of undisclosed Material Information to any person before that Material Information has been generally disclosed, except on a need-to-know basis in the necessary course of business. This prohibited activity is commonly known as "tipping".

The Company has established guidelines with respect to trading in securities of the Company by Freshlocal Personnel.

Reference is made to Freshlocal's Securities Trading Policy for more information on these guidelines.

B. Prohibition on Selective Disclosure

Disclosure to any person or select group (including investment analysts and the media), of Material Information that has not been generally disclosed, is considered selective disclosure. Selective disclosure is a prohibited activity unless such disclosure is made in the necessary course of business, which is a limited exception to the tipping restrictions and exists so as not to unduly interfere with a company's ordinary business activities.

Securities laws generally prohibit the Company from making a selective disclosure of Material Information to an analyst, institutional investor or other market professional. Freshlocal Personnel must obtain the approval of the Responsible Officers before disclosing Material Information in the necessary course of business.

6. Keeping Key Freshlocal Personnel Informed

It is essential that Freshlocal Personnel keep the Responsible Officers sufficiently apprised of potentially material Freshlocal developments so they can discuss and evaluate any events that might impact the

disclosure process, including: material operational and regulatory developments, merger or acquisition activities, extraordinary transactions, and changes of the executive officers. Freshlocal Personnel should immediately advise the Responsible Officers of a potential material Freshlocal development.

The Responsible Officers are responsible for keeping the Board informed of all material developments and Material Information disseminated to the public.

7. Market Rumors

Freshlocal shall not comment, affirmatively or negatively, on market rumours. However, when authorized by the Responsible Officers, authorized spokespersons may make exceptions, and respond to certain rumors that are deemed harmful to Freshlocal's interests if not rebutted.

Should a stock exchange or any securities regulatory authority request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the Company's securities, the Responsible Officers will consider the matter and decide as to the nature and content of the Company's response.

8. Dealing with Regulators

If requested by a stock exchange or other securities regulatory authority to make a public statement, including in response to a rumour, the Responsible Officers will consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Responsible Officers may consider the advice, if any, of the securities regulatory authority or other external advisors, as it deems appropriate.

The CEO and the CFO will be responsible for receiving inquiries from the Market Surveillance Division of IIROC, on behalf of the TSX, with respect to unusual trading activity or market rumours.

The CEO and CFO will be responsible for contacting the Market Surveillance Divisions of IIROC, on behalf of the TSX in advance of a news release of Material Information, to watch for unusual trading, and to determine if a halt in trading is required.

9. Dealing with the Investment Community

A. General

In communicating with investment analysts, security holders, institutional and other investors and the media, the following practices should be avoided:

- selective disclosure;
- distribution of investment analyst reports (only lists of all analysts providing coverage will be supplied);
- commenting on current period earnings estimates and financial assumptions other than as may be generally disclosed; and

- meeting with institutional investors in anticipation of a prospectus offering, except as may be permitted under securities legislation.

A list of specific issues that are appropriate and inappropriate for briefings with analysts, institutional and other investors are set forth in Schedule B.

B. Quiet Periods

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe quiet periods prior to key announcements or when Material Changes are pending. The Company will also observe a quarterly quiet period commencing on the first day following the end of the quarter and ending with the issuance of a news release disclosing quarterly results.

During a quiet period, the Company will not initiate any meetings or telephone contacts with analysts and investors but will respond to unsolicited inquiries concerning factual matters. If the Company is invited to participate, during a quiet period, in investment meetings or conferences organized by others, then the Responsible Officers will determine, on a case-by-case basis, whether or not it is advisable to accept these invitations. If such an invitation is accepted, caution will be exercised to avoid selective disclosure of any undisclosed Material Information.

In particular in the event that Freshlocal has commenced a distribution of its securities (as determined in accordance with securities regulations) and until: (a) the time that the offering is abandoned or (b) a final prospectus relating to the offering has been filed with the securities regulatory authorities, Freshlocal cannot make any statements which can be seen as promoting a distribution of securities or conditioning the market with respect to the distribution of its securities. However, normal promotional activities such as advertising carried out in connection with the operation of Freshlocal's business may be continued.

C. Conference Calls/Webcasts

Freshlocal may schedule conference calls to discuss annual or quarterly financial results and major corporate developments, whereby discussion of key aspects is accessible simultaneously to all interested parties, some as participants in the telephone conference and others in a listen-only mode by telephone or via a webcast over the Internet.

The Company will provide advance notice of each conference call and webcast by issuing a news release announcing the date and time thereof and providing information on how interested parties may access the call and webcast. The announcement and all relevant Material Information will be posted on the corporate website. In addition, the Company may send invitations to analysts, institutional investors, the media and others.

At the beginning of the conference call, a Freshlocal spokesperson will provide the appropriate cautionary language to be used in connection with any public oral statement containing forward-looking information: See below under "*Forward-Looking Information*".

