

## **WAVEFRONT TECHNOLOGY SOLUTIONS INC.**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics ("Code") has been adopted by our Board of Directors to summarize the standards of business conduct that must guide our actions. This Code applies to all directors, officers, and employees of Wavefront Technology Solutions Inc. and its subsidiaries and affiliated entities (the "Company"). The Company has issued this Code to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- accurate and timely disclosure in reports and documents that the Company files with, or submits to, the British Columbia, Alberta and Ontario Securities Commissions and other securities commissions across Canada and the U.S. ("Securities Commissions") and other governmental agencies, as well as in the Company's other public communications;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting of any violations of this Code to an appropriate person or person identified in the Code; and
- accountability for adherence to the Code.

This Code of Business Conduct and Ethics provides guidance to you on your ethical and legal responsibilities. We expect all directors and employees to comply with the Code, and the Company is committed to taking prompt and consistent action against violations of the Code. Violation of the standards outlined in the Code may be grounds for disciplinary action up to and including termination of employment or other business relationship. Employees and directors who are aware of suspected misconduct, illegal activities, fraud, abuse of the Company's assets or violations of the standards outlined in the Code are responsible for reporting such matters.

Because rapid changes in our industry and regulatory environment constantly pose new ethical and legal considerations, no set of guidelines should be considered to be the absolute last word under all circumstances. In some instances, there may be a conflict between the laws of countries that apply to the operations of the Company. When you encounter such a conflict, you should consult the Company's Chief Executive Officer to understand how to resolve that conflict properly.

#### **Basic Obligations**

Under the Company's ethical standards, directors and employees share certain responsibilities. It is your responsibility to (i) become familiar with, and conduct Company business in compliance with, applicable laws, rules and regulations and this Code; (ii) treat all Company employees, customers and business partners in an honest and fair manner; (iii) avoid situations where your personal interests are, *or appear to be*, in conflict with the Company interests; and (iv) safeguard and properly use the Company's proprietary and confidential information, assets and resources, as well as those of the Company's customers and business partners.

Certain of the Company's policies are complemented by specific responsibilities set forth in documents such as the Company Policies and Procedures, the non-competition and confidentiality agreement you signed with the Company, the intellectual property and information technology

access agreement you signed with the Company, and the Company's Insider Trading Policy. Those policies should be separately consulted by the Company directors and employees and are not incorporated by reference into this Code of Business Conduct and Ethics. Please consult with the Chief Financial Officer for copies of any policies that cannot be accessed through the Company's intranet web site.

### **Raising Concerns**

If you should learn of a potential or suspected violation of the Code, you have an obligation to promptly report the violation, as required in the Company's Whistleblower Policy. You may do so orally or in writing and, if preferred, anonymously. You have several options for raising concerns.

1. Raise your concerns with your manager;
2. Raise your concerns with the Chief Executive Officer or Chief Financial Officer; or
3. Raise your concerns with the Chairman of the Board of Directors.

If the issue or concern is related to the internal accounting controls of the Company or any accounting or auditing matter, you may report it anonymously to the Chair of the Audit Committee.

### **Policy Against Retaliation**

The Company prohibits any director or employee from retaliating or taking adverse action against anyone for raising suspected conduct violations or helping to resolve a conduct concern. Any individual who has been found to have engaged in retaliation against a Company director or employee for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including termination of employment or other business relationship. If any individual believes that he or she has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible to one of the people detailed in the "Raising Concerns" section above.

### **Conflicts of Interest**

The Company should not engage in any activity, practice or act which conflicts with the best interests of the Company or its customers. A conflict of interest occurs when an employee places or finds himself/herself in a position where his/her private interests conflict or appear to conflict with the best interests of the Company or have an adverse affect on the employee's motivation or the proper performance of their job. Examples of such conflicts could include, but are not limited to:

- accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- accepting or giving gifts of more than modest value to or from vendors or clients of the Company;
- competing with the Company for the purchase or sale of property, services or other interests or taking personal advantage of an opportunity in which the Company has an interest;
- employees or immediate family members who have a financial interest in a firm which does business with the Company;
- having an interest in a transaction involving the Company or a customer, business partner or potential business partner or supplier (not including routine investments in publicly traded companies); and
- not (a) take for themselves any opportunity that properly belongs to the Corporation or is discovered through the use of corporate property, information or position; or (b) use

corporate property, information or position for personal gain; nor (c) compete with any business activity of the Corporation.

