

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

December 15, 2021
Date of Report (Date of earliest event reported)

FINGERMOTION, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-55477
(Commission File Number)

20-0077155
(IRS Employer Identification No.)

1460 Broadway
New York, New York
(Address of principal executive offices)

10036
(Zip Code)

(347) 349-5339
Registrant's telephone number, including area code

Not applicable.
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol (s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

SECTION 8 – OTHER EVENTS

Item 8.01 Other Events

On December 15, 2021, the Board of Directors of FingerMotion, Inc. (the “Company”) by way of written consent resolutions approved and adopted certain new corporate governance materials and which include, among other policies and guidelines, an Audit Committee Charter, Compensation Committee Charter, Nominating and Corporate Governance Committee Charter, Code of Business Conduct and Ethics and Board Mandate.

The Company confirms that the Code of Business Conduct and Ethics complies with the definition of a “code of ethics” set out in Section 406(c) of the Sarbanes-Oxley Act of 2002, and any regulations promulgated thereunder by the United States Securities and Exchange Commission, and also provides for an enforcement mechanism as required by Nasdaq Marketplace Rule 5610.

A copy of the new Audit Committee Charter, Compensation Committee Charter, Nominating and Corporate Governance Committee Charter, Code of Business Conduct and Ethics and Board Mandate are attached as Exhibits 99.1, 99.2, 99.3, 99.4 and 99.5 hereto, respectively.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
99.1	Audit Committee Charter
99.2	Compensation Committee Charter
99.3	Nominating and Corporate Governance Committee Charter
99.4	Code of Business Conduct and Ethics
99.5	Board Mandate

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FINGERMOTION, INC.

DATE: December 21, 2021

By: /s/ Martin J. Shen

Martin J. Shen

CEO



FINGERMOTION, INC.
(the “Corporation”)

Audit Committee Charter

Objectives

The Corporation’s Audit Committee (the “**Audit Committee**”) will assist the Corporation’s Board of Directors (the “**Board of Directors**”) in fulfilling its oversight responsibilities for:

1. the system of internal control over financial reporting;
2. the audit process;
3. compliance with legal and regulatory requirements; and
4. the processes for identifying, evaluating and managing the company’s principal risks impacting financial reporting.

Membership

The Board of Directors shall appoint annually from among its members an Audit Committee to hold office for the ensuing year or until their successors are elected or appointed (each, a “**Member**” of the Audit Committee).

The Audit Committee shall be composed of at least three directors, and not more than five directors, each of whom must be: (i) an “independent director” as defined under Rule 5605(a)(2); (ii) meet the criteria for independence set forth in Rule 10A-3(b)(1) under the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act); (iii) not have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years; and (iv) be able to read and understand fundamental financial statements, including the Corporation’s balance sheet, income statement, and cash flow statement. Additionally, one Member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The Board of Directors may from time to time designate one of the Members of the Audit Committee to be the Audit Committee Chair and, unless otherwise determined by the Board of Directors, the Secretary of the Corporation shall be the Secretary of the Audit Committee.

Meetings and Participation

The Audit Committee shall meet at least once per quarter, or more frequently as circumstances dictate. Any Member of the Audit Committee or the external auditor may call a meeting of the Audit Committee. The Corporation's auditors shall be provided notice of all meetings of the Audit Committee and be entitled to attend and be heard thereat.

Meeting agendas will be prepared and provided in advance to Members, along with appropriate briefing materials. The agenda will be set by the Audit Committee Chair in consultation with other Members of the Audit Committee, the Board of Directors and senior management of the Corporation.

No business may be transacted by the Audit Committee except at a meeting of its Members at which a quorum of the Audit Committee is present. A quorum for meetings of the Audit Committee is a majority of its Members.

The Audit Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be approved by Audit Committee Members and available as soon as possible to the Board of Directors.

Duties, Powers, and Responsibilities

The Audit Committee is hereby delegated the following duties and powers, without limiting these duties and powers, the Audit Committee shall:

(a) Financial Reporting

- Review and recommend for approval to the Board of Directors the Corporation's annual and quarterly financial statements (individually and collectively, the "**Financial Statements**"), accounting policies that affect the Financial Statements, annual MD&A and associated press release.
 - Review the Corporation's Annual Report for consistency with the financial disclosure referenced in the annual Financial Statements.
 - Be satisfied as to the adequacy of procedures in place for the review of the Corporation's public disclosure of financial information extracted or derived from annual or quarterly Financial Statements and periodically assess the adequacy of such procedures.
 - Review and approve quarterly Financial Statements, accounting policies that affect the Financial Statements, the quarterly MD&A and the associated press release.
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- Review significant issues affecting financial reports.
- Review emerging Auditing Standards as issued by the Public Company Accounting Oversight Board and the United States Securities and Exchange Commission; and developments that could affect the Corporation.
- Understand how management develops interim financial information and the nature and extent of external audit involvement.
- In review of the annual and quarterly Financial Statements, discuss the quality of the Corporation's accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the Financial Statements.
- Review and approve any earnings guidance to be provided by the Corporation.

