



EALIXIR INC.
INSIDER TRADING POLICY
(Adopted as of January 8th, 2021)

This Insider Trading Policy (this “Policy”) provides guidelines to directors, officers, employees and consultants of **Ealixir Inc.** (the “Company”) with respect to transactions in the Company’s securities (such as common stock, options to buy or sell common stock, warrants and convertible securities) and derivative securities relating to the Company’s common stock, whether or not issued by the Company (such as exchangetraded options) for the purpose of promoting compliance with applicable U.S. federal securities laws and the rules and regulations promulgated by the US Securities and Exchange Commission.

This Policy applies to directors and officers, and any employees and consultants who receive or are aware of Material, Non-Public Information (as defined below) regarding (1) the Company and (2) any other company with publicly-traded securities, including the Company’s customers, joint-venture or strategic partners, vendors and suppliers (“business partners”), obtained in the course of employment by or in association with the Company. This Policy also applies to any person who receives Material, Non-Public Information. The people to whom this Policy applies are referred to in this Policy as “insiders.” All insiders must comply strictly with this Policy.

The Company reserves the right to amend or rescind this Policy or any portion of it at any time and to adopt different policies and procedures at any time. In the event of any conflict or inconsistency between this Policy and any other materials distributed by the Company, this Policy shall govern. If a law conflicts with this Policy, you must comply with the law.

You should read this Policy carefully, ask questions of the Company’s Compliance Officer, and promptly sign and return the certification attached as **Annex A** acknowledging receipt of this Policy to:

Ealixir Inc.
1200 Brickell Avenue
Suite 310
Miami, FL 33131, USA
Attention: **Company Secretary - Mr. Hugo Winkler**

The Company Secretary shall act as Compliance Officer and shall be responsible for ensuring that all of the Company's directors, officers and other employees promptly sign and return the attached certification acknowledging receipt of this Policy.

I. Definitions and Explanations

A. Material, Non-Public Information

1. What Information is "Material"?

Material information covers a wide range of topics. Generally, information should be regarded as material if there is a substantial likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's securities. Information that is likely to affect the price of a company's securities (whether positive or negative) is almost always material. It is also important to remember that either positive or negative information may be material.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material information. Common examples of material information include:

- Unpublished financial results (annual, quarterly or otherwise);
- Unpublished projections of future earnings or losses;
- News of a pending or proposed merger;
- News of a significant acquisition or a sale of significant assets;

- Impending announcements of bankruptcy or financial liquidity problems;
- Gain or loss of a substantial customer or supplier;
- Changes in the Company's distribution or dividend policy;
- Stock splits;
- Changes in the Company's or its subsidiaries' credit ratings;
- New equity or debt offerings;
- Significant developments in litigation or regulatory proceedings; and
- Changes in management.

The above list is for illustration purposes only. If securities transactions become the subject of scrutiny, they will be viewed after-the-fact and with the benefit of hindsight. Therefore, before engaging in any securities transaction, you should consider carefully how regulators and others might view your transaction in hindsight and with all of the facts disclosed.

2. *What Information is "Non-Public"?*

Information is "non-public" if it has not been previously disclosed to the general public and is otherwise not generally available to the investing public. In order for information to be considered "public," it must be widely disseminated in a manner making it generally available to the investing public, and the investing public must have had time to absorb the information fully. Generally, allow two full Trading Days following publication as a reasonable waiting period before information is deemed to be public.

B. *Related Person*

"Related Person" means, with respect to the Company's insiders:

- Any family member living in the insider's household (including a spouse, child, stepchild, parent, stepparent, grandparent, sibling, in-law) and anyone else living in the insider's household;
- Family members who do not live in the insider's household but whose transactions in Company securities are directed by the insider or subject to the insider's influence or control;
- Partnerships in which the insider is a general partner;
- Trusts of which the insider is a trustee;
- Estates of which the insider is an executor; and
- Other equivalent legal entities that such insider controls.

C. *Trading Day*

"Trading Day" means a day on which national stock exchanges or the Over-TheCounter Quotation System are open for trading, and a "Trading Day" begins at the time trading begins.

II. *General Policy*

This Policy prohibits insiders from trading or "tipping," either directly or indirectly, others who may trade in the Company's securities while aware of Material, Non-Public Information about the Company. Insiders are also prohibited from trading or tipping others who may trade in the securities of another company if they learn Material, NonPublic Information about the other company in connection with their employment by or relationship with the Company. These illegal activities are commonly referred to as "insider trading."