Directors, officers and employees must not place themselves or remain in a position in which their private interests conflict with the interests of the Company.

If the Company determines that an employee's outside work interferes with performance or the ability to meet the requirements of the Company, as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain employed by the Company. To protect the interests of both the employees and the Company, any activity that involves potential or apparent conflict of interest may be undertaken only after disclosure to the Company by the employee and review and approval by management.

### **Intellectual Property**

Intellectual property comprises trademarks, domain names, patents, industrial designs, copyrights, customer and supplier lists and trade secrets. Employees have a duty to protect the Company's intellectual property, just as they have the obligation to respect that of others. Subject to applicable laws, any inventions or discoveries made by employees during the course of their work are the Company's property.

Intellectual property is considered confidential information. Therefore, it is covered by the non-disclosure guidelines set out in the "Confidential Information" section of this Code.

### **Confidentiality Concerning Company Affairs**

It is the Company's policy that business affairs of the Company are confidential and should not be discussed with anyone outside the organization except for information that has already been made available to the public. Confidential information is information belonging to the Company that is not subject to public disclosure. Confidential information encompasses information produced by the Company or obtained in confidence from a third party, which may be covered by a non-disclosure agreement. Examples of confidential information are financial data, strategic plans, intellectual property, information on bids, personal employee information, legal documents and information on customers and suppliers.

Do not divulge confidential information to anyone other than the person or persons for whom it is intended, unless authorized or legally required to do so. This includes confidential information provided by suppliers and customers. Employees agree to maintain such confidentiality at all times, even after leaving the employ of Wavefront.

Employees should also exercise caution to avoid misusing or inadvertently disclosing confidential information. This includes:

- keeping electronic and paper documents and files containing confidential information in a safe place;
- not discussing confidential matters where they could be overheard, for example, in public places such as elevators, hallways, restaurants, airplanes and taxis;
- exercising caution when discussing confidential matters on wireless telephones or other wireless devices;
- transmitting confidential documents by electronic devices, such as by fax or e-mail, only when it is reasonable to believe this can be done under secure conditions; and

- avoiding unnecessary copying of confidential documents.

As a prerequisite and condition of employment, all employees must sign a written agreement confirming this obligation.

### **Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, not through unethical or illegal business practices. Information about other companies and organizations, including competitors, must be gathered using appropriate methods. Illegal practices such as trespassing, burglary, misrepresentation, wiretapping and stealing are prohibited. Possessing trade secrets that were obtained without the owner's consent, or inducing such disclosures by customers or past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of, and deal fairly with, our customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

### **Securities Laws and Insider Trading**

The Company encourages all employees to become shareholders on a long-term investment basis. It is illegal for anyone who has material information about a public corporation that has not been made public to buy, sell or trade in securities of said corporation, or to pass on undisclosed material information to anyone else. Material information is defined as any information relating to a company that, if disclosed, could reasonably be expected to influence investors, or to affect the market price of the company's shares. Examples of this type of information include:

- unpublished financial information, including quarterly or annual financial results not yet disclosed to the public;
- a major corporate acquisition, disposition or joint venture;
- a significant change in senior management or to the Board of Directors of the Corporation; and
- obtaining or losing a significant contract.

Therefore, if you have any knowledge of undisclosed material information about the Corporation, you are prohibited from trading in the Company's securities until the information has been fully disclosed to the public and a reasonable period of time has passed for the information to be widely disseminated by way of a press release.

Under no circumstances shall any employee engage in hedging activity or in any form of transactions of publicly-traded options on the Company's securities. No employee of the Company shall sell the Company's securities that he or she does not own (a "short sale").