(b) **Internal and Disclosure Controls**

- Consider the effectiveness of the Corporation's internal controls over financial reporting and related information technology security and control.
 - Review and approve corporate signing authorities and modifications thereto.
 - Review with the auditors any issues or concerns related to any internal control systems in the process of the audit.
 - Review the plan and scope of the annual audit with respect to planned reliance and testing of controls and major points contained in the auditor's management letter resulting from control evaluation and testing.
 - Establish and maintain complaint procedures regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Such procedures are appended hereto as Appendix A.
 - Review with management, external auditors and legal counsel any material litigation claims or other contingencies, including tax assessments, and adequacy of financial provisions, that could materially affect financial reporting.
 - Review with the Corporation's Chief Executive Officer and the Chief Financial Officer the Corporation's disclosure controls and procedures, including any significant deficiencies in, or material non-compliance with, such controls and procedures.
 - Discuss with the Corporation's Chief Executive Officer and the Chief Financial Officer all elements of certification required pursuant to Exchange Act Rule 13a-14(a) and 13a-14(b).
 - Approve all material related party transactions in advance; of which materiality is set a \$1 for such matters.
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(c) **External Audit**

- Oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing such other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting.
 - Review and approve the audit plans, scope and proposed audit fees.
 - Annually review the independence of the external auditors by receiving a report from the independent auditor detailing all relationships between them and the Corporation.
 - Discuss with the auditors the results of the audit, any changes in accounting policies or practices and their impact on the financials, as well as any items that might significantly impact financial results.
 - Receive a report from the auditors on critical accounting policies and practices to be used, all alternative treatments of financial information within US GAAP and GAAS that have been discussed with management, including the ramifications of the use of such alternative treatments, and the treatment preferred by the auditor.
 - Receive an annual report from the auditors describing the audit firm's internal quality-control procedures, and material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more audits carried out the firm, and any steps taken to deal with any such issues.
 - Ensure regular rotation of the lead partner and reviewing partner.
 - Evaluate the performance of the external auditor and the lead partner annually.
 - Recommend to the Board of Directors (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation and (ii) the compensation of the external auditor.
 - Separately meet with the auditors, apart from management, at least once a year.
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(d) **Non-Audit Services**

- Pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor. Pre-approval may be granted by any one Member of the Audit Committee.

(e) **Risk Management**

- Review and monitor the processes in place to identify and manage the principal risks that could impact the financial reporting of the Corporation.
- Ensure that directors' and officers' liability insurance is in place.
- Review and approve corporate investment policies.
- Assess, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board of Directors.

(f) **Other Responsibilities and Matters**

- Report through its Chair to the Board of Directors following meetings of the Audit Committee.
- Review annually the adequacy of this Charter and confirm that all responsibilities have been carried out.
- Evaluate the Audit Committee's and individual Member's performance on a regular basis and report annually to the Board of Directors the result of its annual self-assessment.
- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.
- Discuss the Corporation's compliance with tax and financial reporting laws and regulation, if and when issues arise.

Authority

The Audit Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors employed by the Audit Committee at the cost of the Corporation without obtaining approval of the Board of Directors, based on its sole judgment and discretion. The Audit Committee has the authority to communicate directly with the internal and external auditors of the Corporation.

Appendix A

To Audit Committee Charter

Procedures for the Submission of Complaints or Concerns Regarding Accounting, Internal Accounting Controls or Auditing Matters

1. The Corporation shall forward to the Audit Committee of the Board of Directors any complaints that it has received regarding accounting, internal accounting controls or auditing matters.
2. Any employee of the Corporation may submit, on a confidential, anonymous basis if the employee so desires, any concerns by sending such concerns in writing and forwarding them in a sealed envelope to:

Attention: Chair of the Audit Committee
FingerMotion, Inc.
1460 Broadway, New York, NY, USA 10036

The envelope is to be clearly marked, "To be opened by the Audit Committee only."

Any such envelopes shall be forwarded promptly to the Chair of the Audit Committee.

3. Contact information including a phone number and e-mail address shall be published for the Chair of the Audit Committee on the Corporation's website for those people wishing to contact the Chair directly.
4. At each of its meetings following the receipt of any information pursuant to this Appendix, the Audit Committee shall review and consider any such complaints or concerns and take any action that it deems appropriate in the circumstances.
5. The Audit Committee shall retain any such complaints or concerns along with the material gathered to support its actions for a period of no less than seven years. Such records will be held on behalf of the Audit Committee by the Audit Committee Secretary.
6. This Appendix A shall appear on the Corporation's website as part of this Charter.



