

# Decision Dynamics Technology Ltd.

## Code of Ethics and Business Conduct

The Board of Directors of Decision Dynamics Technology Ltd. (“DDY”) have adopted this Code of Ethics and Business Conduct (“Code of Conduct”) which embodies the commitment of DDY and its subsidiaries to conduct their business in accordance with all applicable laws, rules and regulations and the highest ethical standards. All directors, officers, employees and contracted consultants of the Company (“Company Personnel”) are expected to adhere to the principles and procedures set forth in this Code of Conduct.

As responsible business leaders, we are accountable for making business decisions and taking appropriate actions that are ethical and in compliance with applicable legal requirements. As we make these decisions, DDY's values must shine through. The Code of Conduct describes these values and reflects our continued commitment to ethical business practices in all aspects of our operations.

Our values include:

- **Quality** We value quality in our products and in individual work. We strive for excellence, accuracy and thoroughness in all tasks.
- **Honesty and Integrity** We are straight-forward and open in dealings with customers, employees, shareholders, and others with whom DDY does business;
- **Creativity and Innovation** We are solution oriented, always looking for ways to do things better.
- **Adaptability** We are positive in our approach to changing circumstances, new ideas and new ways of working.
- **Teamwork** We are consistent and professional, taking pride in what we do individually and as part of a team.
- **Individual Initiative** We take responsibility for our selves and for our actions.

It is DDY’s intent that all business be conducted in accordance with its Code of Conduct and the Company Personnel will never be expected to achieve business performance at the expense of violating any aspect of the Code of Conduct. Company Personnel have the right and the responsibility to report suspected violations of DDY’s Code of Conduct and those making such reports in good faith will have the full support of the Company.

- A. THE COMPANY AND ITS PERSONNEL WILL COMPLY WITH ALL LAWS AND REGULATIONS: FEDERAL, PROVINCIAL, STATE, MUNICIPAL, OR PERTAINING TO ANY FOREIGN JURISDICTION AND SAFETY COMPLIANCE, IN WHICH THE COMPANY OPERATES.

All representatives of DDY are responsible for understanding all laws and applicable regulations wherever business is conducted, including safety laws and standards set by the industry and DDY. Furthermore, Company Personnel must diligently ensure that their conduct is not only in compliance with these laws, but cannot be interpreted as being in contravention of laws governing the affairs of the Company in any jurisdiction where it carries on business.

Whenever a member of the Company Personnel is in doubt about the application or interpretation of any legal requirement, the individual should refer the matter to his or her superior who, if necessary, should seek the advice of the Company's legal counsel.

Furthermore, business partners, contractors, consultants and suppliers (collectively referred to as “interested third parties”) are expected to conduct their business with DDY in accordance with applicable laws, rules and regulations.

**B. COMPANY PERSONNEL SHALL NOT FURNISH, DIRECTLY OR INDIRECTLY, ON BEHALF OF THE COMPANY, EXPENSIVE GIFTS OR PROVIDE EXCESSIVE ENTERTAINMENT OR BENEFITS TO OTHER PERSONS.**

DDY encourages the use of good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings. Company Personnel whose duties permit them to do so may furnish modest gifts, favours and entertainment to persons provided all of the following criteria are met:

- i. they are not cash, bonds or negotiable securities, are of limited value so as not to be capable of being interpreted as a bribe, pay off or other improper payment;
- ii. they are made as a matter of general and accepted business practice;
- iii. they do not contravene any law and are made in accordance with generally accepted ethical practices.
- iv. if subsequently disclosed to the public, their provision would not in any way embarrass the Company or their recipients.

For example, reasonable expenses for the entertainment of customers, prospective employees or business associates are permissible on the part of Company Personnel whose duties embrace the provision of such entertainment.

Company Personnel may from time to time be offered gifts from vendors, contractors, associates, industry colleagues and other third parties they interact with as a result of their employment or association with DDY. Examples of gifts are tangible products; invitations to meals; tickets to sporting, cultural or political events; or other favours. Acceptance of gifts that have a greater than nominal value or frequent gifts from the same source is prohibited. In particular acceptance of gifts of any value or frequency is prohibited where:

- i. the giver seeks benefit from decisions or actions the gift might influence (e.g. in exchange for a gift, an employee provides confidential insider information);
- ii. a sense of obligation may be created (e.g. causing the Company Personnel to influence the selection of vendors);
- iii. intentional or unintentional interference with fair and equitable competition may occur (e.g. in exchange for gifts, a Company employee shares proprietary information with a member of a competitor’s company); and
- iv. a benefit may be provided to the Company Personnel family, friends or associates.

