## I. General

The Insider Trading and Securities Fraud Enforcement Act of 1988 (the "Act") requires Upstream Worldwide (the "Company") to adopt certain procedures in order to prevent its directors, officers, employees, consultants and other insiders including 10% owners (any "Insider") from trading in the Company's securities based on material non-public information ("Insider Trading").

Engaging in securities transactions on the basis of material non-public information ("Insider Trading") or the communication of such information to others who use it in securities trading ("Tipping") violates the federal securities laws. Such violations are likely to result in harsh consequences for the individuals involved including exposure to investigations by the Securities and Exchange Commission ("SEC"), criminal and civil prosecution, and disgorgement of any profits realized or losses avoided through use of the non-public information and penalties three times the profits or losses avoided. Further, insider trading violations expose the Company, its management, and other personnel acting in supervisory capacities to potential civil liabilities and penalties for the actions of employees under their control who engage in insider trading violations.

This policy constitutes the Company's implementation of the requirements of the Act and sets forth the policies and procedures to assure that material non-public information will not be used by insiders in securities transactions and that the confidentiality of such information will be maintained. These policies and procedures also apply to securities transactions by individuals who reside in the same household with insiders. Strict compliance with these policies and procedures is expected of all insiders, including members of their households, and any infringement thereof may result in sanctions, up to and including termination of office or employment.

## II. The Statement of Policy

### A. General

All insiders are expected to maintain the confidentiality of non-public information. Disclosure of such information to persons outside the Company, whether or not in the form of a recommendation to purchase or sell the securities of the Company, is prohibited. If anyone becomes aware of a leak of material information, whether inadvertent or otherwise, this should immediately be reported to our Chief Financial Officer (contact information provided with this policy).

As a general policy, the Company and all insiders shall follow all laws, rules and regulations, including those relating to insider trading. This includes SEC Regulation FD (for fair disclosure). Regulation FD embodies the policy that selective disclosure of material non-

public information is illegal. Although there are certain limitations, insiders are to assume these limitations do not apply. When there is any doubt, the Chief Financial Officer, or the Company's securities counsel must be consulted. Additionally, an SEC rule provides that a person who trades in a security on the basis of material non-public information violates the law if that person (1) obtains or uses the information in breach of a fiduciary or other duty and (2) knows or is reckless in not knowing that the information has been provided in breach of a duty.[1]

## B. Prohibited Activities

- No insider can purchase or sell the Company's securities without complying with the guidelines described in this policy and without first obtaining preclearance, as described below. This policy applies to anyone in the Company at any level and may even apply to persons not employed by the Company if they have access, by any means, (including but not limited to tips from others) to material non-public information about the Company.

- While this policy seems rather simple, like most other legal matters, its application is more complex. Not only is it illegal to engage in insider trading or convey such information to others in breach of a duty, it is generally illegal to tip such information to others who may trade in the securities involved or to recommend the purchase or sale of securities to others while insiders are in possession of such information. While there are exceptions to this general rule, it is the policy of the Company that no person should trade while in possession of material non-public information or tip such information to others without first receiving authorization as provided below. This policy applies to insiders' personal transactions and those indirectly through a spouse, friend, corporation or other entity. This applies to the securities of the Company and of other corporations. Thus, if in the course of the Company's business, insiders learn of material non-public information concerning another corporation (such as a customer or supplier) they should abstain from trading in that corporation's securities.

- Although the Act and other legal prohibitions against insider trading only apply to material information, what is "material" is often difficult to evaluate and is always judged in hindsight. Generally, material information is

[1] There is also a specific SEC rule, which broadens the application of this policy to tender offers. As a practical matter, if an Insider hears of any information relating to a potential tender offer, the Insider may not trade in the securities involved or divulge the information to anyone who might trade on it. The Insider is required to immediately contact the Chief Financial Officer or the Company's securities counsel.

information an investor would consider important in determining whether to buy or sell a security. It may involve the Company's earnings or losses, addition or loss of a member of management, a significant new contract or termination of such a contract, mergers and acquisitions, stock splits, adoption or changes of a dividend policy, earnings information, progress or research and development, etc. Some additional examples are listed in Section III D below. Confirmation of this or any other material information by anyone affiliated with the Company will be considered material non-public information and can expose the Company and the employee to liability.

- Because of the difficulty in determining materiality, insiders must discuss the matter with the Chief Financial Officer or our securities counsel prior to a purchase or sale of the Company's securities.[2]

- No insider, which includes any employee, may buy or sell Company securities during any of the four "Blackout Periods" that occur each fiscal year. For information on Blackout Periods, see Section III A below. This provision shall not be waivable and no preclearance shall be available during those periods. Because our financial information is widely available to employees, insiders may only buy or sell during very limited periods.

The term "inside" refers to non-public information. The key fact to remember is that merely because a stockbroker or friend also has knowledge of the information does not make it public. One common misconception is that material information loses its "non-public" status as soon as a press release is issued. Information is generally non-public until (i) it is filed with the SEC or a press release is issued and (ii) the public has had a period of time (as much as 24 hours) to fully absorb the information.

