

CORPORATE CODE OF ETHICS



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1. Preamble

Technosub Group is firmly committed to promoting a culture of ethics and integrity across its operations. We believe that ethics are fundamental to our success and an essential means of maintaining the trust of our employees, customers, business partners, stakeholders and of society as a whole. At Technosub Group, we believe that our brand, success and reputation are based on the strong relationships that have been founded on our values of **commitment, flexibility, creativity and trust**. All our relationships and operations must be guided by the company's values and are supported by our code of ethics.

2. Objective

The purpose of this code is to define workplace ethics and to provide guidelines for desired ethical practices, as well as a decision-making process to be adopted in business. To act ethically, we should ask ourselves: what values or principles should guide our actions?

3. Scope

This policy applies to all employees of 121352 Canada Inc. (Technosub, Mudwizard, and Tsurumi Canada). Notwithstanding any provision in any employee handbook, the provisions of this Corporate Code of Ethics shall prevail.

4. Definitions

In this policy:

- The term “workplace ethics” refers to establishing core values that create a culture of integrity and respect, both internally and externally.
- The term “integrity” means the character of a person who applies certain principles or values when making decisions. Integrity means honesty, ethics, responsibility, honour and loyalty in your choices and actions, regardless of encountered difficulties.

The terms “bribe” and “under the table” refer to a sum of money or gift provided outside the legal framework of a transaction for the purposes of illegally obtaining a service or advantage.

5. Application strategy

Although the corporate code of ethics cannot include every scenario that may apply to the company, the following is a non-exhaustive list of contexts in which ethical rules are critical:

Duty of loyalty: This duty is based on the principle that the company should be able to trust its employees at work and outside of work. This means that an employee must:

- be honest with the employer while working for them;

- put the interests of their employer above their own;
- use good judgment in their role as an employee; and
- refrain from making disparaging statements with the intent of discrediting the company and its subsidiaries, harming their credibility or tarnishing their public image or reputation.

Harassment and discrimination: We value diversity and mutual respect. We are committed to creating an inclusive work environment where everyone is treated equally, regardless of their nationality, gender, religion, sexual orientation or any other status. We strive to provide a working environment where everyone is free from any form of harassment, bullying or discrimination.

Confidentiality: We protect the confidential information of our clients, employees and the company. Employees must use confidential information responsibly and never disclose it without authorization.

Regulatory compliance: We comply with all applicable laws and regulations in regions where we operate. We expect our employees, suppliers, clients and business partners to know and comply with the laws that apply to our operations.

Results: We always treat our clients, suppliers, distributors and competitors equally. We always act independently and in the best interests of the company and comply with applicable competition laws. We strive to outperform the competition honestly and ethically.

Conflicts of interest: Employees should avoid situations where their personal interests may conflict with those of the company. There may be a conflict of interest when an employee's personal interests or their relationships cloud their judgment. All potential or apparent conflicts of interest must be reported. When in doubt, always err on the side of prevention when disclosing or reporting a conflict of interest.

External professional activities: The company recognizes that an external professional activity (conference, training, job fair, trade fair, exhibition, etc.) may constitute an opportunity for personal development or an opportunity to meet clients and suppliers. This can be beneficial to the company as these activities help develop the employee's skills or even improve the company's image. During these activities, the employee must exercise judgment and restraint, and show exemplary professional behaviour.

Activities outside the normal work environment: An activity organized by the company outside of the normal workplace (team outing, holiday activity, team building session, etc.) provides an excellent opportunity to connect with colleagues, improve team cohesion and develop soft skills in an informal setting. Appropriate behaviour is key for these events to take place in a positive atmosphere so they can be truly beneficial. Examples of behaviours to adopt during these activities include:

- Maintaining a professional attitude
- Actively participating in activities
- Respecting the schedule and programming
- Showing respect to colleagues and organizers
- Managing behaviours and drinking
- Respecting each person's limits
- Respecting confidentiality

Corruption/fraud/financial manipulation: All forms of corruption are strictly prohibited. Employees must not offer or accept bribes, or pay for goods or services under the table. Employees must report any suspicious behaviour to their immediate supervisor.

Accepting gifts: It is inappropriate to keep gifts from a client, supplier or business partner. These will have to be systematically handed over to the company's social committee, which will redistribute them to employees during events.

Ethical partnerships: We carefully select our business partners based on ethical standards. We expect our partners to respect our values and ethical principles.

Social responsibility: We recognize our responsibility to society and strive to make a positive contribution to the communities in which we operate.

Reporting violations: We encourage employees to report suspected violations of our code of ethics to their immediate supervisor or a member of management, and ensure confidentiality and protection from reprisal.

Reporting Methods

Reporting Conflicts of Interest or the Appearance of Conflicts of Interest– Employees- [Whistleblower](#)

Employees have the opportunity to report to the board of directors any conflict of interest or appearance of a conflict of interest involving senior management, in order to ensure transparency and integrity within the organization.

The employee must disclose to the board representative any situation where there is a risk of a real, potential, or apparent conflict of interest, and comply, if applicable, with any specific directives or conditions issued in this regard. The representative will take the measures they deem appropriate to manage any conflict of interest. The employee is obligated to comply with these management measures. Reports will be handled confidentially and diligently by email at: ethique@technosubgroup.com

The representative responds to each of your written requests within thirty (30) days of receipt. If they are unable to meet this deadline, they must inform you of the new timeline required under the circumstances.

Reporting by customers, suppliers and other external partners (whistleblowing)

Customers, suppliers and other external partners who wish to report, in good faith, a concerning situation, conduct that is contrary to this policy, or an actual, potential, or perceived conflict of interest may contact the designated representative. Reports will be handled confidentially and diligently through a web form available at the following link: <https://technosubgroup.com/governance> or by email at: rprp@technosub.net.

6. Responsibilities

6.1. Management

- Ensures that all managers assume their responsibilities in this code.
- Embody the principles of this code.
- Create a workplace that supports compliance with ethical rules.
- Ensures that the necessary guidance is provided during difficult situations or breaches of this code, and that appropriate sanctions are applied, if applicable.

6.2. Immediate supervisor

- Embody the principles of this code.
- Create a workplace that supports compliance with ethical rules.
- Be open, attentive and supportive to an employee who informs them of a situation or issue related to workplace ethics.
- Be attentive to any ethical issues, particularly conflicts of interest, and any situation that could interfere with the professional duties of their team members.

6.3. Employees

- Familiarize themselves with the policy and ensure that they understand its content and scope.
- Commit to compliance of measures in the code and inform their immediate supervisor of any situation that may not comply with the code.
- Comply with this code and, where appropriate, act on behalf of the company in an ethical and lawful manner.

6.4. Designated board member

- Managing reports addressed to the whistleblower by employees.
- Ensuring that management assumes their responsibilities regarding this policy.
- Providing the necessary guidance in problematic situations or breaches of this policy and applying appropriate measures, if necessary.

6.5. Human Resources

- Managing reports addressed to the whistleblower by externs.
- Ensure that this policy is kept up to date and distributed to all staff.

- Advise and support managers using any support measures deemed necessary.

7. Noncompliance with policy

The employer will take appropriate disciplinary action and sanction any conduct that violates this policy.

Eric Beaupré
President and CEO