

CODE OF CONDUCT



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A. Introduction

This Code of Conduct (the “Code”) of Lottery.com Inc. (together with its subsidiaries and affiliates reported on a consolidated basis, the “Company”) applies to all directors, officers and employees of Lottery.com and its subsidiaries and controlled affiliates reported on a consolidated basis (“Covered Parties”).

The Company expects all Covered Parties to follow a high standard of ethics and personal integrity, and to act and behave in a manner that enhances the Company’s reputation, and strengthens the trust that others have in the Company and our products and services. By adhering to exemplary standards of integrity, we enhance our reputation and ability to do business.

The standards in this Code may be further explained or implemented through our policies and compliance procedures or other requirements, including those relating to specific areas of our business. In the event of a conflict, the specific policy will always govern and apply.

When you have doubts about the application of a provision of the Code, you are uncertain as to the appropriate course of conduct in any situation, or where we have not addressed a situation in this Code or a policy or procedure that you are presented with, you should seek guidance from your immediate supervisor or from the Company’s Chief Legal Officer.

In addition, we maintain a confidential and anonymous Integrity Hotline that you can reach out to at any time to report behavior on the part of others that appears to violate this Code or any other compliance policy or procedure of the Company.

B. Compliance

1. Laws, Rules and Regulations

All Covered Parties must respect and comply with all applicable laws, rules and regulations of the United States and each of its states, territories, municipalities, counties, cities and other jurisdictions, as well as other countries, and each of their states, provinces, territories, municipalities, counties, cities and other jurisdictions in which the Company is considering, intending or conducting business.

No employee, officer or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

2. Conflicts of Interest

A conflict of interest can develop when personal responsibilities, interests or relationships interfere with, or appear to interfere with, professional responsibilities, interests, or relationships, including, without limitation, the interests of the Company or your duties in your respective role at the Company. Covered Parties are expected to engage in and promote ethical conduct, including, without limitation, the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and to disclose the Company’s Chief Legal Officer any material transaction or relationship that reasonably could be expected to give rise to such a conflict. Conflicts of interest may not always be clear-cut,

so if you have a question, or become aware of a conflict or potential conflict, contact the Company's Chief Legal Officer.

3. Protection of Confidential and Proprietary Information

Confidential information includes all non-public information received or created by the Company in connection with its business activities, and confidential information that third parties have entrusted to the Company. It is a valuable asset and protecting this information plays a vital role in our continued growth and ability to compete.

Covered Parties may come into contact with, use, or acquire confidential or proprietary information including, without limitation, non-public information. As such, Covered Parties should take reasonable steps and precautions necessary to restrict access to, and secure, such information. Covered Parties should only share confidential or proprietary information on a "need-to-know" basis and should use their reasonable best efforts to prevent inadvertent or unauthorized disclosure and at all times should be in compliance with the terms of any confidentiality agreement executed by the Company. In general, confidential information should be shared only with other Covered Parties, with persons subject to a confidentiality agreement or otherwise with persons who are subject to a duty of confidentiality.

Unauthorized use or distribution of confidential information is a violation of Company policy and could be illegal, which could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the property rights of other companies and their proprietary information and require our employees, officers and directors to observe such rights.

You must consult with the Company's Chief Legal Officer when disclosure of confidential information is required by law or regulations, or court, mediator, or arbitrator.

The obligation to preserve confidential information continues even after employment ends, regardless of whether such ending is as a result of termination or resignation.

4. Insider Trading

U.S. securities laws prohibit abuses of material, non-public information (*i.e.*, insider trading). Covered Parties who have access to material nonpublic information, regardless of its source, are not permitted to use or share (*i.e.* "tip") that information for their personal benefit for securities trading purposes or for any other purpose except the conduct of the Company's business. It is illegal.

All non-public information about the Company, its actual and potential investments and its actual and potential sources of financing should be considered confidential information. It is always illegal to trade in the Company's securities while in possession of material, nonpublic information, and it is also generally illegal to communicate or "tip" such information to others who do not have a legitimate business need for acquiring information.

5. Anti-Bribery

Covered Parties must comply with all applicable global anti-bribery and anticorruption laws, and are prohibited from offering, promising, making, authorizing, or providing, directly, or indirectly through third parties, any payments, gifts, or the transfer of anything of value to any

person, including government officials and family members of such government officials, in any jurisdiction to influence or reward any action or decision for the Company's benefit.

6. Gifts and Entertainment

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage. In general, there must be a legitimate business reason for hosting or attending business entertainment events or receiving or giving gifts. Covered Parties should decline gifts and entertainment if there is no legitimate business reason for acceptance. Business gifts or entertainment that are accepted or provided by Covered Parties should be reasonable, not lavish, and permitted under applicable law.

Occasional business gifts to and entertainment of non-government employees in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of Company business. However, these gifts should be given infrequently, and their value should be modest and must be done in accordance with applicable law.

