

<b>Policy Name</b>	<b>CODE OF BUSINESS CONDUCT AND ETHICS</b>
<b>Last Updated</b>	March 5, 2023 (FINAL)
<b>Document Owner</b>	Kim Lawrence
<b>Associated Documents</b>	EGBC <a href="#">Code of Ethics</a>
<b>Definitions</b>	<b>Ideon representative:</b> Any Ideon employee, consultant, officer, director, or observer <b>ELT member:</b> A member of the Ideon Executive Leadership Team

**Overview**

The Code of Business Conduct and Ethics (the “Code”) has been adopted by the Board of Directors of Ideon Technologies, Inc. It embodies Ideon’s commitment to conduct its business in accordance with all applicable laws, rules and regulations and high ethical standards. The Code applies to every Ideon representative (as defined above). Contractors to Ideon are also expected to meet the standards contained in the Code.

**Purpose**

The actions of Ideon representatives shall reflect honesty, integrity, and impartiality. All business will be carried out in a manner that:

- complies with laws, rules and regulations, and Ideon policies;
- avoids conflicts of interest;
- protects confidential information; and
- adheres to good disclosure practices, in accordance with applicable legal and regulatory requirements.

**Policy**

**1. Compliance with Laws, Rules & Regulations**

Ideon is committed to compliance with all applicable laws, rules, regulations, and government sanctions in each jurisdiction in which it does business. All Ideon representatives must obey those rules and should educate themselves accordingly. This includes all requirements for Ideon to maintain in good standing a Permit to Practice with Engineers & Geoscientists BC (EGBC) and other relevant organizations.

**2. Employee Discrimination & Harassment**

Ideon is committed to fair employment practices in which all individuals are treated professionally and with dignity and respect. We are inclusive in our hiring practices and select the best candidates to join our team. Ideon representatives are entitled to work in an environment free from sexual harassment, discrimination, and hostile or offensive behaviour.

Harassment generally means offensive verbal or physical conduct that singles out a person to the detriment or objection of that person or results in an inhospitable work environment. No one may harass another employee, contractor, customer, vendor, supplier, visitor, or any other person – whether it be intentional or not, at our facility locations or elsewhere.

Conduct that intentionally belittles or demeans any individual based on race, gender, sexual orientation, colour, national or ethnic origin, religion, marital status, family status, citizenship status, veteran status, age or disability, or other similar characteristics or circumstances protected by applicable laws and regulations is not acceptable and will be addressed proactively when identified.

### **3. Environmental, Safety, & Occupational Health Practices**

Ideon believes that sound environmental, safety, and occupational health management practices are in the best interests of Ideon representatives, its clients, and the communities in which it operates. Ideon is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all Ideon representatives. Ideon's commitments are articulated in the company's Health & Wellness Policy as well as its Health & Safety Plan.

Ideon also recognizes the stringent environment, safety, and health protocols and practices that customers uphold. Any Ideon representative visiting or working on a customer site shall respect and comply with the customer's protocols and practices. Where Ideon's own protocols and practices are more comprehensive than those of the customer, Ideon's protocols and practices should be upheld.

### **4. Accuracy of Corporate Records & Reporting**

Ideon's books and records must reflect in reasonable detail all its business transactions in a timely, fair, and correct manner to permit preparation of accurate financial statements. All Ideon assets and liabilities must be recorded as necessary to maintain accountability for them. All business transactions must be properly authorized, and transactions must be supported by accurate documentation in reasonable detail and recorded properly.

Documents or records shall never be altered or destroyed to hide the documents or an individual's actions. No information may be concealed from Ideon's internal or external auditors, its officers, the Board, or its committees. It is illegal to fraudulently influence, coerce, manipulate, or mislead an external auditor who is auditing Ideon's financial statements.

### **5. Use of Confidential Information**

Information is an asset, and Ideon's clients, partners, and investors depend on its diligence in protecting information assets. To avoid a breach of confidentiality, all Ideon representatives should maintain those assets in strict confidence, except when disclosure is authorized by Ideon or legally mandated.

Confidential information includes, among other things: any non-public information concerning Ideon, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. The obligation to keep information strictly confidential also extends beyond an individual's position with Ideon.

Ideon uses confidentiality agreements and non-disclosure agreements to articulate what is proper and improper communication of undisclosed material information regarding Ideon customers and partners. All Ideon representatives and contractors are expected to comply with these agreements.

Unauthorized use or distribution of confidential information violates Ideon's policies. It is also illegal and could result in civil and/or criminal penalties. All non-public information about Ideon (or about any other company) should be considered confidential information.

## 6. Conflicts of Interest

A conflict of interest is a conflict between a person's private interests and obligations as an Ideon representative. Where conflicts of interest arise, those individuals must provide full disclosure of the circumstances and not be involved in any related decision-making process. They are required to immediately report any such conflicts to the CFO or the CEO.

If a conflict of interest exists, and there is no failure of good faith on the part of the Ideon representative, Ideon will allow a reasonable amount of time for the person to correct the situation to prevent undue hardship or loss. However, all decisions in this regard will be made by the CEO in Ideon's best interests.