FINGERMOTION, INC.
(the “Corporation”)

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “**Committee**”) of the Board of Directors of the Corporation (the “**Board of Directors**”) assists the Board of Directors in fulfilling its oversight responsibilities relating to officer and director compensation, succession planning for senior managements, development and retention of senior management, and such other duties as directed by the Board of Directors.

Committee Membership

1. The Committee shall consist of no fewer than two directors as determined by the Board of Directors each of whom must be independent as defined under applicable securities laws (each, a “**Member**”).
 2. Notwithstanding paragraph 1 above, if the Committee is comprised of at least three Members, one director, who is not independent as defined under applicable securities laws and is not currently an Executive Officerⁱ or employee or a Family Memberⁱⁱ of an Executive Officer, may be appointed to the Committee if the Board of Directors, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Corporation and its shareholders. If the Corporation relies on this exception it must disclose, either on or through the Corporation’s website or in the proxy statement for the next annual meeting subsequent to such determination (or, if the Corporation does not file a proxy, in its annual financial statements (Form 10-K)), the nature of the relationship and the reasons for the determination. In addition, the Corporation must provide any disclosure required by applicable securities laws regarding its reliance on this exception. A of Directors ember appointed under this exception may not serve longer than two years.
 3. All of the of Directors members of the Committee shall meet the applicable independence requirements of applicable law, except to the extent that applicable securities laws permit a director who is not independent pursuant to such rules to be a Member of the Committee.
 4. The Members and Chair of the Committee shall be appointed and may be removed by the Board of Directors.
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External Advisors

The Committee has the authority to retain and terminate any consulting firm used to assist in the evaluation of director, Chief Executive Officer or other officer compensation and to retain independent legal or other advisors, in each case as the Committee may deem appropriate, including the authority to approve these firm's fees and other retention terms.

Responsibilities related to Compensation

The Committee shall:

1. review and approve the Corporation's compensation guidelines and structure;
 2. review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer of the Corporation. The Committee will evaluate at least once a year this individual's performance in light of these established goals and objectives and based upon these evaluations shall set the Chief Executive Officer's annual compensation, including salary, bonus, incentive and equity compensation. The Chief Executive Officer shall not be present when his or her compensation is considered or determined by the Committee;
 3. review and approve on an annual basis the evaluation process and compensation structure for the Corporation's other officers, including salary, bonus, incentive and equity compensation. The Committee will evaluate at least once a year their individual performance in light of these established goals and objectives and, based upon their evaluations, shall set their annual compensation, including salary, bonus, incentive and equity compensation. No officer may be present when his or her compensation is considered or determined by the Committee;
 4. review the Corporation's incentive compensation and other equity-based plans and recommend changes in such plans to the Board of Directors as needed. The Committee may exercise the authority of the Board of Directors with respect to the administration of such plans;
 5. periodically review and make recommendations to the Board of Directors regarding the compensation of non-management directors, including Board of Director and Committee retainers, meeting fees, equity-based compensation and such other forms of compensation and benefits as the Committee may consider appropriate;
 6. oversee the appointment and removal of executive officers, and review and approve for executive officers, including the Chief Executive Officer, any employment, severance or change in control agreements; and
 7. approve any loans to employees as allowed by law.
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General Responsibilities

The Committee shall:

1. regularly report to the Board of Directors on Committee matters;
2. review and reassess the adequacy of this Charter annually and propose to the Board of Directors any changes to the Charter;
3. prepare a report of the Committee on executive compensation in accordance with applicable securities law requirements to be included in the Corporation's annual proxy statement;
4. annually assess the Committee's performance; and
5. Perform such other functions assigned by applicable law, the Corporation's Articles or Bylaws or the Board of Directors.

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- i The term “**Executive Officer**” means the Corporation's President, Secretary, Treasurer, Chief Executive Officer, Chief Financial Officer and any Vice-President of the Corporation in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Corporation. Officers of the Corporation's parent(s) or subsidiaries shall be deemed officers of the Corporation if they perform such policy-making functions for the Corporation.
- ii The term “**Family Member**” means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.
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FINGERMOTION, INC.
(the “Corporation”)

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Corporation’s Nominating and Corporate Governance Committee (the “**Committee**”) is to: (i) identify and recommend to the Board of Directors of the Corporation (the “**Board of Directors**”) individuals qualified to be nominated for election to the Board of Directors; (ii) recommend to the Board of Directors the members (each, a “**Member**”) and Chair for each Board of Directors’ committee; and (iii) periodically review and assess the Corporation’s corporate governance principles contained in this Charter and make recommendations for changes thereto to the Board of Directors.

