



BUSINESS CODE OF CONDUCT

Safety | Integrity | Excellence | Innovation

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Code of Business Conduct

Fidus Systems (“Fidus”), prides itself on being a good corporate citizen and maintaining a high standard of business ethics. Fidus also benefits materially from its reputation. Fidus’ relationships with suppliers and customers are stronger because they trust Fidus to conduct its business dealings honestly, fairly and in good faith. Fidus’ reputation, and the code of business conduct (“Code”) and ethics that guides its business practices, can thus be seen as a significant business asset – an asset Fidus has created through investing the time, effort and money it takes to operate ethically. It is a highly fragile asset, easily damaged and hard to repair once diminished.

The Code consists of six sections. Sections A, B, and C relate to Labour, Health and Safety, and Environmental standards. Section D relates to Business Ethics. Section E addresses Management Systems and Sustainability and Section F relates to Supplier Responsibility.

Definitions:

1. “Board” – means the Fidus Board of Directors.
2. “Code” – means the code of business conduct.
3. “Company” - means Fidus Systems, Inc. and its successors and assigns.
4. “Supplier” – means an organization that declares its support for the Supplier Code of Conduct and actively pursues conformance and its standards.

Thank you for taking the time to read and understand the Business Code of Conduct.



Alan Coady

PRESIDENT & CEO

A handwritten signature in black ink, appearing to read 'Alan Coady'.



Vicki Coughy

CFO & COO

A handwritten signature in black ink, appearing to read 'Vicki Coughy'.

A. LABOUR

Fidus respects the human rights of all workers and treats them with dignity and respect. All categories of workers are included such as temporary, migrant, student, contract, contractors, direct employees, and any other type of worker.

The labour standards include:

1. Freely Chosen Employment

Fidus provides to all employees written employment agreements that contain a description of the terms and conditions of employment. Any employees hired that are foreign workers receive an employment agreement prior to their departure from their home country. It is not permitted to have forced, bonded (including debt bondage) or indentured labour, involuntary, or exploitative prison labour, slavery, or trafficking of persons. This includes transporting, harbouring, recruiting, transferring, or receiving persons by means of threat, force, coercion, abduction or fraud for labour or services. Employees have the freedom of movement and there are no unreasonable restrictions on entering or exiting all company provided facilities. In accordance with their employment agreement, employees may terminate their employment without penalty, provided reasonable notice is provided. Any identity or immigration documents held by Fidus such as government-issued identification, passports, or work permits, obtained in relation to employment with Fidus are retained with the highest regard for confidentiality and the employee has the ability to access these documents upon request. Only when required by law, Fidus is permitted to hold these documents.

2. Child Labour and Young Workers

Fidus verifies the age of workers when they are hired. A child is defined as any person under the age of 16, or under the age for completing compulsory education, or under the minimum age for employment in the country where they are employed, whichever is greatest. For young workers under the age of 18, Fidus does not ask them to perform work that is likely to jeopardize their health and safety, including night shifts and overtime. We ensure the proper management of student workers by maintaining proper student records, conduct due diligence with educational partners, and protect students' rights as per applicable laws and regulations. Appropriate support and training for all student workers is provided to students we employ. We follow local laws for the wage rates provided for student workers, interns, and apprentices.

3. Working Hours

Fidus' typical work week consists of 40 hours and the hours of work may vary to meet the objectives of the employee's employment. As a full-time employee, the employee agrees to work on a full-time basis exclusively for Fidus and agrees that they shall not, while employed by Fidus, be employed, or engaged in any capacity, in promoting, undertaking, or carrying on any other business that competes with Fidus or interferes or could reasonably interfere with their duties for Fidus without Fidus' prior written permission. Working hours are not to exceed the maximum set by the local laws of the employee's location of employment.

4. Wages and Benefits

Fidus includes in our written employment agreements the terms of employment and the corresponding wages and benefits that are offered. The remuneration provided complies with all applicable laws, including those related to minimum wages, overtime hours and legally mandated benefits. Employees are provided with online bi-weekly pay statements that provides the details of the compensation for work performed for each pay period.

5. Workplace Violence, Harassment and Sexual Harassment

Fidus does not tolerate violence, harassment, sexual harassment, or unacceptable behaviour in the workplace perpetrated by or against employees, customers, or other third parties. Fidus has policies and procedures in place, in accordance with applicable laws and regulations, to help reduce the risk of violence, harassment, sexual harassment and unacceptable behaviour in the workplace. All employees are expected to adhere to these policies and procedures. Fidus' Harassment and sexual harassment policy applies to situations that may occur at/or away from the workplace, during or outside working hours, provided that such situations negatively effect the working relationships, job security or well-being of the employees concerned.