All interested third parties working with or for DDY must have in place guidelines for exchanges of gifts that achieve the same standards as the guidelines listed above.

**C. ALL DEALINGS BETWEEN COMPANY PERSONNEL AND PUBLIC OFFICIALS ARE TO BE CONDUCTED IN A MANNER THAT WILL NOT COMPROMISE THE INTEGRITY OR DAMAGE THE REPUTATION OF ANY PUBLIC OFFICIAL OR THE COMPANY OR ITS AFFILIATES.**

Even the appearance of impropriety in dealing with public officials is improper and unacceptable. Any participation, whether directly or indirectly, in any bribes, kickbacks, indirect contributions or similar payments is expressly forbidden, whether or not they might

further the business interest of the Company. Maintenance of integrity is of the utmost importance.

- D. THE USE OF THE COMPANY'S FUNDS, GOODS OR SERVICES AS CONTRIBUTIONS TO POLITICAL PARTIES, CANDIDATES OR CAMPAIGNS IS TO BE APPROVED ONLY BY THE CHIEF EXECUTIVE OFFICER AND WILL NOT COMPROMISE THE INTEGRITY OF DDY.

Under no circumstances will DDY representatives make any direct or indirect contributions to government officials for the purpose of inducing the individual to misuse his/her position to obtain or retain DDY's business. Contributions include money or anything having value, such as loans, services, entertainment, trips and the use of the Company's facilities or assets.

Company Personnel who choose to undertake political activity should act on their own behalf and not as representatives of the Company. Further, no Company Personnel is to be reimbursed for any contributions, which he or she might make of their own volition.

- E. COMPANY PERSONNEL MUST AVOID ALL SITUATIONS IN WHICH THEIR PERSONAL INTERESTS CONFLICT OR MIGHT CONFLICT WITH THEIR DUTIES TO THE COMPANY.

All directors, officers and employees of the Company are expected to avoid situations where personal interests could conflict or could appear to conflict with duties and responsibilities or the interests of the Company as a whole. A conflict of interest may occur where involvement in any activity, with or without the involvement of a related party, prevents the proper performance for the Company, or creates, or appears to create, a situation where judgment or ability to act in the best interests of DDY is affected.

When faced with an actual or potential conflict of interest situation, employees must follow the procedures outlined below, interested third parties must consult their written contracts and officers and directors must follow obligations as set out in relevant statutes and Company by-laws and must inform the Chair of the Board of Directors of any such conflict.

Supervisors should ensure that employees and interested third parties are not involved in any decision or operation affected by a conflict of interest. The Chair of the Board should ensure that officers or directors are not involved in any decision or operation affected by a conflict of interest.

Situations may occur where an employee, acting in the best interest of the company, may be in a conflict of interest situation (for example where the employee introduces DDY to a vendor or customer where his/her spouse works). If employees find themselves in situations or potential situations, of conflict of interest they must seek guidance from their supervisor or any member of the Disclosure & Compliance Committee to determine if a conflict exists and how to deal with it. If a conflict of interest or a potential conflict of interest is identified the employee must formally declare the conflict by informing any member of the Disclosure & Compliance Committee. The conflict must be reviewed and approved by the Disclosure & Compliance Committee and in conjunction with the employee supervisor appropriate actions must be determined and documented in order to mitigate the conflict. Supervisors are responsible for ensuring that an employee follows the agreed upon actions to mitigate the conflict of interest. The results of this review and approval must be documented and filed in the employee personnel file.