The Restrictions

These restrictions apply to all insiders, which includes all employees:

- All insiders of the Company are expected to maintain the confidentiality of non-public information, unless the information is disclosed as part of the ordinary business of the Company. Disclosure of such information to persons outside the Company, whether or not in the form of a recommendation to purchase or sell the securities of the Company, is prohibited. Insiders should not discuss

[2] If the non-public information relates to the securities of another corporation, prior clearance should also be obtained.

confidential information within the hearing range of outsiders, including friends and relatives. It is particularly important to exercise care and refrain from discussing non-public information in public places such as elevators, trains, taxis, airplanes, lavatories, restaurants, or other places where the discussions might be overheard.

- In addition, it is our policy that without first receiving written permission from the Chief Financial Officer, no one will be permitted to purchase or sell the Company's securities, while insiders possess material non-public information concerning the Company.

- As a corollary to this policy, no insider who purchases Company securities in the open market may sell any Company securities of the same class during the six months following the purchase.

- No insider may engage in short sales of the Company's securities. In addition, Section 16(c) of the Securities Exchange Act of 1934 prohibits officers and directors from engaging in short sales.

- No insider may enter into a hedging transaction involving Company securities without first obtaining preclearance of the proposed transaction. Any request for preclearance of a hedging or similar arrangement must be submitted at least two weeks prior to the proposed execution of documents evidencing the proposed transaction and must set forth a justification for the proposed transaction.

- No insider who will be required to file notices, including Form 144 with the SEC either before or after their sales, may hold Company securities in a margin account or pledge Company securities as collateral for a loan. An exception to this prohibition may be granted where a person wishes to pledge Company securities as collateral for a loan and clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to pledge Company securities as collateral for a loan must submit a request for preclearance at least two weeks prior to the proposed execution of documents evidencing the proposed pledge.

- No former insider in possession of material non-public information at the time their status as an insider terminates may trade in Company securities until that information has become public or is no longer material.

### C. Stock Options/Warrants

This Policy shall also apply to (i) the exercise of stock options or warrants (ii) any sale of stock as part of a broker-assisted cashless exercise of options or warrants, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an options or warrants and (iii) any sale of common stock received upon exercise of options or warrants.

### D. Rule 10b5-1 Plans

SEC Rule 10b5-1 generally exempts trading by a third party without guidance from the insider, such as a discretionary account. The restrictions outlined above shall not prohibit transfers of Company securities made pursuant to a written contract, letter of instruction or plan that (a) complies with the requirements of Rule 10b5-1 (a "Plan") and (b) complies with all of the following:

- Review and Approve the Proposed Arrangement in Advance. The Company will require all Plans to be in writing and submitted to the Company for approval prior to any transactions under the Plan. This will allow the Company to ensure that each Plan is in compliance with the requirements of Rule 10b5-1 and Company policies with regard to pooling and lock-up agreements, among other items, allowing the individual to conduct transactions under the Plan without preclearance by the Company. Because of recent concerns arising from possible abuses of Rule 10b5-1 Plans, the Company may require evidence that the party exercising trading authority has no personal or substantial business relationship with the insider.

- Add Additional Safeguards. It is essential that the Company ensure that the insider does not have possession of material non-public information at the time the Plan is adopted. Thus, there may be limited times when a senior executive can establish a Plan. If there is material non-public information, the Plan cannot be implemented. In addition, if the Plan is going to be modified or terminated, notice must immediately be given to the Company and all transactions effected pursuant to the Plan must cease. Any change to an approved Plan will necessitate submission of the revised Plan to the Company for review and approval before transactions may resume.

- Preclearance Form. To implement the plan, preclearance from the Chief Financial Officer and our SEC counsel must be obtained in writing in advance.

- Amendments. Amendments to Plans will normally not be permitted.

- Consider a Public Announcement. On a case by case basis, the Company will consider whether a public announcement in connection with each Plan under Rule 10b5-1 is appropriate.

- These steps must be taken to preserve the confidentiality of information within the Company. Each individual who has access to material information must exercise the utmost caution. If anyone becomes aware of a leak of material information, whether inadvertent or otherwise, this should immediately be reported to the Chief Financial Officer.

- Establish Procedures with Third Parties. In order to ensure that a Plan complies with Rule 10b5-1 in all respects, the Company will set up procedures with the parties handling the transactions under the Plan, including reminding them of the need to file Form 144s.

All of these measures are necessary to avoid violations under the securities laws. In addition, new and ongoing releases and interpretations will guide the Company as to how to apply this Rule to various transactions and improve this process in the future.