6. Non-Discrimination, Diversity, Equity, and Inclusion

Fidus is committed to a workplace free of discrimination based on citizenship, race, place of origin, ethnic origin, colour, ancestry, disability, age, creed, gender, gender identity, gender expression, pregnancy, family status, marital status, sexual orientation, and religion. We also are committed to ensuring an equitable, diverse, and inclusive workplace. Our hiring and employment practices such as wages, promotion, rewards, and access to training are equally available to all employees. Our employees are selected, employed, and supported on the basis of their qualifications and capabilities. As applicable, we provide reasonable accommodation for religious practices.

7. Freedom of Association

Fidus respects the rights of all employees to form and join unions of their own choosing, to bargain collectively, and to engage in peaceful assembly as well as respect the right of employees to refrain from such activities, as permissible by local laws and regulations. We support employees' right to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment.

8. Ethical Recruiting

Fidus is committed to maintaining a strong reputation, building meaningful relationships, and exercising hiring efficiency in our recruitment activities. We practice ethical recruitment through our recruitment process starting with assessing candidates without discrimination; moving the hiring process forward in a timely manner; communicating professionally with candidates; and updating applicants about their candidacy for role(s) under consideration through various communication methods as appropriate.

9. Employment Equity for Women, Indigenous Peoples, and Minorities

Fidus is committed to achieving equality in the workplace so that no person shall be denied employment opportunities or benefits for reasons unrelated to ability. In accordance with all applicable laws and regulations, Fidus strives to correct the conditions of disadvantage in employment experienced by women, Indigenous peoples, persons with disabilities and members of visible minorities.

B. HEALTH AND SAFETY

1. Occupational Safety

Fidus is responsible for, and interested in, the health and safety of its employees and workplaces and seeks to provide a safe and healthy work environment. Although workplace hazards are minimal, all staff must be able to recognize them and work together to reduce the risk of injury or occupational illness in the workplace.

The CEO and all employees will maintain healthy and safe practices for the best interest of everyone at the Company. We are committed to integrating health and safety in the workplace.

Management is responsible for ensuring all employees under their direction are aware of health and safety policies and receive training appropriate to their work environment.

All employees must do their part to keep themselves aware of hazards in their workplace and ensure that machinery and equipment are safe before use and wear personal protective equipment as required.

Employees must work in compliance with the Ontario Health and Safety Act, or applicable local laws and with all Company safe work policy statements.

a) Joint Health and Safety Committee (JHSC)

Fidus has a Joint Health and Safety Committee (JHSC) bringing the internal responsibility system into practice and ensuring compliance to maintain a healthy and safe workplace. Current JHSC members are posted at each Company location. Fidus commits to accepting recommendations by the JHSC and implementing them as appropriate.

b) Personal Protective Equipment & Safety Supplies

The labs are equipped with all the necessary safety equipment required for each workstation, as well as an emergency shower and eye wash.

Each location has first aid supplies at clearly marked locations. The date of upcoming fire drills for each office is communicated to all employees of each affected location. Evacuation route diagrams are posted in each office by an emergency exit door. Each office has someone trained in First Aid and CPR. Any hazards are marked with the appropriate warning signage.

c) Occupational Injury and Illness

Workers have the right to refuse to do a job if they believe that the work they are doing or have been asked to do may endanger themselves or other persons. Workers should report their concerns to their supervisor. If the supervisor cannot satisfactorily address a worker's concerns, the JHSC will investigate the complaint in the presence of the worker and employer.

d) Office Conditions

All of our offices have clean washroom facilities, sanitary food storage, preparation, and eating spaces, and potable water. Our offices feature adequate lighting as well as regularly tested emergency lighting. Our offices feature both heating and air conditioning operated by a thermostat programmed around working hours. Each workstation also has a lockable storage cabinet for the safekeeping of personal effects.

e) Workplace Ergonomics

Ergonomic disorders are the fastest-growing category of work-related illness. Many of these are caused by ergonomic work-related injuries like carpal tunnel syndrome alone, tendinitis, rotator cuff injuries, muscle strains, and low back injuries due to risk factors like high task repetition, forceful exertions, and repetitive awkward postures.

Fidus has designed workstations to help eliminate awkward postures, providing adjustable equipment that can be used by workers to allow more natural postures. Fidus encourages workers to arrange their workstations in a way that applies to the following principles:

1. Joints should be in a neutral position.
2. Keep work close to the body.
3. Alternate posture as well as movements.
4. Take breaks.
5. Maintain good body posture while sitting.
6. Use standing desks when able.

