

CODE OF CONDUCT AND ETHICS

INTRODUCTION

The MyndTec Inc. Code of Conduct and Ethics (the “**Code**”) is applicable to all employees, including temporary and contract employees, officers and directors (collectively, “**Covered Persons**”) of MyndTec Inc. and its affiliates (collectively, the “**Company**”).

This Code establishes the foundation of the Company’s ethics by communicating our principles and commitment to all of our securityholders, customers, clients, suppliers, regulators and other stakeholders and the communities in which we do business (collectively, the “**Stakeholders**”). Every Covered Person has a personal responsibility to uphold both the letter and the spirit of our Code in their individual roles, and collectively, every day.

The Company is built upon a foundation of strong corporate values and business practices. We are fully committed to employing and retaining only those individuals with personal standards consistent with those of our corporate standards: integrity, professionalism and commitment to superior results.

With this, our Code is designed to deter wrongdoing and to promote:

- ❖ honest and ethical conduct, including the ethical handling of actual or perceived conflicts of interest;
- ❖ compliance with applicable laws, rules, regulations and internal policies;
- ❖ full, fair, accurate, timely, and understandable disclosure in reports, documents and communications;
- ❖ the prompt internal reporting of violations of this Code; and
- ❖ accountability for adherence to this Code.

This Code should be used as a resource to help guide your conduct in the course of our business and as a representative of the Company when outside the workplace. Many of the principles described in this Code, however, are general in nature, and the Code does not cover every situation that may arise. We expect all Covered Persons to use common sense and good judgment at all times.

Within the later of two (2) months from the adoption of this Code, and one week from the date you become a Covered Person, you will be required to certify that you have received, reviewed and that you understand this Code. You are expected to review, at least annually, the Company’s Code of Conduct and Ethics. If and when asked by the Company, you will also be required to certify to the Company that you are in continued compliance with this Code. From time to time, you may also be asked to confirm that you are not personally aware of any violations of the Code by others. Your ongoing performance of services as a Covered Person shall constitute deemed confirmation that you are committed to living up to our Code and its expectations.

This Code is not the exclusive source of guidance and information regarding the conduct of our business. Each Covered Person should consult applicable policies and procedures of specific business areas, both referenced within this document, and otherwise applicable to the Company, as they apply. If you have any questions about applying the Code, or associated policies referenced herein, it is your responsibility to seek additional guidance.

HONEST AND ETHICAL CONDUCT

Each Covered Person owes a duty to the Company to act at all times ethically and with the highest degree of honesty and integrity. Competitive advantage or profit must not be sought through unlawful, dishonest or

unethical business practices. Each Covered Person must deal fairly and in good faith with the Company's Stakeholders at all times.

FINANCIAL RECORDS AND PERIODIC REPORTS

All Covered Persons who are responsible for the preparation of disclosure in all reports, documents and communications that the Company is required to file with applicable regulators, stock exchanges or other government agencies, must fully comply with all applicable disclosure requirements. Any other reports, documents and communications that the Company publicly issues must meet similar standards. To achieve this, the Company will maintain accurate and complete financial, accounting and documentary records, and the Covered Persons involved will maintain and provide full, complete and accurate data and documentation.

Each Covered Person will promptly bring to the attention of the Chair of the Company's Audit Committee any information which he or she may have concerning: (i) significant deficiencies in the design or operation of internal controls over financial reporting which could cause the Company's disclosure to not fully comply with all disclosure requirements or similar standards; (ii) misrepresentations or false statements in any public disclosure document; or (iii) any fraud or deliberate errors, whether or not material, that involve management or other employees who have a role in the Company's financial reporting, disclosures or internal controls over financial reporting.

CONFLICTS OF INTEREST

Each Covered Person must be scrupulous in always seeking to avoid any actual, potential or perceived conflict of interest. A conflict of interest occurs or may occur in any situation where a Covered Person has, or may have, a financial or other personal interest (other than solely as a director, officer or employee) different from, additional to or beyond solely the interests of the Company. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work for the Company objectively. Conflicts of interest expose our personal judgment and that of the Company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. Due to the variety of situations which could give rise to an actual, potential or perceived conflict of interest, every Covered Person should constantly consider whether any actual, potential or perceived conflict exists or may exist.

No gift, entertainment, favour or other personal benefit or opportunity should ever be offered, accepted or permitted by a Covered Person in a commercial context or by virtue of the Covered Person's position or office with the Company, unless it (i) is consistent with customary business practices, (ii) is not excessive in value, (iii) cannot be construed as a bribe or payoff, and (iv) does not violate any laws or regulations. In any event, and for greater certainty, the offer, acceptance or permitting of cash gifts by any Covered Person is prohibited.

