



Crexendo, Inc.

INSIDER TRADING POLICY/INFORMATION DISCLOSURE POLICY

Purpose. This Policy sets forth the general standards for all members of the Board of Directors, officers and employees, and certain consultants and contractors, of Crexendo, Inc. and its subsidiaries (collectively, the "Company") with respect to engaging in transactions in the Company's securities and securities of other publicly-traded companies. This further details the manner in which material non-public information about the Company may be disseminate. In addition, the Addendum to this Policy describes the special policies and procedures of the Company applicable to directors, executive officers, and certain designated employees regarding restrictions on trading, pre-clearance, and reporting of transactions in Company securities. Any person who has questions regarding this Policy or its application to any proposed transaction may obtain additional guidance from the Company's General Counsel. Ultimately, however, the responsibility for adhering to this Policy and avoiding unlawful transactions rests with the individual.

Individual Responsibility. Every officer, director and employee and consultant and contractor subject to this Policy, has the individual responsibility to comply with this Policy against insider trading. You may, from time to time, have to forego a proposed transaction in the Company's securities even if you planned to make the transaction before learning of the Material Nonpublic Information and even though you believe you may suffer an economic loss or forego anticipated profit by waiting.

A. Applicability

This Policy applies to all transactions in the Company's securities, including common stock, options for common stock and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company's stock, whether or not issued by the Company, such as exchange-traded options. It applies to all officers of the Company, all members of the Company's Board of Directors, and all employees of the Company and its subsidiaries. This Policy also applies to certain consultants and contractors of the Company and its subsidiaries who receive or have access to Material Nonpublic Information (as defined below) regarding the Company and to whom the Company communicates this Policy.

B. General Policy

TRADING IN SECURITIES

No member of the Board of Directors, officer or other employee of the Company, or consultant or contractor to the Company subject to this Policy, who is aware of Material Nonpublic Information regarding the Company may, directly or through a Related Person (as defined below),

- (a) purchase or sell the Company's securities,
- (b) gift the Company's securities,
- (c) engage in any other action to take advantage of that information or
- (d) provide that information to others outside the Company, including family and friends.

In addition, no member of the Board of Directors, officer or other employee may trade in the securities of any other company if aware of Material Nonpublic Information about that company which the person obtained in the course of his or her employment with the Company. For example, you may not trade in the securities of other companies, such as vendors or suppliers of the Company or those companies, with which the Company may be negotiating a major transaction, while in possession of Material Nonpublic Information about that company. Information that is not Material Nonpublic Information with respect to the Company may still be material to these other

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entities. If you are aware of Material Nonpublic Information, you must forego a transaction in the Company's securities or the securities of another company even though:

1. you planned the transaction before learning of the Material Nonpublic Information,
2. you may lose money or a potential profit by not completing the transaction, or
3. the transaction may be necessary or seem justifiable for independent reasons (including a need to raise money for a personal financial reason).

DISCLOSURE OF MATERIAL NON-PUBLIC INFORMATION

In addition to the inability to trade based upon material non public information it is also prohibited that any such information may be disclosed to any third parties. In certain circumstance material nonpublic information may be disseminated but only:

1. There is a justifiable business reason for the disclosure which has been approved by the General Counsel
2. That the Company and the party to whom the disclosures are made have entered into a Non Disclosure Agreement (NDA) and that the NDA has been approved in writing by the General Counsel.
3. That the information being disclosed has been reviewed by as appropriate the Chief Executive Officer, the Chief Operating Officer, the Chief Technology Officer, the Chief Financial Officer AND the General Counsel.

C. Certain Definitions

1. Material Nonpublic Information

(a) Material Information

Information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of a security or where the information is likely to have a significant effect on the market price of the security. Either positive OR negative information may be material. Possible material information includes, but is not limited to:

1. Earnings information and quarterly results; Guidance on earnings estimates that has not been publicly released in either (i) a SEC filing (a form 10K, 10Q, 8K), a press release, or a conference call.
2. Mergers, acquisitions, tender offers, joint ventures or changes in assets;
3. New products, contracts with suppliers, or developments regarding customers or suppliers (e.g., the acquisition or loss of a contract);
4. Changes in auditor or auditor notification that a company may no longer rely on an audit report; Events regarding a company's securities (including but not limited to , defaults , calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to rights of security holders, public or private sales of additional securities or information related to any additional funding);
5. Financial liquidity problems;
6. Regulatory approvals or changes in regulations;
7. Exposure due to actual or threatened litigation;
8. or Changes in senior management.

It can sometimes be difficult to know whether information would be considered material. When doubt exists, the information should be presumed to be material. **If you are unsure whether information of which you are aware is material, you should consult with the General Counsel.**

(b) Nonpublic Information

Nonpublic information, whether or not material, is information that has not been made available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to the public, such as to the wire services through a press release or through a Securities and Exchange Commission (SEC) filing.

2. Mandatory Quiet Period

Notwithstanding anything to the foregoing you are prohibited in trading in the securities of the

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Company during the last fifteen days of any quarterly reporting period. (for example trading would be prohibited starting March 15th for the quarter ending March 30th). You may not again trade in the securities of the Company until after the close of business on the second trading day (every day that the American Stock Exchange is open for trading) following the date of the public filing of the SEC periodic report for that period (an SEC Form 10Q or 10K as the case may be) disclosure of the information. You are still prohibited from trading if you have obtained material non public information even after the expiration of the quiet period.

3. Related Person

A Related Person includes (but is not limited to) your spouse, minor children and anyone else living in your household; partnerships in which you are a general partner; trusts of which you are a trustee; and estates of which you are an executor.

D. Prohibited Transactions in the Company's Securities

While you are aware of Material Nonpublic Information, or during the Mandatory Quiet period neither you nor any Related Person may trade in the Company's securities. This includes a prohibition on:

1. placing a purchase or sell order or recommending that another person place a purchase or sell order in the Company's securities;
2. gifting the Company's securities;
3. stock option exercises (except in certain circumstance the exercise but not sale of stock options which are expiring)

The only exceptions to the Policy are;

1. Gifting Company securities subject to the written condition that the transferee not sell or otherwise transfer the securities for a period of 90 days from the date of receipt of
2. the gift Award payouts by the Company to you under any equity-based compensation plans.
3. Any purchase or sale of the Company's securities made pursuant to an agreement or plan that complies with SEC Rule 10b5-1; provided that (a) you were not aware of Material Nonpublic Information at the time you entered into or adopted the agreement or plan and (b) the agreement or plan has been approved in advance by the General Counsel
4. The exercise of stock options for cash (but not the sale of any shares received upon exercise, including the cashless exercise of an option through a broker);
5. The transfer of securities to a spouse or to a revocable grantor trust; Any transaction approved in writing by the General Counsel

If there are any questions as to the applicability of any of the foregoing please contact the General Counsel, or confer with counsel of your choice.

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