



## CODE OF BUSINESS CONDUCT AND ETHICS

### PURPOSE

MineHub Technologies, Inc. (“MineHub” or the “Company”) requires high standards of professional and ethical conduct from its personnel. The Company’s reputation among its shareholders, business partners, prospective investors and other stakeholders for honesty and integrity is the key to the success of its business.

This Code of Business Conduct and Ethics (this “Code”) outlines the basic principles and policies with which all MineHub directors, officers, employees and consultants (collectively, “personnel”) are expected to comply. All personnel should read this Code carefully and seek guidance should they have questions regarding compliance with the letter and spirit of this Code and applicable laws.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but rather sets out basic principles to guide personnel of the Company. Those who violate the standards set forth in this Code will be subject to disciplinary action up to and including dismissal.

### GENERAL PRINCIPLES OF CONDUCT

This Code outlines the principles of ethical conduct to which the Company’s personnel are expected to adhere and establishes mechanisms to report unethical conduct.

MineHub is committed to:

- Operating in compliance with applicable laws, rules and regulations
- Providing a safe and healthy workplace
- Operating free from favouritism, fear, coercion, discrimination or harassment; and
- Providing full, accurate and timely disclosures in public reports and filings

The Company requires its directors and officers to provide leadership and direction with respect to these principles and standards.

The Corporate Secretary has been delegated the responsibility of monitoring compliance with this Code. It is the individual responsibility of Company personnel to comply with the provisions of this Code that are specifically applicable to them.

## **COMPLIANCE WITH LAWS, RULES & REGULATIONS**

Compliance with the letter and spirit of all laws, rules and regulations applicable to the Company's business is critical to its reputation and continued success. All personnel must respect and obey the laws of the countries in which the Company operates and avoid even the appearance of impropriety. It is important to know when to seek advice from supervisors, managers or other appropriate personnel.

MineHub operates globally. If a law in any jurisdiction where the Company conducts business conflicts with a provision of this Code, personnel must comply with the law. However, if a local custom conflicts with this Code, then MineHub directors, officers, employees and consultants must comply with the Code.

## **FAIR DEALING**

MineHub seeks industry adoption through superior performance, never through unethical or illegal business practices. Stealing proprietary information, seeking trade secrets or disclosure of proprietary information of other companies is prohibited. All personnel must deal fairly with the Company's customers, supplier and competitors. Personnel should not engage in illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

## **CONFIDENTIALITY**

Personnel must maintain the confidentiality of information entrusted to them by the Company or that otherwise comes into their possession in the course of their employment, except when disclosure is authorized or legally mandated. Personnel may be required to execute a confidentiality agreement upon starting employment or from time to time during the course of their employment. The obligation to preserve confidential information continues even after personnel leave the Company.

Confidential information includes all non-public information that may be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to the Company in the course of business.

## **USE OF RESOURCES**

Personnel are to safeguard and use the Company's assets and resources for legitimate business purposes only. Corporate assets or technologies may never be used for illegal purposes or for personal gain at the expense of our customers. The obligation to protect corporate assets includes proprietary information and information technology such as corporate email accounts, databases and internet service.

## **CONFLICTS OF INTEREST**

Personnel must act in good faith and in the best interest of the Company. Directors, officers, employees and contractors must avoid or resolve all situations in which their personal interests may conflict or appear to conflict with their duties to the Company or with the economic interest of the Company. All business transactions with individuals, corporations or other entities that could be considered to be a related party as generally defined under Canadian law (a “Related Party”) must be disclosed to the Board of Directors (the “Board”).

A conflict of interest arises when an individual’s personal economic activity conflicts with the best interests of the Company or when it adversely influences the proper discharge of his duties and responsibilities to the Company.

Personnel should avoid acquiring any interest or participating in any activities that would:

- Deprive the Company of the time or attention required to perform their duties properly
- Create an obligation which would affect their ability to act in the Company’s best interest
- Conflict with the economic interest of the Company
- Violate any provision of the Canadian Charter of Rights and Freedoms

Under circumstances in which secondary employment is desired by an employee, he shall disclose this interest to his supervisor, who may grant specific approval in writing provided that conflict of interest or interference with the performance of the employee’s duties to the Company does not ensue.