Each Covered Person must immediately advise the Chair of the Company's Audit Committee in writing of any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, and will not take any action to proceed with that transaction or relationship unless and until that action has been approved by the Company's Audit Committee.

INSIDER TRADING AND BLACKOUTS

The Company has established practices and restrictions to govern the personal trading activities of Covered Persons. The intention of the restrictions is to ensure that employees do not act on non-public information regarding the Company for their direct or indirect personal benefit or otherwise conduct personal trading in a manner that would not be in the best interest of the Company.

Covered Persons are prohibited from trading or enabling others to engage in trading of securities, including those of the Company, while in possession of inside information or material non-public information. All inside or non-public information is considered confidential, and using it in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is not only

unethical, it is illegal. We must exercise the utmost care when handling material non-public information and abide by all Company issued blackout periods.

Employees are encouraged to seek guidance from the Chair of the Board if they feel they have come into possession of inside information or non-public information. For more information please refer the Company's ***Insider Trading, Reporting and Blackout Policy***.

POLITICAL AND CHARITABLE CONTRIBUTIONS

The Company may participate in various political or charitable endeavors, and our participation may take a variety of forms, including but not limited to cash contributions and donations of corporate resources, which may include the utilization of employee time. No Covered Person may commit the Company or corporate resources, without prior approval from the Company's Chief Executive Officer, in the case of persons other than the directors of the Company and the Chief Executive Officer, and the Chair of the Board in the case of directors of the Company and the Chief Executive Officer. While the Company respects the right of Covered Persons to be engaged in political or charitable endeavours of their own choosing, it is expected that Covered Persons will separate their personal community activities from their professional role and pursue such endeavours on personal time with personal resources and not do so as a representative of the Company.

PROTECTION AND PROPER USE OF CORPORATE ASSETS

Each Covered Person must act in a manner which protects the Company's assets and resources and ensures their responsible and efficient use. Theft, damage, carelessness and waste have a direct impact on our profitability. All assets and resources of the Company must be used for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company for any personal purpose.

The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes, without limitation, intellectual property, such as trade secrets, patents, trademarks and copyrights, business marketing and service plans, manufacturing or service ideas, designs, databases, records, remuneration information, and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of this Code. It may also be illegal and may result in civil or criminal penalties.

CONFIDENTIALITY OF CORPORATE INFORMATION

Each Covered Person must maintain the confidentiality of all non-public information relating to the Company, or provided by others to the Company, except when disclosure is properly authorized or legally required. Non-public information that is of no materiality and the disclosure of which would have no impact on the Company or anyone else need not be maintained in confidence, subject to applicable privacy laws. The obligation to preserve the confidentiality of non-public information continues even after employment ends. Each Covered Person is prohibited from using or attempting to use non-public information for his or her own, or anyone else's, personal use, gain or advantage.

All personal information collected in the course of business will be stored in a physically secure location and will be used only for the reasons for which the information was gathered, unless further use is allowed by law.

PROTECTION AND PROPER USE OF CORPORATE OPPORTUNITIES

Each Covered Person is prohibited from taking for themselves personally, or directing to anyone else, opportunities that are discovered or available by virtue of the Covered Person's position with the Company or through the use of the Company's property or information. No Covered Person will use the Company's property or information or the Covered Person's position with the Company for his or her own, or anyone else's, personal gain, or will compete directly or indirectly in any manner with the Company. Each Covered

Person owes a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

HUMAN RESOURCE PRACTICES

Expectations of Professional Conduct, Competencies and Due Care

The Company expects that all Covered Persons will conduct themselves professionally, with competence and due care in executing the accountabilities for which they are responsible. The Company's expectation of professional conduct includes, but is not limited to: attendance and punctuality; adherence to appearance standards; use of sick and personal days; etc.

Respect

The Company is committed to building and maintaining a respectful workplace and a culture where all individuals share this commitment. The principle of treating others with dignity and respect, and acting with regard to others, is fundamental to the Company's success. Every individual can expect to be treated respectfully in the workplace and have a workplace that is free from harassment. Every individual also has the responsibility to refrain from participating in behaviour that is, or could be perceived to be, disrespectful in nature. Furthermore, the Company expects all Covered Persons to maintain a level of personal conduct that will not reflect negatively on them or on the reputation and image of the Company. Individuals whose conduct compromises the integrity of the Company and/or violates the law may face disciplinary measures and the possibility of termination.

Privacy

The Company respects the confidentiality of the personal information of Covered Persons. This includes medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential information pertaining to Covered Persons from anyone outside the Company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that Covered Persons should have a diminished expectation of privacy with regard to normal course workplace communication, including with respect to the use of corporate email for personal reasons, or any personal property brought onto the Company's premises or used for Company business.