All insiders should treat Material, Non-Public Information about the Company's business partners with the same care required with respect to Material, Non-Public Information related directly to the Company.

A. *Trading on Material, Non-Public Information*

Except as otherwise specified in this Policy, no insider or Related Person shall engage in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell,

during any period commencing with the date that he or she is aware of Material, Non-Public Information concerning the Company, and ending at the beginning of the third Trading Day following the date of public disclosure of the Material, Non-Public Information, or at the time that the information is no longer material.

B. Tipping Others of Material, Non-Public Information

No insider shall disclose or tip, either directly or indirectly, Material, Non-Public Information to any other person (including Related Persons) where the Material, Non-Public Information may be used by that person to his or her profit by trading in the securities of the company to which the Material, Non-Public Information relates, nor shall the insider or the Related Person make recommendations, either directly or indirectly, or express opinions on the basis of Material, Non-Public Information as to trading in the Company's securities. Insiders are not authorized to recommend the purchase or sale of the Company's securities to any other person regardless of whether the insider is aware of Material, Non-Public Information.

C. Confidentiality of Material, Non-Public Information

Material, Non-Public Information relating to the Company is the Company's property, and the unauthorized disclosure of Material, Non-Public Information is prohibited. If an insider receives any inquiry from outside the Company (such as a securities analyst) for information (particularly financial results and/or projections) that may be Material, Non-Public Information, the inquiry should be referred to the Company's Chief Financial Officer, who is responsible for coordinating and overseeing the release of that information to the investing public, securities analysts and others in compliance with applicable laws and regulations.

D. Exempted Transactions

This Policy does not apply in the case of the following transactions, except as specifically noted:

1. *Stock Option Exercises.* This Policy does not apply to the exercise of an employee stock option acquired pursuant to the Company's plans, or to the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.
2. *Restricted Stock Awards.* This Policy does not apply to the vesting of restricted stock or similar awards, or the exercise of a tax withholding right pursuant to which the insider elects to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock. The Policy does apply, however, to any market sale of restricted stock.
3. *Other Similar Transactions.* Any other purchase of Company securities from the Company or sales of Company securities to the Company are not subject to this Policy.

E. Transactions Not Involving a Purchase or Sale

Bona fide gifts are not transactions subject to this Policy, unless the person making the gift has reason to believe that the recipient intends to sell the Company securities while the officer, employee or director is aware of Material, Non-Public Information, or the person making the gift has been notified by the Company that they are subject to additional trading guidelines.

Transactions in mutual funds that are invested in Company securities are not transactions subject to this Policy.

F. Post-Termination Transactions

The guidelines set forth in this Section II continue to apply to transactions in the Company's securities even after the insider has terminated employment or other service relationship with the Company as follows:

if the insider is aware of Material, Non-Public Information when his or her employment or service relationship terminates, the insider may not trade in the Company's securities until that information has become public or is no longer material.

G. No Hardship Waivers

The guidelines set forth in this Section II may not be waived.

III. Administration of the Policy

The Company Secretary, Mr. Hugo Winkler, shall serve as the Compliance Officer for the purposes of this Policy, and in his absence, an officer appointed by the Board of Directors of the Company, or another employee designated by the Compliance Officer shall be responsible for administration of this Policy. All determinations and interpretations by the Compliance Officer shall be final and not subject to further review. * * * *

*This document states a policy of **Ealixir Inc.** and is not intended to be regarded as the rendering of legal advice.*

ANNEX A
INSIDER TRADING POLICY CERTIFICATION

I have read and understand the Insider Trading Policy (the "Policy") of **Ealixir Inc.** (the "Company"). I agree that I will comply with the policies and procedures set forth in the Policy. I understand and agree that, if I am a director, officer or employee of the Company or one of its subsidiaries or other affiliates, my failure to comply in all respects with the Company's policies, including the Policy, is a basis for termination for cause of my employment or service with the Company and any subsidiary or other affiliate to which my employment or service now relates or may in the future relate.

I am aware that this signed Certification will be filed with my personal records in the Company's Human Resources Department.


Signature

Enea Angelo Trevisan

Type or Print Name

12/02/2021

Date