Committee Membership

1. The Committee shall consist of no fewer than two directors as determined by the Board of Directors each of whom must be independent as defined under applicable securities laws.
 2. Notwithstanding paragraph 1 above, if the Committee is comprised of at least three Members, one director, who is not independent and is not currently an Executive Officer^[i] or employee or a Family Member^[ii] of an Executive Officer, may be appointed to the Committee if the Board of Directors, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Corporation and its shareholders. If the Corporation relies on this exception it must disclose, either on or through the Corporation’s website or in the proxy statement for the next annual meeting subsequent to such determination (or, if the Corporation does not file a proxy, in its annual financial statements (Form 10-K)), the nature of the relationship and the reasons for the determination. In addition, the Corporation must provide any disclosure required by applicable securities laws regarding its reliance on this exception. A Member appointed under this exception may not serve longer than two years.
 3. All of the Members of the Committee shall meet the applicable independence requirements of applicable law, except to the extent that applicable securities laws permit a director who is not independent pursuant to such rules to be a Member of the Committee.
 4. The Members and Chair of the Committee shall be appointed and may be removed by the Board of Directors.
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External Advisors

The Committee shall have the authority to: (i) retain, at the Corporation's expense, a search firm and other expert advisors as it deems necessary to fulfill its responsibilities; and (ii) determine, on behalf of the Corporation, the compensation of such advisors.

Nomination Responsibilities

The following functions shall be the common, recurring activities of the Committee in carrying out its duties:

1. the Committee shall lead the Corporation's search for individuals qualified to become members of the Board of Directors;
 2. the Committee shall evaluate and recommend to the Board of Directors for nomination candidates for election or reelection as directors;
 3. in the event of a vacancy on the Board of Directors, or if the Committee becomes aware of a pending vacancy and the Board of Directors determines that such vacancy shall be filled by the Board of Directors, the Committee shall recommend to the Board of Directors a qualified individual for appointment to the Board of Directors;
 4. the Committee shall establish and oversee appropriate director orientation and continuing education programs; and
 5. in assessing the qualification of a candidate, the Committee generally shall observe the following guidelines:
 - the Committee shall bear in mind any applicable rules on independence and such other factors as it deems advisable;
 - directors shall not be a director, consultant or employee of or to any competitor of the Corporation;
 - in considering candidates, the Committee shall consider their other obligations and time commitments and their ability to attend meetings in person; and
 - to avoid potential conflicts of interest, interlocking directorships will not be allowed. Interlocking directorships shall be deemed to occur if a senior executive officer of the Corporation serves on the board of or as a trustee of a company or institution that employs one or more directors (i.e., reciprocal directorships).
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Corporate Governance Responsibilities

1. The Committee shall, from time to time, as the Committee deems appropriate, make recommendations to the Board of Directors regarding an appropriate organization and structure for the Board of Directors.
2. The Committee shall, from time to time, as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charters of each committee of the Board of Directors.
3. The Committee shall periodically review and assess the adequacy of the Corporation's corporate governance principles as contained in this Charter. Should the Committee deem it appropriate, it may develop and recommend to the Board of Directors for adoption of additional corporate governance principles.
4. The Committee shall periodically review the Corporation's Certificate of Incorporation and Bylaws in light of existing corporate governance trends, and shall recommend any proposed changes for adoption by the Board of Directors or submission by the Board of Directors to the Corporation's stockholders.
5. The Committee may make recommendations on the structure and logistics of Board of Directors' meetings and may recommend matters for consideration by the Board of Directors.
6. The Committee shall consider, adopt and oversee all processes for evaluating the performance of the Board of Directors, each committee and individual directors.
7. The Committee shall annually review and assess its own performance.

General

1. The Committee shall perform any other duties or responsibilities delegate to the Committee by the Board of Directors from time to time.
 2. The Committee shall report regularly to the Board of Directors.
- i The term "**Executive Officer**" means the Corporation's President, Secretary, Treasurer, Chief Executive Officer, Chief Financial Officer and any Vice-President of the Corporation in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Corporation. Officers of the Corporation's parent(s) or subsidiaries shall be deemed officers of the Corporation if they perform such policy-making functions for the Corporation.
- ii The term "**Family Member**" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.
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FINGERMOTION, INC.
(the “Corporation”)

CODE OF BUSINESS CONDUCT AND ETHICS

Objectives

The Corporation’s commitment to ethical and lawful business conduct is a fundamental shared value of our Board of Directors (the “**Board of Directors**”), management and employees and critical to our success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives, and that honesty and integrity will not be compromised by us anywhere at any time. Consistent with these principles, the Board of Directors had adopted this Code of Business Conduct and Ethics (the “**Code**”) as a guide to the high ethical and legal standards expected of its directors, officers and employees.