The Responsible Officers shall hold a debriefing meeting immediately after a conference call and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Company will immediately publicly disclose such information via news release.

D. Analyst and Investor Meetings

Freshlocal's executives may meet with analysts and portfolio managers on an individual or small group basis as may be requested and respond to analysts and investor calls in a timely manner, provided that such meetings comply with this Policy. Normally, the CEO, CFO or their designates will attend such meetings. When the CEO and/or the CFO or their designates, are unable to attend such meetings, prior to such meetings, they may brief those participating on the Company's public disclosure to help ensure consistency in messages and disclosure. Where practical, statements and responses to anticipated major/top-level questions should be scripted or discussed in advance by the CEO and/or the CFO. The purpose of the CEO's or CFO's attendance at such meetings and/or the pre-briefing is to ensure that selective disclosure of undisclosed Material Information does not occur, that all statements made are accurate and to allow follow-up cross-briefing to other authorized spokespersons to ensure that communication is consistent amongst all authorized spokespersons.

In general, conversations with analysts should be limited to explanations or clarifications of generally disclosed Material Information or other non-Material Information or non-confidential information. Freshlocal will not provide disclosure in any way that may alter the materiality of information by "breaking down" the information into smaller, non-material components. While the Company must provide the same oral or written schedule information to any person who requests it, it is not required to formally capture the various non-material discussions held.

Freshlocal holds question and answer sessions on its public annual or quarterly results and target setting conference calls, which are provided live and by posted audio recording and transcripts on the Freshlocal's corporate website and are to be available for a minimum of ten (10) days. In addition, Freshlocal partakes in question-and-answer sessions with investors and analysts at conferences, meetings or on tours, which may be posted. Freshlocal and its investor spokespersons endeavor to provide, if requested, similar non-Material Information to other third parties that it has provided to analysts and institutional investors at such sessions. Any request for undisclosed Material Information will be denied.

If for any reason Material Information is selectively disclosed to analysts, investors or media in any forum, or a misrepresentation is made, the Board should be immediately notified so they may take appropriate action.

E. Analyst Reports and Models

Freshlocal in consultation with its Audit Committee, will try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts have appropriate basis to prepare estimates that are in line with the Company's own expectations. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with any analyst's models and earnings estimates.

Freshlocal, upon request, will review analysts' draft research reports or models only for the purpose of ensuring there are no factual errors or obvious misstatements contained in such draft reports or models, based on publicly disclosed information. Written comments should be accompanied by a disclaimer indicating that the analyst's report was reviewed only for factual accuracy based on available public information.

Final reports of the analyst are proprietary to the analyst's firm and the Company should not be seen as endorsing such reports by making them generally available to the public or to employees.

Notwithstanding this, the Company can distribute analyst reports to its Board, senior management, credit agencies and financial and professional advisors and legal counsel in the necessary course of business to assist them in monitoring communications about Freshlocal and how corporate developments are affecting their analysis.

The Company may post on its website a complete listing of the analysts who have reports available for their retail clients (regardless of their recommendation), their firm and phone number. The Company will not provide a link to the analysts' or any other third party's website or publications.

F. Analyst Revenues, Earnings and other Estimates

Responses by the CEO or CFO with respect to inquiries by analysts regarding the Company's revenues, earnings and other estimates will be limited to: Company forecasts, guidance and financial outlook already generally disclosed to the public and the range and average of estimates made by other analysts.

Spokespersons must keep notes of telephone conversations with analysts and investors and where practicable more than one Company representative will be present at all individual and group meetings. When practicable, a debriefing will be held after such meetings and telephone conversations and if such debriefing uncovers selective disclosure of previously undisclosed Material Information, the Company will immediately disclose such information publicly via news release.

Should senior management determine that the Company's future results are reasonably likely to be significantly out of the range of any previously disclosed financial outlook or future-oriented financial information (in particular if the results are expected to be below the stipulated threshold) or should senior management decide to change a target, the Responsible Officers should consider the appropriateness of updating or withdrawing such financial outlook or future-oriented financial information by issuing a news release and, where deemed appropriate, the conducting of a conference call to explain the difference or change, as well as, an inclusion of an update or withdrawal in subsequent public disclosure documents.

10. Dealing with the Media

Media news conferences on financial matters are normally conducted in separate forums from investors but access to information disclosed should be similar in all material respects. Senior management or subject matter experts authorized by a Responsible Officer will attend media conferences to monitor that undisclosed Material Information has not been generally disclosed.

The Company will not provide any undisclosed Material Information or related documents to a reporter on an exclusive basis.

Media spokespersons should promptly respond to all media inquiries. Senior management or subject matter experts should be utilized in key announcements, as appropriate, to build credibility and provide more informed disclosure.

11. Forward-Looking Information

Forward-looking information should only be released with caution, and normally as determined by the Responsible Officers. To the extent any forward-looking information is provided in required disclosure documents under securities legislation, it should be clearly marked as forward-looking.