All employees are absolutely prohibited from conveying undisclosed material information (known as "tipping") about the Company to anyone, including outside professional advisors, other employees of the Company or members of their families, unless doing so in the necessary course of the Company's business.

Since it may be extremely difficult to distinguish between information that is "material information," as defined above, and information that is not, and in order to avoid the appearance of possible impropriety, as an employee, you are required to comply with the following rules:

- at all times, avoid recommending the purchase or the sale of the securities of the Company to third parties;
- if, as a director, officer or employee, you wish to buy, sell or trade in securities of the Company for yourself or otherwise, the Corporation strongly suggests that you do so only during the appropriate trading windows; and
- you should be aware that corporate Black Out periods occur at certain times throughout the year and during this time, all Company directors, officers and employees are prohibited from buying or selling the Company's securities on the TSX Venture Exchange.

In order to avoid civil and criminal insider trading violations, the Company has established an Insider Trading Policy. As a prerequisite and condition of employment, all employees must adhere to this policy.

### **Information Technology**

Information Technology facilities such as telephone, cellular phones, facsimile, Internet and e-mail are Company property. Use of these facilities imposes certain responsibilities and obligations on all employees. Usage must be ethical and honest with a view to preservation of and due respect for the Company's intellectual property, security systems, personal privacy, and freedom of others from intimidation, harassment, or unwanted annoyance.

When using electronic mail, you should remember that it is susceptible to interception, creates a permanent record, can be printed or forwarded to others by the recipient and will likely be retained on the recipient's computer for a long time. Therefore, exercise the same care in sending electronic mail as in other written business communications. Never use the Company's Internet connection or computer equipment to access, transmit or download content that is inappropriate and does not meet business requirements.

In order to avoid violations, the Company has established an information technology access and usage policy. As a prerequisite and condition of employment, all employees must sign an information technology access and usage agreement.

### **Disclosure**

The Company is committed to providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities laws. The goal is to raise awareness of the Company's approach to disclosure among the board of directors, officers and employees and those authorized to speak on behalf of the Company.

The disclosure section of this Code extends to all employees and officers of the Company, its Board of Directors and those authorized to speak on its behalf. It covers disclosures in documents filed with the securities regulators and written statements made in the Company's annual and quarterly reports, news releases, letter to shareholders, presentations by senior management, information contained on the Company's web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with members of the investment community (which includes analysts, investors, investment dealers, brokers, investment advisers and investment managers), interviews with the media, as well as speeches and conference calls. As a prerequisite and condition of employment, all employees must sign an acknowledgment by which they agree to adhere to this policy, which is provided to the new hire prior to his/her start date.

## **Accuracy of Company Records**

As a public company, we are required to record and publicly report all internal and external financial records in compliance with Canadian generally accepted accounting principles (GAAP). Therefore, you are responsible for ensuring the accuracy of all books and records within your control and complying with all Company policies and internal controls. All Company information must be reported accurately, whether in internal personnel, safety, or other records or in information we release to the public or file with government agencies.

## **Financial Reporting and Disclosure Controls**

As a public company, we are required to file periodic and other reports with the Securities Commissions and to make certain public communications. We are required by the Securities Commissions to maintain effective "disclosure controls and procedures" so that financial and non-financial information is reported timely and accurately both to our senior management and in the filings we make. You are expected, within the scope of your employment duties, to support the effectiveness of our disclosure controls and procedures by promptly and accurately providing all necessary information to assure that the Company's public reports, documents and filings (including but not limited to those filed with any stock exchange or securities commission or in any other public communication) are full, fair, accurate and timely.

## **Compliance with All Laws, Rules and Regulations**

The Company is committed to compliance with all applicable laws, rules and regulations of federal, provincial, state and local governments, and other appropriate private and public regulatory agencies including, without limitation, all laws and regulations applicable to the Company's securities and trading in such securities, as well as any rules promulgated by any exchange on which the Company's shares are listed.

## **Customers and Business Partners**

We strive to achieve satisfied customers who will be repeat buyers of our products and services and to building mutually advantageous alliances with our business partners.