Application of the Code

This Code applies to all directors, officers and employees of the Corporation and its subsidiaries (who are referred to collectively as “**Corporation Personnel**”).

Monitoring Compliance and Waivers

The Board of Directors is responsible for monitoring compliance with this Code. A waiver of this Code will be granted only in exceptional circumstances. Any waivers from this Code that are granted for the benefit of the Corporation’s directors or executive officers shall be granted by the Board of Directors only. Any waiver for employees will be granted only upon approval by the Corporation’s Chief Executive Officer (the “**CEO**”).

Conflicts of Interest

Corporation Personnel must act honestly, in good faith and in the best interests of the Corporation. Corporation Personnel must avoid situations involving a conflict or the potential for a conflict between their personal interests and the interests of the Corporation. Questions or reports regarding any conflict of interest or potential conflict of interest should be directed to the CEO.

The following are examples of conflicts that may arise in the course of carrying out the Corporation's business.

1. **Outside Business Interests.** Corporation Personnel are free to take on employment and other activities outside of their work responsibilities with the Corporation. However, in doing so, Corporation Personnel must ensure that any "outside" activities do not present a real or perceived conflict with the interests of the Corporation or with their duties as Corporation Personnel.
2. **Outside Directorships.** Corporation Personnel are free to take on directorships, however, Corporation Personnel must be aware of any potential for conflicts with the interests of the Corporation.
3. **Financial Interests in Suppliers, Contractors or Competitors.** Any proposed affiliation between Corporation Personnel and any entity that has a relationship with the Corporation is subject to review by the Board of Directors.
4. **Outside Personal Loan or Guarantee from the Corporation.** Corporation Personnel should not accept, whether directly or indirectly, any loan or guarantee of obligations from the Corporation for personal benefit.
5. **Giving and Receiving Gifts.** Corporation Personnel are prohibited from soliciting or receiving any gift, loan, reward or benefit from a supplier or customer in exchange for any decision, act or omission by any Corporation Personnel in the course of carrying out their functions. Similarly, Corporation Personnel should not try to influence the decisions of a supplier or customer by giving gifts. Anyone receiving any such gift, loan, reward or benefit must report the same to the CEO. The giving and receiving of modest gifts or entertainment as a part of normal business courtesy and hospitality is permitted. However, the use of expense accounts to deviate from any policy described herein is strictly forbidden.

Protection and Proper Use of Corporate Assets and Opportunities

All Corporation Personnel must handle the physical and intellectual assets of the Corporation with integrity and with due regard to the interests of all of the Corporation's stakeholders. Corporation Personnel cannot appropriate a corporate opportunity or corporate property, arising out of their relationship with the Corporation, for their own personal benefit.

Corporation Personnel must have authorization to enter into business transactions on behalf of the Corporation. All corporate transactions must be accounted for in the Corporation's books. Records must not be manipulated or destroyed for the purpose of impeding or obstructing any investigation undertaken by the Corporation or a governmental body.

No action shall be taken to fraudulently influence or mislead anyone engaged in the performance of an audit of the Corporation's financial statements.

Theft, carelessness and waste have a direct impact on the Corporation's profitability. Any suspected incident of fraud or theft should be immediately reported to any member of Corporation management, including the CEO. The Corporation's assets should be used for legitimate business purposes, though incidental personal use may be authorized from time to time.

Email and Internet systems are provided primarily for business use. Personal use of these resources should be kept to a minimum. As email may not be entirely secure, Corporation Personnel must exercise caution and etiquette when sending email correspondence.

Confidentiality of Corporate Information

Confidential information is any information that is not known to the general public and includes business research, market plans, strategic objectives, unpublished financial information, customer, supplier and personnel lists and all intellectual property, including trade secrets, software, trademarks, copyrights and patents. Confidential information may not be given or released without proper authority and appropriate protection to anyone not employed by the Corporation or to Corporation Personnel who have no need for such information.

Corporation Personnel are prohibited from trading or encouraging others to trade in the securities of the Corporation where the person trading is in possession of material non-public information.

Fair Dealing

Corporation Personnel shall not obtain or use information or trade secrets from any other Corporation. Corporation Personnel shall not undertake any activities that could reasonably be expected to result in an unreasonable restraint of trade, unfair trade practice or any other anticompetitive behaviour in violation of any law. However, in the normal course of business, it is not unusual for Corporation Personnel to acquire information about other organizations. In doing so, Corporation Personnel must not use illegal means to acquire a competitor's trade secrets or other confidential information. Any Corporation Personnel who work in an area that requires frequent contacts with competitors, customers or suppliers should be particularly sensitive to the requirements of competition laws.