No gifts or business entertainment of any kind may be given to any government employee without the prior approval of the Chief Legal Officer. Except in certain limited circumstances, the Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value directly or indirectly to any "foreign official" for the purpose of obtaining or retaining business. When in doubt as to whether a contemplated payment or gift may violate the FCPA, contact the Chief Legal Officer before taking any action.

7. Corporate Opportunities

Covered Parties are prohibited from taking for themselves opportunities that are owed to the Company or arise through the use of Company property, information or position. No Covered Party may use the Company's property, information, or other resources for improper personal gain and no Covered Party may compete with the Company while they are a Covered Party.

8. Fair Dealing

Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with integrity and due care, and shall engage only in fair competition, by treating ethically colleagues, competitors and other third parties. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or similar unfair practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favorable action. The Company and the Covered Party involved may be subject to disciplinary action as well as potential civil or criminal liability for failure to comply with these rules.

9. Protection and Proper Use of the Company's Assets

All Covered Parties should endeavor to protect the Company's assets against loss, theft or other misuse and ensure their efficient use. Theft, carelessness, and waste have a direct impact on profitability. The Company's assets should be used for legitimate business purposes.

10. Political Contributions and Activities

Any political contributions made by or on behalf of the Company and any solicitations for political contributions of any kind must be lawful and in compliance with Company policies. This policy applies solely to the use of Company assets and is not intended to discourage or prevent individual Covered Parties from making political contributions or engaging in political activities on their own behalf. No one may be reimbursed directly or indirectly by the Company for personal political contributions.

11. Environment, Health and Safety

The Company is committed to conducting its business in compliance with all applicable environmental and workplace health and safety laws and regulations. The Company strives to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and communities in which we conduct our business. Achieving this goal is the responsibility of all Covered Parties.

12. Timely and Truthful Public Disclosure

In reports and documents filed with or submitted to the U.S. Securities and Exchange Commission (the "SEC") and other regulators by the Company, and in other public communications made by the Company, the Covered Parties involved in the preparation of such reports and documents, including, without limitation, those who are involved in the preparation of financial or other reports and the information included in such reports and documents, shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Covered Parties shall provide accurate financial and accounting data for inclusion in such disclosures. Covered Parties shall not knowingly falsify information, misrepresent material facts, or omit material facts, necessary to avoid misleading the Company's independent public auditors or investors. Covered Parties shall never take any action to coerce, manipulate, mislead, or fraudulently influence the Company's independent auditors in the performance of their audit or review of the Company's financial statements.

C. ADMINISTRATION

1. Waivers

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors of the Company and will be promptly disclosed as required by law or the requirements of the SEC of the Nasdaq to the Company's stockholders.

2. Reporting of Known or Suspected Violations or Illegal or Unethical Behavior

Covered Parties shall promptly report (openly or confidentially and/or anonymously if you are an employee of the Company) in any of the manners described below:

- any financial compliance, questionable accounting, internal accounting controls or auditing matters;
- any concerns regarding the Company's commitment to conducting business ethically and with integrity;

- any possible non-compliance with applicable legal and regulatory requirements (including non-compliance with this Code); and
- concerns or possible non-compliance regarding a work environment where the Company's employees are treated in accordance with applicable law.

In addition to any other avenue available, you may, in your sole discretion, report to the Chair of the Audit Committee, the Chief Legal Officer, or Internal Audit:

- in writing to the Chair of the Audit Committee, the Chief Legal Officer, or Internal Audit, as applicable, at 20808 Hwy 71 W., Unit B, Spicewood, TX 78669;
- by calling the Lottery.com Integrity Hotline toll-free number listed in Annex A; or
- by accessing the Lottery.com Integrity Hotline at the direct or mobile website listed in Annex A

The Company will take measures to protect the confidentiality of any report made, subject to applicable law, regulation, or legal proceedings. The Company will not permit or tolerate discrimination or retaliation of any kind by or on behalf of the Company nor any director, officer, employee, contractor, subcontractor, or agent of the Company against employees who make honest and good faith reports regarding alleged violations of this Code or other allegations regarding illegal, unethical, or non-compliant behavior. These prohibitions also apply to the Company's subsidiaries and affiliates whose financial information is included in the consolidated financial statements of the Company.

3. Accountability for Adherence to This Code

All Covered Parties are expected to comply with all of the provisions of this Code. The Code will be strictly enforced throughout the Company and violations will be dealt with immediately.

If the Company's Audit Committee, Chief Legal Officer, Chief Financial Officer, or their respective designees determine that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending Covered Party may be disciplined for noncompliance with penalties up to and including dismissal. Such penalties may include a written letter of reprimand, disgorgement, suspension with or without pay or benefits, and termination of employment.

Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Party and the Company. All Covered Parties are expected to cooperate in internal investigations of alleged misconduct.

ANNEX A | LOTTERY.COM INTEGRITY HOTLINE

URL	lottery.com.ethicspoint.com
Direct URL	https://secure.ethicspoint.com/domain/media/en/gui/80442/index.html
Mobile URL	lottery.commobile.ethicspoint.com
Domestic Toll-Free Hotline	844-989-4716