The following are examples of conflict of interest situations which must be declared and reviewed by the Disclosure & Compliance Committee:

- i. Purchasing from suppliers, contractors that are owned (in whole or in part) or managed by, persons or relatives of persons, employed by the Company.
- ii. Approving invoices from a vendor who is a relative.
- iii. Awarding work to a supplier or consultant or contractor based on relationship or personal benefit, which is not in the best interests of the Company.
- iv. Employment or affiliation with a customer, supplier or competitor
- v. Carrying out independent business ventures or providing services for other businesses which could interfere with the employee's devotion of time and effort to the conduct of DDY's business
- vi. Using DDY's resources (equipment, tools, credit cards, facilities computing devices, telephones) for unauthorized and personal purposes.

F. COMPANY PERSONNEL SHALL NOT USE FOR THEIR OWN FINANCIAL GAIN OR DISCLOSE FOR THE USE OF OTHERS, INSIDE INFORMATION OBTAINED AS A RESULT OF THEIR EMPLOYMENT WITH THE COMPANY.

Company Personnel may find themselves in violation of applicable securities laws if they misuse information not generally known to the public and either trade or induce others to trade in the Company's stock or in the stock of another company. Specific confidential information would include information concerning significant discoveries, sales or earnings figures, or information concerning major contracts, proposed acquisitions or mergers.

*For additional information, please refer to the "Employees Secrecy Invention, Non-Disclosure and Non-Compete Agreement", the "Disclosure Policy" and the Insider Trading Policy.*

G. CONFIDENTIAL INFORMATION - COMPANY

The disclosure of confidential information is prohibited whether or not it is intentional. It is the responsibility of the Company Personnel to safeguard against unwittingly disclosing such information. For example, discussing, even in general terms, the performance or activities of the Company verbally or in a "chat room", if overheard or seen by a competitor, can be detrimental to DDY.

The Company Personnel cannot selectively disclose information to individuals or organizations, which could have a positive or negative impact on the Company's share price.

Company Personnel must not reveal information to suppliers and subcontractors that is not required by the supplier or subcontractor in the course of providing quotations, pricing, supplies and services.

This Code of Conduct also applies to customer's confidential information. All non-public information obtained by DDY and its personnel in the conduct of business shall be considered the customer's confidential information and shall not be divulged by DDY or its personnel to any third party other than the customer's designated representative.

*For additional information, please refer to the "Employees Secrecy Invention, Non-Disclosure and Non-Compete Agreement", the "Disclosure Policy" and the Insider Trading Policy.*

H. CONFIDENTIAL INFORMATION - PERSONNEL

DDY is committed to protecting the privacy of all its personnel. It is imperative that all personal information is safeguarded by all those who may be privileged to such information. Personal information concerning Company Personnel including but not limited to social insurance numbers, dates of birth, sexual preference, religion, marital status, health, dependents and financial status must not be revealed to any person or organization unless as

required in the Group Benefit programs, administration of the employees' payroll or as required by court order and/or Federal, Provincial or State laws.

*For additional information, please refer to the "Personal Information Policy"*

I. THE COMPANY'S BOOKS AND RECORDS MUST REFLECT, IN AN ACCURATE, FAIR AND TIMELY MANNER, THE TRANSACTIONS AND DISPOSITION OF ASSETS OF THE COMPANY.

Company records must be kept and maintained to fulfill relevant legal requirements. Recording and reporting information, including information related to operations, environment, health and safety, training, human resources and financial matters, must be done honestly, accurately and with care.

The books and records of DDY must reflect in reasonable detail its transactions in a timely, fair and accurate manner to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles and maintain recorded accountability for assets and liabilities. The accuracy of asset and liability records must be maintained by comparing the records to the existing assets and liabilities at reasonable intervals, and taking appropriate action with respect to any differences.

All business transactions that directors, officers and employees have participated in must be properly authorized, properly recorded and supported by accurate documentation in reasonable detail.

DDY is to provide full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with the securities commissions as well as in other public communications made by the Company. All staff responsible for the preparation of DDY's public disclosures, or who provide information as part of the process, must ensure that disclosures are prepared and information is provided in compliance with the Company's Disclosure Policy.

No information may be concealed from the Company's external auditors or the Board of Directors and its Committees. It is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing DDY's financial statements.

The Company Personnel are prohibited from taking opportunities discovered through the use of corporate property, information or position; using corporate property, information or position for personal gain; and competing with DDY. Information, data, office equipment, tools, supplies, facilities and services of the Company must be used only for authorized business purposes and used, maintained, accounted for and disposed of properly and with care. Unauthorized removal or destruction of the Company's assets is strictly prohibited.