The Corporation undertakes to deal fairly with all Corporation Personnel. There is a "no tolerance" policy in place for any form of discrimination or harassment against Corporation Personnel with respect to race, religion, age, gender, marital and family status, sexual orientation, ethnic or national origin or disability or any other grounds enumerated in applicable human rights legislation.

Compliance with Laws, Rules and Regulations

All Corporation Personnel must comply with all health and safety laws, regulations and Corporation policies.

All Corporation Personnel, in discharging their duties, must comply with the laws of the countries in which the Corporation and its subsidiaries carry on business. All Corporation Personnel are charged with the responsibility for acquiring sufficient knowledge of the laws involved in each area relating to their particular duties.

Corporation Personnel are prohibited from making payments or giving gifts to a public official in any country in which the Corporation and its subsidiaries operate, in order to obtain a business advantage or is in violation of applicable anti-corruption legislation.

Reporting of any Illegal or Unethical Behaviour

Corporation Personnel are each responsible for being aware of and understanding and complying with this Code when making business decisions. Corporation Personnel must promptly report any problems or concerns and any actual or potential violation of this Code. To do otherwise will be viewed as condoning a violation of this Code.

There shall be no reprisal or other action taken against any Corporation Personnel who, in good faith, bring forward concerns about actual or potential violations of laws or this Code. Anyone engaging in any form of retaliatory conduct will be subject to disciplinary action, which may include termination.

Corporation Personnel should first raise a complaint or concern with his or her supervisor. If that is not possible for some reason or if this does not resolve the matter, Corporation Personnel must take the matter up the chain of management within the Corporation. Ultimately, unresolved complaints and concerns should be referred to the Chair of the Corporation's Audit Committee who will treat all disclosures in confidence and will involve only those individuals who need to be involved in order to conduct an investigation. Any complaint regarding accounting, internal accounting or auditing matters or a concern regarding questionable accounting or auditing matters should be referred to the Chair of the Audit Committee.

Consequences of Violating this Code

Failure to comply with this Code will be considered by this Corporation to be a very serious matter. Depending on the nature and severity of the violation, disciplinary action may be taken by the Corporation, including termination. In addition, the Corporation may make claims for reimbursement of losses or damages and/or the Corporation may refer the matter to the authorities. Anyone who fails to report a violation upon discovery or otherwise condones the violation of this Code may also be subject to disciplinary action.



FINGERMOTION, INC.
(the “Corporation”)

BOARD OF DIRECTORS MANDATE

Mandate

The Board of Directors of the Corporation (or the “**Board of Directors**”) is responsible for the stewardship of the Corporation. The Board of Directors supervises the management of the business and affairs of the Corporation, with a goal of enhancing long-term shareholder value.

Specifically, the Board of Directors is charged with responsibility for:

- (a) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the Corporation;
 - (b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;
 - (c) the identification of the principal risks of the Corporation’s business, and ensuring the implementation of appropriate systems to manage these risks;
 - (d) succession planning (including appointing, training and monitoring senior management);
 - (e) adopting a communication policy for the Corporation;
 - (f) the Corporation’s internal control and management information systems; and
 - (g) developing the Corporation’s approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation.
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Membership

The Board of Directors is elected by the shareholders of the Corporation to hold office for the ensuing year or until their successors are elected or appointed.

The Board of Directors may from time to time designate one of the members of the Board of Directors to be the Chair of the Board of Directors. The Chair of the Board of Directors should be an independent director. Where the Chair of the Board of Directors is not an independent director, the independent directors must designate one of their number to act as lead director (the “**Lead Director**”).

Board of Directors Committees

To assist it in exercising its responsibilities, the Board of Directors hereby establishes two standing committees of the Board of Directors: an Audit Committee and a Nominating and Corporate Governance Committee. The Audit Committee and the Nominating and Corporate Governance Committee shall be composed of all “independent” directors which satisfy the “independence” requirements of Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market LLC and meet the independence standards under Rule 10A-3 under the United States Exchange Act of 1934, as amended. The Board of Directors may establish other standing committees from time to time.

Each committee shall have a written charter. At a minimum, each charter shall clearly establish the committee’s purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees), and manner of reporting to the Board of Directors. Each charter shall be reviewed by the Board of Directors (or a committee thereof) on at least an annual basis.

The Board of Directors is responsible for appointing directors to each of its committees in accordance with the written charter for each committee.