Written and oral statements should be accompanied by appropriate contingency and cautionary language or notices, which should identify or refer to the risks and uncertainties that may cause the actual results to differ materially from those projected in the statements. Also included should be a statement that disclaims the Company's intention or obligation to update or revise the forward-looking information, whether the result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements to be materially different, the Company may in its discretion choose to issue a news release. In this case, the Company may update its guidance or financial outlook disclosure on the anticipated impact on revenue and earnings or other key metrics.

At the beginning of any conference call or presentation, a Company spokesperson should make a statement that forward-looking information may be discussed. This will include appropriate cautionary language or references to cautionary statements contained in publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties as provided for under securities legislation.

If the Company has issued a forecast or projection in connection with an offering document pursuant to securities legislation, the Company will update that forecast or projection periodically, as required by securities legislation.

12. Policy Communications and Consequences for Non-Compliance with this Policy

All Freshlocal Personnel will be provided with a copy of this Policy and will be advised of its importance.

This Policy must be strictly complied with. Violations may be grounds for disciplinary action, including dismissal.

If you have any questions about any aspect of this Policy or your duties under it, please contact your supervisor or the CEO or CFO.

If you become aware of a possible violation of this Policy you are encouraged to report this in accordance with the reporting guidelines contained in the Company's Whistleblowing Policy.

13. Personal Responsibility

It is the responsibility of all Freshlocal Personnel to comply with the law and this Policy. Failure to do so may result in legal sanctions and sanctions by the Company.

This Policy was recommended for approval by the Company's Sustainability and Governance Committee and made effective by the Board of Directors as of April 16, 2021.

SCHEDULE A
EXCERPT FROM S. 4.3 OF NATIONAL POLICY 51-201: EXAMPLES OF POTENTIALLY MATERIAL INFORMATION

The following are examples of information that would be Material Information if they result in, or would reasonably be expected to result in, a significant change in the market price or value of any of the securities of Freshlocal:

- Changes in share ownership that may affect control of a company
- Major reorganizations, amalgamations or mergers
- Takeover bids, issuer bids or insider bids
- Public or private sale of additional securities
- Planned repurchases or redemptions of securities
- Planned splits of common shares or offerings of warrants or rights to buy shares
- Any share consolidation, share exchange or stock dividend
- Changes in a company's dividend payments or policies
- The possible initiation of a proxy fight
- Material modification to rights of security holders
- A significant increase or decrease in near-term earnings prospects
- Unexpected changes in financial results for any periods
- Shifts in financial circumstances such as cash flow reductions, major asset write-offs or write-down
- Changes in the value or composition of a company's assets
- Any material change in the Company's accounting policy
- Any development that materially affects the Company's resources, technology, products or markets
- A significant change in capital investment plans or corporate objectives
- Major labor disputes or disputes with major contractors or suppliers

- Significant new contracts, products, patents or services or significant losses of contracts or business
- Change to the board or executive management, including the departure of the Company's CEO, CFO or president (or persons in equivalent positions)
- The commencement of, or developments in, material legal proceedings or regulatory matters
- Waivers of corporate ethics and conduct rules for officers, directors and other key employees
- Any notice that reliance on a prior audit is no longer permissible
- De-listing of the Company's securities or their movement from one quotation system or exchange to another
- Significant acquisitions or dispositions of assets, property or joint venture interests
- Acquisitions of other companies, including a take-over bid for, or a merger with another company
- The borrowing or lending of a significant amount of money
- Any mortgaging or encumbering of a company's assets
- Defaults under debt obligations, agreements to restructure debt or planned enforcement procedures by a bank or any other creditor
- Changes in rating agency decisions
- Significant new credit arrangements

SCHEDULE B
CONTACTS WITH SECURITIES PROFESSIONALS (INCLUDING ANALYSTS), INVESTORS AND THE MEDIA

Examples of specific issues that are appropriate for briefings with analysts, institutional and other investors, other market participants and the media include:

- descriptions of the markets in which Freshlocal currently operates, including market size, previously disclosed growth rate, target customers, etc.,
- corporate history, strategy and objectives to the extent previously publicly disclosed,
- product descriptions, and
- Freshlocal's previously disclosed position in the market relative to its competitors.

Examples of specific issues that should be avoided include:

- significant data, and in particular financial information such as sales and profit figures (unless previously generally disclosed),
- any discussion relating to management's comfort with previous revenue and earnings guidance (this applies to current and future quarters, as well as the current and future fiscal years),
- any discussion related to changes in the condition of Freshlocal's markets, since such comments may give an indication of Freshlocal's comfort with its previous guidance,
- any discussion related to changes in Freshlocal's reporting practices,
- any discussion related to customer wins that have not been generally disclosed, and
- any discussion of future features and functionality in Freshlocal's products that have not been generally disclosed.