Any breaches or issues should be immediately reported to the Chair of the Board. For anonymous reporting please use a sealed envelope labeled "To be opened by the Chair of the Board only" and mail it to 7111 Syntex Drive, 3rd floor, Mississauga, Ontario, L5N 8C3.

Breaches or issues may also be reported to ethics@myndtec.com.

Diversity and Inclusion

Having a diverse workforce that is comprised of team members who bring a wide variety of skills, abilities, experiences and perspectives is essential to our success. The Company is committed to the principles of equal employment opportunity, inclusion and diversity.

All employment-related decisions are based on company needs, job requirements and individual qualifications. The Company does not tolerate discrimination against anyone on the basis of race, religion, national origin, gender, age, disability, medical status, family status, sexual orientation, gender identity, marital status, or any other factor considered prohibitive grounds under the Human Rights Code.

Anti-Discrimination and Harassment

Every Covered Person has a right to a work environment free from harassment. Harassment includes any verbal, visual or physical behavior that creates an intimidating, offensive, abusive or hostile work environment. For clarity this includes, but is not limited to, harassment of a sexual nature, or based on race, colour, religion, creed, sex, gender identity, sexual orientation, age, disability, national origin or ancestry, family and medical leave status.

Violence Prevention

Threats, acts of violence and physical intimidation are strictly prohibited. Possession of weapons on the job or on the Company's premises is prohibited, unless permitted by law. No talk of violence or joking about violence will be tolerated. As is the case with any violation of the Code, you have a responsibility to report any unsafe behaviour or condition in a timely fashion regardless of whether you are directly involved or a witness.

Workplace Safety

The Company strives to provide a safe and healthy workplace for all Covered Persons and visitors to its premises. Management is committed to maintaining appropriate standards in all areas of safety and health, including industrial hygiene, ergonomics and safety. To support this commitment, Covered Persons are responsible for observing all safety and health rules, practices and laws that apply to their jobs, and for taking precautions necessary to protect themselves, their co-workers and visitors. Covered Persons are also responsible for immediately reporting accidents, injuries, occupational illnesses and unsafe practices or conditions to their supervisor.

Compliance with Laws, Rules and Regulations

In conducting the Company's business or otherwise acting as a director, officer or employee of the Company, every Covered Person will comply with all applicable laws, rules and regulations in every jurisdiction in which the Company conducts business. Each Covered Person will acquire sufficient knowledge of the legal requirements relating to his or her duties so as to be able to carry out those duties in a legally permissible manner and to recognize when to seek advice on the applicable legal requirements from others with greater expertise.

Reporting Violations

Each Covered Person is obligated to promptly report any violation of this Code which is known to or reasonably suspected by that Covered Person, directly to the Chair of the Board. Inappropriate delay in reporting a known or reasonably suspected violation is itself a violation of this Code.

The Company takes violations of the Code seriously, and all reported matters will be investigated professionally, confidentially, thoroughly, and fairly to the extent permitted. Individuals involved in internal investigations are expected to cooperate, and will be treated with discretion, dignity and respect. The Company will make every reasonable effort to protect your identity.

The Company assures every Covered Person that it will not carry out or, to the fullest extent reasonably within its power, permit any retribution or retaliation of any kind for reports made in good faith regarding known or reasonably suspected violations of this Code. The ability of a Covered Person to make reports without fear of retribution or retaliation is vital to the successful implementation of this Code.

ACCOUNTABILITY AND COMPLIANCE

The Company's board of directors (the "**Board**") is responsible for monitoring compliance with this Code. Each Covered Person will be held accountable for adherence to this Code. Employees and officers who violate this

Code will be subject to disciplinary action, including potential termination of employment, depending on the particular circumstances. Any violation of this Code by a director will be handled as appropriate in the circumstances.

WAIVERS

A limited waiver of any provision of this Code may be granted in exceptional circumstances if it is determined by the Company's Board, based on information that it deems credible and persuasive, that such a waiver is appropriate under the specific circumstances. Each fact situation will be treated as a separate case, so that a decision in one case will have no bearing on another case. In most circumstances it is unlikely that a waiver will be granted. Any waiver granted (or implicit waiver) will be disclosed to the extent required by applicable law or the rules of any applicable stock exchange.

In the case where the waiver is to be granted to persons who are not members of the Board nor the Chief Executive Officer, the waiver may only be granted by the Chief Executive Officer. In the case where the waiver is to be granted to members of the Board or the Chief Executive Officer, the waiver may only be granted by the Chair of the Board.

AMENDMENTS

The Board's Audit Committee reviews and approves this Code at least annually and is ultimately responsible for monitoring compliance with the Code.

This Code of Conduct and Ethics was approved by the Board of the Company on July 26, 2021.