Expectations of Directors

The Board of Directors expects that each director will, among other things:

- (a) act honestly, in good faith and in the best interests of the Corporation;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (c) commit the time and energy necessary to properly carry out his or her duties;
 - (d) attend all Board of Directors’ and committee meetings, as applicable; and
 - (e) review in advance all meeting materials and otherwise adequately prepare for all Board of Directors’ and committee meetings, as applicable.
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Meetings and Participation

The Board of Directors shall meet at least once per quarter, or more frequently as circumstances dictate. The Chair, the Lead Director or any two directors may call a meeting of the Board of Directors.

Meeting agendas will be prepared and provided in advance to directors, along with appropriate briefing materials. The agenda will be set by the Chair of the Board of Directors in consultation with the Lead Director (if any) and based on input from other directors of the Board of Directors and senior management.

No business may be transacted by the Board of Directors except at a meeting at which a quorum of the Board of Directors is present. A quorum for meetings of the Board of Directors is a majority of its directors. The Board of Directors may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend meetings of the Board of Directors and assist in the discussion of the Board of Directors.

The non-management directors shall meet from time to time without any member of management being present (including any director who is a member of management).

The Board of Directors shall keep minutes of its meetings in which shall be recorded all action taken by it, and which minutes shall be subsequently presented to the Board of Directors for review and approval.

Duties, Powers, and Responsibilities

1. Supervising Management of the Corporation

The Board of Directors is responsible for:

- (a) designating the offices of the Corporation, appointing such officers, specifying their duties and delegating to them the power to manage the day-to-day business and affairs of the Corporation;
- (b) reviewing the officers' performance and effectiveness; and
- (c) acting in a supervisory role, such that any duties and powers not delegated to the officers of the Corporation remain with the Board of Directors and its committees.

2. Strategic Planning

The Board of Directors is responsible for adopting a strategic planning process for the Corporation. Such process shall include:

- (a) the Board of Directors overseeing the Corporation's strategic direction and major policy decisions generally;
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- (b) the Board of Directors devoting at least a day-long meeting to strategic planning annually; and
- (c) the Board of Directors discussing strategies and their implementation regularly at Board of Directors' meetings.

On at least an annual basis the Board of Directors shall approve the Corporation's strategic plan or an update to the Corporation's long term strategic plan, which shall take into account, among other things, the opportunities and risks of the Corporation's business. The Board of Directors shall review and approve the corporate financial goals, operating plans and actions of the Corporation, including significant capital allocations, expenditures and transactions that exceed thresholds set by the Board of Directors.

3. Risk Management

The Board of Directors is responsible for identifying the principal risks of the Corporation's businesses and ensuring that those risks are effectively managed. Among other things, the Board of Directors shall review the Corporation's risk management policies and procedures. The Board of Directors may delegate to the Audit Committee responsibility for reviewing the Corporation's internal controls and risk management policies and procedures related to the finance and accounting aspects of the business.

The Board of Directors shall ensure that systems are in place to identify principal risks to the Corporation and its businesses and that appropriate procedures are in place to manage those risks and to address and comply with applicable regulatory, corporate, securities and other compliance matters. Specifically, the Board of Directors shall ensure that procedures are in place to comply with the law, the Corporation's Certificate of Incorporation, as amended, the Corporation's Code of Business Conduct and Ethics, all exemption orders issued in respect of the Corporation by applicable securities regulatory authorities and all other significant Corporation policies and procedures.

4. Succession Planning

The Board of Directors is responsible for overseeing succession planning matters for officers and senior management, including the appointment, training and monitoring of such persons, and, to assist them with certain of those responsibilities, the Board of Directors has established the Nominating and Corporate Governance Committee.

The Board of Directors is also responsible for:

- (a) generally ensuring depth in senior management;
 - (b) reviewing candidates for senior management positions;
 - (c) considering annually the organizational structure of the Corporation; and
 - (d) considering annually other succession planning matters.
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5. Corporate Disclosure Policy

The Board of Directors is responsible for adopting a communications policy that ensures that the Corporation communicates effectively with its shareholders, other stakeholders and the public in general. In this respect a communications and/or corporate disclosure policy for the Corporation (the “**Corporate Disclosure Policy**”) shall:

- (a) contain measures for the Corporation to comply with its continuous and timely disclosure requirements and to avoid selective disclosure;
- (b) address how the Corporation interacts with analysts, investors, other key stakeholders and the public; and
- (c) address who reviews and approves major Corporation announcements.

The Corporation shall maintain an investor relations group contact with the responsibility of maintaining communications with the investing public in accordance with the Corporate Disclosure Policy. The Audit Committee shall review the Corporate Disclosure Policy at least annually.

6. Internal Controls

The Board of Directors is responsible for ensuring the integrity of the Corporation’s internal control and management information systems. The Board of Directors may delegate its responsibilities relating to the Corporation’s internal control and management information systems to the Audit Committee.