## III. Definitions

### A. Blackout Periods

The four Blackout Periods begin 10 days prior to the end of the last day of each fiscal quarter and end after the first full business day following the Company's issuance of its quarterly (or annual) earnings release or the filing of the Company's financial statements with the SEC if no earnings release is issued. For example, if the quarter ends on September 30th, the window closes at the end of trading on September 20th. If the Company then announces its earnings after the market close on November 1st, the trading window would open at the beginning of trading on November 3rd.

### B. Hedging Transactions

A hedging transaction is a transaction designed to minimize exposure to an unwanted business risk. Certain forms, such as zero-cost collars and forward sale contracts, allow a person to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the person to continue to own the covered securities, but without the full risks and rewards of ownership. When an insider engages in this type of transaction, this insider may no longer have the same objectives as the Company's other shareholders.

## C. Insiders

"Insiders" are the parties within the definition in the first paragraph of page 1, but the following persons may also be subject to the restrictions contained in this Policy (i) members of any subsidiary's Board of Directors; (ii) the Company's independent contractors and other persons associated with the Company and its subsidiaries who receive or have access to the Company's material non-public information; and (iii) household and family members of those listed in (i) and (ii).

## D. Material Information

Material information is information an investor would deem important in making a decision to buy or sell securities. Both positive and negative information can be considered to be material. While it is not possible to define all categories of material information, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information include:

- Financial results
- Projections of future earnings or losses or other earnings guidance
- News of a pending or proposed merger or an acquisition or disposition of significant assets
- Impending bankruptcy or financial liquidity problems
- Gain or loss of a substantial customer or supplier
- Changes in dividend policy
- New product announcements of a significant nature
- Significant pricing changes
- Stock splits
- New equity or debt offerings
- Significant litigation exposure due to actual or threatened litigation
- Major changes in management
- Other important changes in the Company's business
- New major contracts, orders, customers or financing, or the loss of any of these.

Because of the difficulty in determining materiality, this matter must be discussed with the Chief Financial Officer and securities counsel prior to the purchase or sale of the Company's securities, including its common stock and exercise of options and warrants.

### E. Non-Public Information

Non-public information is information that has not been disclosed to the general public and is not available to the general public. Non-public information will generally be deemed to be public when (i) it is filed with the SEC or a press release is issued and the public has had a period of time (as much as 24 hours) to fully absorb the information.

### F. Preclearance

Preclearance is required for any insider, which includes employees. In addition, others who are uniquely situated to know of material financial or other information or are given notice in writing from an officer that he or she is subject to preclearance. It is important to note that family members of any of these people require preclearance.

Preclearance is the process of getting prior written approval from the Chief Financial Officer and securities counsel. A request for preclearance must be submitted to the Chief Financial Officer on the form attached to this Policy as Exhibit A at least two days in advance of the proposed transaction.

### G. Securities

Securities include common stock, preferred stock, options to purchase common stock, warrants, notes and other derivative securities.

### H. Short Sales

Short sales are the sale of securities which the seller does not own. The seller is speculating that the price will fall, in the hope of later purchasing the same number of securities at a lower price, thereby making a profit. Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. An insider who bets against the Company sends an alarming signal to his or her broker.

The Company is indebted to all insiders who have helped to make the Company successful and is appreciative of all efforts on its behalf. To protect the Company and its shareholders, it is necessary to implement the foregoing policy.

**Exhibit A**

**UPSTREAM WORLDWIDE**
**REQUEST FOR PRECLEARANCE OF**
**PURCHASE OR SALE OF SECURITIES**

Name:_____ Date: _____

Proposed Transaction:
- ☐ Purchase of Stock
- ☐ Sale of Stock
- ☐ Exercise of Options
  - ☐ Incentive Stock Options
  - ☐ Non-Qualified Options
- ☐ Exercise of Warrants

  Date of Grant of Options, Warrants or Other Securities:

  _____
- ☐ Other [Please explain] _____

Number of Shares/Options: _____

Date of Proposed Transaction: _____

**1. Have you made purchase(s) of Upstream Worldwide stock within the last six months?**

☐ Yes ☐ No

If yes, please complete:

Date(s) of Purchase(s): _____ No. of Shares: _____
_____ _____
_____ _____

**2. Have you made sales of Upstream Worldwide stock within the last six months?**

☐ Yes ☐ No

If yes, please complete:

Date(s) of Sale(s): _____ No. of Shares: _____
_____ _____
_____ _____



**3. Have you made exercises or conversions of Upstream Worldwide options/warrants or other**

**securities within the last six months?**

☐ Yes ☐ No

If yes, please complete:

Date(s) of Exercise(s): _____ No. of Options: _____

_____ _____

_____ _____

**4. Have you received grants of Upstream Worldwide options/warrants or other securities within the last six months?**

☐ Yes ☐ No

If so, please complete:

Date(s) of Grant(s): _____ No. of Options: _____

_____ _____

_____ _____

Request Approved: ☐ Yes ☐ No

If Denied, Reason: _____

Date:_____ _____

_____

Dan Brauser, Chief Financial Officer

_____

Michael D. Harris, Esq.

**Key Executive Contact Information**

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