Our long-term reputation and business viability depend upon our continued maintenance of the high quality of the products and services we provide. We are committed to delivering products that perform as documented and as represented to the customer.

Our policy is to build lasting relationships with our customers and business partners through superior delivery and execution and honest sales and marketing. We will comply with applicable advertising laws and standards, including a commitment that our advertising and marketing will be truthful, non-deceptive, and fair and will be backed up with evidence before advertising claims are made. Our policy also prohibits making false or deceptive statements about our competitors and giving or accepting kickbacks, bribes, inappropriate gifts and other matters prohibited under the conflict of interest topic in this Code.

## **Health and Safety**

The Company is committed to making the work environment safe, secure and healthy for its employees and others. The Company complies with all applicable laws and regulations relating to safety and health in the workplace. We expect each of you to promote a positive working

environment for all. You are expected to consult and comply with all Company rules regarding workplace conduct and safety. You should immediately report any unsafe or hazardous conditions or materials, injuries, and accidents connected with our business and any activity that compromises Company security to your supervisor. You must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are prohibited.

### **Respect for Our Employees**

The Company's employment decisions will be based on reasons related to our business, such as job performance, individual skills and talents, and other business/related factors. The Company policy requires adherence to all national, state or other local employment laws. In addition to any other requirements of applicable laws in a particular jurisdiction, the Company policy prohibits discrimination in any aspect of employment based on race, color, religion, sex, national origin, disability or age, within the meaning of applicable laws.

### **Abusive or Harassing Conduct Prohibited**

The Company policy prohibits abusive or harassing conduct by our employees toward others, such as unwelcome sexual advances, comments based on ethnicity, religion or race, or other non-business, personal comments or conduct that make others uncomfortable in their employment with us. We encourage and expect you to report harassment or other inappropriate conduct as soon as it occurs.

### **Privacy**

The Company, and companies and individuals authorized by the Company, collect and maintain personal information that relates to your employment, including compensation, medical and benefit information. The Company follows procedures to protect information wherever it is stored or processed, and access to your personal information is restricted. Your personal information will only be released to outside parties in accordance with the Company's policies and applicable legal requirements. Employees who have access to personal information must ensure that personal information is not disclosed in violation of the Company's policies or practices.

### **Waivers and Amendments**

Only the Board of Directors may waive application of or amend any provision of this Code. A request for such a waiver should be submitted in writing to the Board of Directors, Attention: Chair of the Nomination / Corporate Governance Committee, for its consideration. The Company will promptly disclose to investors all substantive amendments to the Code, as well as all waivers of the Code granted to directors or officers in accordance with applicable laws and regulations.

### **No Rights Created**

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. It is not intended to and does not, in any way, constitute an employment contract or an assurance of continued employment or create any rights in any employee, director, client, supplier, competitor, stockholder or any other person or entity.

## **Communications**

As a Company director, officer or employee, you should be truthful and straightforward in your dealings and not intentionally mislead or undermine colleagues, customers or suppliers. Use appropriate, professional language, both in written documents and public conversations.

Communications with the media, the investment community and regulators are the responsibility of the Chief Financial Officer or his designated investment relations' advisor. Inquiries received by any director, officer or employee must be referred to an authorized spokesperson.

## **Illegal and Improper Payments**

The Company's directors, officers and employees are strictly prohibited from offering or taking any form of illegal or improper payment. The Company's funds and assets must never be used for any unlawful purpose. As an employee, you must never approve, authorize or make any payment, gift or favour to any person in a position of authority, such as a government or corporate official, in order to obtain favourable treatment in negotiations or the awarding of contracts, or any other dealings.

## **Other**

This Code may be amended, modified or waived from time to time by the Board in its sole discretion, and waivers may also be granted by the Nomination / Corporate Governance Committee or the Audit Committee of the Board, subject to the disclosure and other provisions of the applicable Canadian securities legislation and the applicable rules of the stock exchanges upon which the Company's shares trade from time to time.

This Code does not summarize all laws, rules and regulations applicable to the Company and its directors, officers and employees.