7. Corporate Governance

The Board of Directors is responsible for developing the Corporation’s approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation. The Board of Directors shall monitor and evaluate the effectiveness of the system of corporate governance at the Corporation, including the information requirements for the Board of Directors, the frequency and content of meetings and the need for any special meetings, communication processes between the Board of Directors and management, the charters of the Board of Directors and its committees and policies governing size and compensation of the Board of Directors. To assist them with certain of these responsibilities, the Board of Directors has established the Nominating and Corporate Governance Committee.

8. Measures for Receiving Feedback from Security Holders

The Board of Directors shall establish procedures to ensure that the Corporation, through management, provides timely information to current and potential security holders and responds to their inquiries. The purpose of these procedures will be to ensure that every security holder inquiry receives a prompt response from an appropriate spokesperson in accordance with the Corporation’s Corporate Disclosure Policy. The Board of Directors (or a committee thereof) shall ensure that designated persons under the Corporate Disclosure Policy are available to meet regularly with financial analysts and institutional investors.

9. Positions Description

The Board of Directors is responsible for:

- (a) developing clear written position descriptions for the Chair of the Board of Directors, Lead Director and the Chair of each Board of Directors committee;
- (b) together with the Chief Executive Officer, developing a clear position description for the Chief Executive Officer, which includes delineating management's responsibilities; and
- (c) developing or approving the corporate goals and objectives that the Chief Executive Officer is responsible for meeting.

10. Orientation and Continuing Education

The Board of Directors is responsible for:

- (a) ensuring that all new directors receive a comprehensive orientation, so that they fully understand:
 - (i) the role of the Board of Directors and its committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and energy that the Corporation expects from its directors); and
 - (ii) the nature and operation of the Corporation's business; and
- (b) providing continuing education opportunities for all directors, so that they may:
 - (i) maintain or enhance their skills and abilities as directors; and
 - (ii) ensure that their knowledge and understanding of the Corporation's business remains current.

11. Code of Business Conduct and Ethics

The Board of Directors is responsible for adopting a written code of business conduct and ethics (the "**Code**") applicable to directors, officers and employees of the Corporation. The Code shall constitute written standards that are reasonably designed to promote integrity and deter wrongdoing and shall address the following issues:

- (a) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest;
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- (b) protection and proper use of corporate assets and opportunities;
- (c) confidentiality of corporate information;
- (d) fair dealing with the Corporation's security holders, customers, suppliers, competitors and employees;
- (e) compliance with laws, rules and regulations; and
- (f) reporting of any illegal or unethical behaviour.

The Board of Directors is responsible for monitoring compliance with the Code. Any waivers from the Code that are granted for the benefit of the Corporation's directors or executive officers shall be granted by the Board of Directors (or a Board of Directors' committee) only.

12. Nomination of Directors

The Board of Directors is responsible for nominating or appointing individuals as directors, and to assist it with this responsibility the Board of Directors has established the Nominating and Corporate Governance Committee.

Prior to nominating or appointing individuals as directors, the Board of Directors shall:

- (a) consider what competencies and skills the Board of Directors, as a whole, should possess;
- (b) assess what competencies and skills each existing director possesses (including the personality and other qualities of each director);
- (c) consider the appropriate size of the Board of Directors, with a view to facilitating effective decision-making; and
- (d) consider the advice and input of the Nominating and Corporate Governance Committee.

13. Compensation Matters

The Board of Directors is responsible for overseeing compensation matters (including compensation of officers and other senior management personnel, approving the Corporation's annual compensation budget and reviewing and approving matters related to the Corporation's pension plans) and, to assist it with these responsibilities, the Board of Directors has established a compensation committee (the "**Compensation Committee**").

More specifically, the Board of Directors is responsible for approving:

- (a) the Chief Executive Officer's compensation level, after consideration of the evaluation conducted by and the recommendations of the Compensation Committee; and
- (b) non-Chief Executive Officer and director compensation, incentive-compensation plans and equity-based plans, after consideration of the recommendations of the Compensation Committee.

14. Regular Board of Directors Assessments

The Board of Directors is responsible for regularly and at least annually assessing its own effectiveness and contribution, as well as the effectiveness and contribution of each Board of Directors' committee and each individual director. Such assessments should consider:

- (a) in the case of the Board of Directors, this Mandate;
- (b) in the case of a Board of Directors committee, the committee's charter; and
- (c) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board of Directors.

15. Outside Advisors

The Board of Directors is responsible for implementing a system which enables an individual director, the Board of Directors or a committee to engage an external advisor at the expense of the Corporation in appropriate circumstances. Unless otherwise provided in a committee charter, the engagement of the external advisor shall be subject to the approval of the Board of Directors.