J. USE OF THE INTERNET BY COMPANY PERSONNEL IS PERMITTED AND ENCOURAGED WHERE SUCH USE IS SUITABLE FOR BUSINESS AND SUPPORTS THE GOAL AND OBJECTIVES OF THE COMPANY AND ITS BUSINESS UNITS.

K. COMPANY PERSONNEL MUST AT ALL TIMES TREAT THEIR FELLOW EMPLOYEES, CUSTOMERS AND SERVICE PROVIDERS IN A COURTEOUS, PROFESSIONAL AND RESPECTFUL MANNER.

All Company Personnel must endeavor to deal fairly with the Company's security holders, customers, suppliers, competitors and employees, and must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## L. REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR

The Disclosure & Compliance Committee of the Company shall ensure that the Company has and maintains a satisfactory whistle-blower policy and procedure for the receipt and investigation of reports and complaints from the Company Personnel or other third parties regarding illegal or unethical behavior, fraudulent activities and violation of Company policies particularly with respect to accounting, internal accounting controls, or auditing matters, and shall ensure that the Company has a satisfactory procedure for the confidential and anonymous submission of such concerns.

Directors, officers and employees who know of or suspect a violation of any of the requirements of this Code of Conduct or of any applicable laws or regulations have an obligation to immediately report this information to a member of the Disclosure & Compliance Committee. No one will be subject to retaliation because of a good faith report of suspected misconduct.

For further information on reporting of illegal or unethical behavior, reference should be made to the Company's Complaints and Whistle-Blower Policy.

## M. COMPLIANCE WITH THE CODE OF ETHICS AND BUSINESS CONDUCT

The Company's Disclosure & Compliance Committee shall be responsible for monitoring compliance with the Code of Conduct, for regularly assessing its effectiveness in design and operation, for interpreting the Code of Conduct in any particular situation and for recommending to the Audit Committee any changes to the Code of Conduct which might be required from time to time.

The Disclosure & Compliance Committee shall be responsible for the communication to and training of existing and new employees with respect to the Code of Conduct and for establishing and monitoring an annual employee acknowledgement process with respect to the compliance with the Code of Conduct. Directors, officers, employees and interested third parties with questions about the Code of Conduct or specific situations are encouraged to refer the matter to any member of the Disclosure & Compliance Committee.

Notwithstanding the above, all directors, officers and employees are personally accountable for learning, endorsing and promoting the Code of Conduct and applying it to their own conduct and field of work. All directors, officers and employees of DDY will be asked to review the Code of Conduct and confirm on a regular basis, through written or electronic declaration, that they understand their individual responsibilities and will conform to the requirements of the Code of Conduct. All new directors, officers and employees of DDY will be required to provide the declaration upon joining the Company.

Interested third parties are expected to develop and enforce policies and/or practices that are consistent with DDY's Code of Conduct and its associated requirements that will apply to their staff providing services for or on behalf of DDY. All significant interested third parties will also be required to agree in writing, through their contract with the Company or otherwise, that they will comply with the terms of this Code of Conduct.

Waivers of the requirements of the Code of Conduct for employees, contractors and consultants may be granted only by the Chief Executive Officer. Any waiver of the requirements of the Code of Conduct for directors or officers of the Company may only be

made by the Board of Directors and will be promptly disclosed to shareholders to the extent required by law, rule, regulation or stock exchange requirements.

Amendments to the Code of Conduct shall be publicly disclosed to the extent required by law, rule, regulation or stock exchange requirement.

THE CODE OF CONDUCT OUTLINED HERE IS NOT INTENDED TO COVER EVERY ISSUE OR SITUATION YOU MAY ENCOUNTER AS AN EMPLOYEE OF DDY. NOR DOES IT REPLACE MORE DETAILED POLICIES. RATHER, THEY ARE INDICATIVE OF THE COMPANY'S COMMITMENT TO THE MAINTENANCE OF HIGH STANDARDS OF CONDUCT AND ARE TO BE CONSIDERED DESCRIPTIVE OF THE TYPE OF BEHAVIOUR EXPECTED FROM EMPLOYEES IN ALL CIRCUMSTANCES.