All personnel of the Company who are charged with executive, managerial or supervisory responsibility are required to see that actions taken and decisions made within his jurisdiction are free from the influence of any interests that might reasonably be regarded as conflicting with those of the Company.

Activities that could give rise to conflicts of interest are prohibited unless specifically approved by the Board. Personnel are required to disclose to their supervisors in writing, or as may be otherwise authorized, all business, commercial or financial interests or activities which might reasonably be regarded as creating an actual or potential conflict with their duties of employment. It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interests should be reported immediately to a supervisor who in turn will consult with legal counsel.

## **RELATED PARTY TRANSACTIONS**

Any transaction conducted or intended to be conducted with a Related Party must be brought to the attention of the Board.

## **CORPORATE OPPORTUNITIES**

Personnel are prohibited from taking for themselves personal opportunities that arise through the use of corporate property or information, and from using corporate property, information or

position for personal gain. Personnel are also prohibited from competing with the Company directly or indirectly.

### **DISCRIMINATION AND HARASSMENT**

The Company values the diversity of our personnel and is committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Personnel are encouraged to report harassment when it occurs to their supervisor or to the Company's legal counsel.

### **REPUTATIONAL INTEGRITY**

The Company's business reputation depends on the confidence of its customers and external stakeholders. As a representative of the Company, your conduct reflects on MineHub. We rely on our personnel to conduct themselves professionally in external settings as well as internally. Any behaviour that tarnishes the reputation of the Company will not be tolerated. Such inappropriate behaviour includes, but is not limited to, indecent, offensive, discriminatory, lewd or illegal acts, violence or threats of violence, inappropriate use of social media, or other behaviour inconsistent with the professional or ethical standards of the Company.

### **SAFETY AND HEALTH**

Everyone is responsible for maintaining a safe and healthy workplace by following applicable rules. The Company is committed to keeping its workplaces free from hazards. Personnel must report any accidents, injuries, unsafe equipment or conditions immediately to a supervisor or other designated person.

In order to protect the safety of all personnel, personnel must report to work in condition to perform their duties and free from the influence of any substance that could prevent them from conducting work activities safely and effectively. The use of illegal drugs in the workplace is prohibited.

### **CORPORATE RECORDS**

All personnel have a responsibility to ensure that the Company's records, including accounting records, do not contain any false or intentionally misleading entries. The Company does not permit intentional misclassification of transactions as to accounts, departments or accounting periods.

All corporate books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform to both applicable legal requirements and the system of internal controls of the Company. Unrecorded or "off the books" assets or transactions are not permitted.

Business records and communications may become public through legal or regulatory investigations or the media. All personnel should avoid exaggeration, derogatory remarks, legal conclusions or inappropriate characterizations of people and other companies. This applies to communications of all kinds, including email and informal notes or interoffice memos. Records

should be retained and destroyed in accordance with applicable laws and the Company's records storage and retention practices.

## **GIVING AND RECEIVING AMENITIES**

On occasion, the Company may offer or receive customary business amenities (such as meals or transportation to business events) in its efforts to promote Company products or strengthen working relationships. Personnel must follow Company procedures and obtain any required pre-approvals before giving or receiving business amenities.

### **Giving**

Personnel may offer gifts of nominal value (such as promotional pens or calendars) but shall obtain their manager's approval before offering business amenities of anything other than nominal value.

Many jurisdictions restrict giving business amenities or gifts, directly or through others, to a government official or an employee or representative of a government entity, state-owned entity or, in some cases, commercial party. Personnel shall obtain any required approvals from MineHub's CEO, CFO or legal counsel before giving business amenities or gifts to the above parties. MineHub personnel may never give an external party cash, gift cards, gift certificates or any other cash equivalent other than a gift card that is offered as part of an event or as a prize with the prior approval of MineHub's CEO, CFO or legal counsel.

### **Receiving**

Neither personnel nor any member of their family may, directly or through others, solicit or accept any business amenity other than items of nominal value. Business entertainment also must be of modest value, and both the personnel and the provider must be present at the entertainment event. In no case may personnel solicit or accept cash or its equivalent, nor any business amenity or gift regardless of value when doing so could influence or reasonably give the appearance of influencing the Company's business decisions.

