

VITARICH CORPORATION INSIDER TRADING POLICY

Covered Persons: This policy shall cover the following persons:

1. Insiders as defined under Section 3.8 of the Securities and Regulations Code (“SRC”) as:
 - a. Issuer;
 - b. Director or officer or any person performing similar functions of, or a person controlling the issuer;
 - c. A person whose relationship or former relationship to the issuer gives or gave him an access to material information about the issuer or the security that is not generally available to the public;
 - d. A government employee, director or officer of an exchange, clearing agency, and/or self-regulatory organization who has access to material information about an issuer or a security that is not generally available to the public;
 - e. A person who learns such information by a communication from any foregoing insiders.

2. An insider’s:
 - a. Spouse;
 - b. Relatives by affinity or consanguinity within the second degree within the second degree, legitimate or common law.

Insider Trading: Insider Trading shall be defined as:

1. The purchase or sale, including an offer to purchase or offer to sell, of the Company’s shares or securities by the covered persons while in possession of material information with respect to the Company or the Company’s shares or securities that is not generally available to the public;
2. The communication of a material non-public information about the Company or its shares or securities who, by virtue of the communication, becomes an insider, where the insider communicating the information knows or has reason to believe that such person will likely buy or sell or offer to buy or sell the Company’s shares or securities while in possession of such information.

For purposes of this policy, a **material non-public information** is:

- (a) Information that has not been disclosed to the public and would likely affect the market price of the security after being disseminated to the public and the lapse of a reasonable time for the market to absorb such information; or
- (b) Information that would be considered by a reasonable person important under the circumstances in determining his/her course of action whether to buy, sell, or hold a share or security.

Prohibition on Insider Trading: The covered persons defined in this policy SHALL NOT:

- a. Purchase or sell the Company’s shares or securities while in possession of material non-public information with respect to the Company or the Company’s shares or securities;

- b. Offer to purchase or offer to sell the Company's shares or securities while in possession of material non-public information with respect to the Company or the Company's shares or securities; or
- c. Communicate to a person material non-public information about the Company or its shares or securities who, by virtue of the communication, becomes an insider, where the insider communicating the information knows or has reason to believe that such person will likely buy or sell or offer to buy or sell the Company's shares or securities while in possession of such information.

Trading Block-Out Period Rule: Covered persons are strictly prohibited from trading (buying, selling, offering to buy or sell) or dealing with the Company's shares or securities from the date of disclosure of material non-public information up to two (2) trading days after the disclosure of any material information.

Compliance and Reporting Procedures:

Notices or reminders on trading block-out period shall be sent to the covered persons by the Compliance Officer/Corporate Information Officer or Alternate Corporate Information Officer.

All covered persons shall disclose/report to the Company's Compliance Officer/Corporate Information Officer or Alternate Corporate Information Officer any dealings with the Company's shares or securities within three (3) business days from dealing in such shares or securities.

Violation of this policy shall subject the erring person to a disciplinary action, without prejudice to the filing of the appropriate legal action/s against such erring person.