Examples of conflicts of interest include:

- Employment/Outside Employment. Employees are expected to devote their primary attention to Ideon's business interests. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to Ideon or is otherwise in conflict with or prejudicial to Ideon. Ideon representatives should not accept simultaneous employment with an Ideon supplier, customer, developer, or competitor, or take part in any activity that enhances or supports a competitor's position. They must disclose to Ideon any interest that they have that may conflict with Ideon business.
- Outside Directorships. It is a conflict of interest to serve as a director of any company that competes with Ideon. Although an Ideon representative may serve as a director of Ideon's supplier, customer, developer, or other business partner, such a position should not conflict or otherwise interfere with duties to Ideon and that the person must first obtain approval from the CEO before accepting a directorship. Such approval may be conditional upon the completion of specified actions.
- Business Interests. If an Ideon representative is considering investing in an Ideon customer, supplier, developer, or competitor, they must first take great care to ensure that these investments do not compromise their responsibilities to Ideon.
- Related Party Transactions. Ideon representatives should avoid conducting Ideon business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws. Significant others include persons living in a spousal or familial fashion with an employee, consultant, officer, or director. If such a related party transaction is unavoidable, the nature of it must be fully disclosed to the VP Talent and, if material to Ideon, the CEO must review and approve in writing in advance such related party transaction.

Significant related-party transactions, particularly those involving Ideon's directors or executive officers, must be reviewed and approved in writing in advance by the Ideon Board. Ideon must report all such material related-party transactions under applicable accounting rules and securities laws. Any dealings with a related party must be conducted in such a way that no preferential treatment is given. Ideon discourages the employment of relatives and significant others in positions or assignments within the

same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (i.e., an auditing or control relationship, or a supervisor/subordinate relationship). Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination.

## 7. Corporate Opportunities

Ideon representatives are prohibited from taking for themselves, personally or for the benefit of others, opportunities discovered through use of corporate property, information, or position, except to the extent that a waiver has been granted under this Code. No Ideon representative may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no Ideon representative may compete with Ideon, directly or indirectly.

## 8. Protection & Proper Use of Ideon Assets

All Ideon representative should protect Ideon assets and ensure their efficient use. Ideon assets should be protected from loss, damage, theft, misuse, carelessness, illegal activities, and waste. These assets include employee time at work and work product, reports and records, patents, trade secrets, financial plans and strategies, as well as Ideon equipment, computers and software, trading and bank accounts, company information and its reputation, trademarks, name and other intangible assets.

## 9. Competition & Fair Dealing

Ideon seeks to outperform its competition in a fair manner. Each Ideon representative should endeavour to deal fairly and impartially with Ideon's counterparties, suppliers, competitors, and employees. They should not take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

## 10. Gifts, Favours, Entertainment & Payments Received by Employees

Ideon representatives are expected to take action and make decisions based on an impartial and objective assessment of each situation, free from the influence of gifts and similar favours that might compromise judgment. They shall not seek or accept gifts, payments, fees or services, valuable privileges, vacations, trips without a business purpose, loans (other than conventional loans from lending institutions), or other favours from any person or business that does business with or is a competitor of Ideon, except as noted below.

Employees may only accept gifts and entertainment usually associated with accepted business practices for themselves and members of their families if:

- i. they are infrequent;
- ii. they legitimately serve a definite business purpose;
- iii. they are appropriate to the business responsibilities of the individuals involved; or
- iv. they are within the limits of reciprocation as a normal business expense.

Employees should not receive gifts with more than a nominal value: (USD 100 for first-world countries, commensurately lower for lesser-developed countries). If more, employees must inform their immediate

supervisor of gifts and entertainment received. It is never permissible to accept a gift in cash or cash equivalents (i.e., stocks or other form of marketable securities or vouchers) of any amount.

## 11. Gifts, Favours, Entertainment & Payments Given by Ideon

No Ideon representative shall make any form of payment, direct or indirect, to any public official as inducement to procuring or keeping business or having a law or regulation enacted, defeated, or violated. Ideon prohibits any form of money laundering in connection with its business. Ideon representatives are required to adhere to the [Corruption of Foreign Public Officials Act](#) (Canada) (the “FCPA”) or equivalent in any country where they are transacting business.

Gifts, favours, and entertainment may be given to others at Ideon’s expense only if they meet all the following criteria:

- i. they are consistent with established customs and normal business practices;
- ii. they are of limited value: USD 100 for first-world countries, commensurately lower for lesser-developed countries;
- iii. they are not in violation of applicable laws and this Code;
- iv. if to a public official, the gifts and the presentations shall be approved in advance by Ideon’s CEO, and presented in a manner that clearly identifies Ideon; and
- v. public disclosure of the facts will not embarrass Ideon.

## 12. Waivers of this Code

Any waiver of this Code for Ideon employees, and consultants may be made only by the CEO, who will determine if such waiver constitutes a material departure from the Code and if so, will notify the Board. Any waiver of the Code for the CEO must be approved by the Board.

## 13. Adherence to the Code

Ideon representatives must immediately report any violations of this Code. Reports of violations should be made to the immediate supervisor (if applicable), the CFO, and CEO. After a violation is investigated, the CEO has the right to determine the appropriate disciplinary action, up to and including termination and possible criminal prosecution. If an individual is in doubt about compliance with the Code or feels that there is a conflict with another entity’s Code of Conduct to which Ideon has been asked to comply, the individual should seek advice from the CFO or CEO.

ELT members are responsible for the communication of the Code and, together with Ideon employees, are expected to encourage and promote a culture of ethical business conduct. Ideon encourages all Ideon representatives to submit concerns about potential Code breaches to any member of the ELT without fear of reprisal. The ELT is responsible for investigating and enforcing matters related to the Code and for reporting breaches of the Code to the CEO and CFO.

This Code is made available to Ideon representatives on the Ideon website. Each Ideon representative is responsible for reading and understanding this Code and is required to sign an acknowledgement of their understanding and commitment to adherence to this Code. Members of the ELT and those in commercial customer-facing roles will also sign acknowledgment that they have read, understood, and will abide by the requirements of the FCPA.