If personnel or their family members receive any such business amenity (including money), even if unsolicited, said personnel shall notify their supervisor and take appropriate measures, which may include returning or disposing of what he or she received.

MineHub personnel may not receive from an external party any cash, gift cards, gift certificates or any other cash equivalents other than a gift card of nominal value. A gift will be considered of nominal value if it is CAD 100 or less, provided that, in the case of gift cards, the value must be CAD 20 or less.

## **AVOIDING MONEY LAUNDERING AND TERRORIST FUNDING ACTIVITIES**

The Company must comply with applicable laws prohibiting money laundering and terrorism financing. Personnel who are responsible for making or receiving payments on behalf of the Company must guard against the use of Company funds, products and services for the purposes of money laundering, terrorism financing or other criminal activity. Personnel shall report suspicious transactions, including payments made in currencies other than the currency specified in the

contract, over-payments and requests for refunds, and unusual fund transfers to or from parties or countries not involved in a specific business transaction.

### **ANTI-CORRUPTION LAWS AND FOREIGN CORRUPT PRACTICES ACT (“FCPA”)**

The Company and all personnel will comply with all anti-corruption laws, including the Canadian Corruption of Foreign Public Officials Act, the U.S. Foreign Corrupt Practices Act and similar legislation applicable to the jurisdiction where the Company may be operating.

Violation of these laws can result in serious enforcement proceedings, including criminal charges, against the Company and the individuals directly involved. These laws can be complicated and you may have questions regarding whether a particular practice may violate anti-corruption laws. In this instance, you should contact the Company’s CEO, CFO or Board Chairman for guidance. These laws generally forbid bribes, which are very broadly defined, to government officials or their representatives. While the law allows some exceptions for modest business amenities such as routine business lunches, most payments and gifts are not allowed. Consult with the Company’s legal counsel, CEO or CFO before you make or authorize a payment to a government official.

The FCPA also requires the Company to keep accurate and detailed books reflecting its foreign transactions. Consult the Company’s legal counsel, CEO or CFO if you are concerned that the Company’s books do not accurately reflect its transactions.

### **POLITICAL ACTIVITIES**

The Company generally does not offer financial support to political organizations and any limited exceptions require the express approval of the Company’s Board. Personnel engaging in personal political activities must do so in their own right and not on behalf of the Company. The Company does not intend to lobby government officials on any routine basis as such activities are highly regulated by law. Personnel must ensure that the Company’s CEO or CFO is aware of communications with government officials (which includes elected officials and their bureaucratic staff) on Company matters. This does not extend to dealing with regulators on ordinary course matters.

### **MANAGEMENT OVERRIDES**

Personnel must report any situation in which any person attempts to direct, request or encourage violation of this Code, or any other policy or procedure the Company, or any applicable law.

Not every instance in which a policy is overridden or an exception to policy is taken will constitute a breach of this Code. To ensure that any decision to depart from Company policy is consistent with this Code, personnel should report details of any decision to depart from this Code to the Corporate Secretary. The Corporate Secretary will maintain a log of such instances and provide a summary upon request by the Board.

## **WAIVERS OF THIS CODE**

Any waiver of this Code for the benefit of a director or officer may be made only by the Board. Any such waiver will be promptly disclosed as required by applicable law or stock exchange regulations.

## **DISSEMINATION OF THIS CODE**

To ensure that all Company personnel are aware of this Code, a copy of this Code will be distributed to all Company personnel and new hires. All personnel will be informed whenever significant changes are made.

## **REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR**

Directors and officers have a duty to report to the Board, and employees to their supervisor, any activity which:

- He or she believes contravenes the law
- Represents a real or apparent conflict of interest or a breach of this Code
- Represents a misuse of corporate funds or assets
- Represents a danger to public health, safety, or the environment; or
- Might result in a failure by the Company to provide full, accurate and timely disclosure of financial results and material facts

The Company will not tolerate retaliation for reports or complaints made in good faith but will take action for the filing of a report known to be false.

Should personnel believe a concern relating to the Company's business practices has not been satisfactorily addressed internally, he may submit his concern in writing directly and confidentially to MineHub's independent legal counsel at:

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