2. Emergency Preparedness

Fidus has emergency plans and procedures at each location with an assigned emergency responder who will lead others in emergency situations and evacuations. Our emergency equipment is tested and maintained regularly by certified professionals. Our company plans and procedures focus on minimizing harm to life, the environment, and property.

Our company resource guides contain procedures to follow in case of:

- Fire & Evacuation
- Elevator Emergencies
- Power Outage
- Weather Emergencies (earthquake, tornado/hurricane)
- Bomb Threats/suspicious packages
- Hostile intruder/active shooter
- Civil disturbance

C. ENVIRONMENT

Fidus recognizes that environmental protection and energy conservation are an important aspect of any sustainable business and is committed to minimizing any adverse impact on the community, environment, and resources, while maintaining health and safety of the public.

In support of this, Fidus will:

1. Seek to meet or exceed the requirement of all applicable legislation related to the environment.

2. Mitigate and adapt to climate change related risks.
3. Adopt a series of corporate principles for all employees that will include stewardship of the environment.
4. Correct, in a timely manner, any problem situations which could not be prevented.
5. Support cost-effective resource and waste initiatives.
6. Review and consider a supplier's environmental and energy policies when choosing suppliers.
7. Where possible, seek to choose contract manufacturers that are ISO14001 certified.
8. For managing the environmental impact of our main office space, we will follow the environmental activities as outlined by our HQ-landlord in Ottawa, including waste and recycling plans (recycle E-Waste, toner cartridges, & batteries, etc.)
9. Efficiently using energy, water, and other resources, protecting occupant health, and improving employee productivity, and reducing waste, pollution, and environmental degradation.
10. Choose sustainable, environmental packaging where possible and practical.
11. Use only earth friendly cleaning products.
12. Chemicals, waste, and other materials posing a hazard to humans, or the environment will be identified, labeled, and managed to ensure their safe handling, movement, storage, use, recycling or reuse, and disposal.
13. Ensure its employees are aware of our environmental commitments and understand their responsibilities.
14. Report any serious environmental issues to the relevant parties upon discovery.

While our business does not use excessive energy levels as would be found in industrial sites, manufacturing facilities, or processing plants, our office space does use energy, and Fidus will work to minimize our energy footprint by choosing more energy efficient office machines and turning off unnecessary equipment when it is not in use.

Having our main offices in Ontario Canada, approximately 35% of our energy is from renewable sources, and 92% is from non-emitting sources.

D. ETHICS

Fidus upholds the highest standard of ethics in all business activities in meeting our social responsibilities and in achieving success as an organization. We conduct our business interactions with high standards of integrity and Fidus employees, contractors, officers and directors must strive to the following:

1. Avoid real or perceived conflicts of interest whenever possible and disclose them to Fidus' management or the Board of Directors (the "Board") when they do exist.
2. Be responsible in making public, including on social media, claims or estimates concerning Fidus.
3. Ensure all business dealings are transparently performed and accurately reflected in Fidus' business books and records, and ensuring there is no falsification of records or misrepresentations. In accordance with applicable regulations and prevailing industry practices, disclosing information regarding Labour, health and safety, environmental practices, business activities, structure, financial situation, and performance while maintaining confidentiality and security of the information.
4. Have respect for and make proper use of Fidus' corporate assets and opportunities, which assets include proprietary information, technologies, customer information and employee information, as well as real and personal property, including maintaining, where applicable, the confidentiality of corporate information.

5. Ensure compliance with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared by anyone we conduct business with such as our suppliers, customers, and employees.
6. Reject bribery in all its forms and any other means of undue or improper advantage, including promising, offering, authorizing, giving, or accepting any material gift, either directly or indirectly through a third party, that might be considered to influence business relationships.
7. Not engage in corruption, money laundering, extortion, or embezzlement, and comply with all applicable laws and regulations.
8. Respect intellectual property rights by ensuring the transfer of technology and know-how is conducted in a manner that protects intellectual property rights, and safeguards customer and supplier information.
9. Uphold the standards of fair business, advertising, and competition.
10. Maintain and improve competence, both technical and non-technical, and to undertake tasks for others only if qualified by training or experience or after full disclosure of pertinent limitations.
11. Fairly deal with Fidus' shareholders, customers, suppliers, competitors, contractors, and employees and only use fair practices to win or conduct business; for instance, acquiring a competitor's confidential information through improper means is not permitted.
12. Treat fairly and respectfully all persons regardless of such factors as citizenship, race, place of origin, ethnic origin, colour, ancestry, disability, age, creed, gender, gender identity, gender expression, pregnancy, family status, marital status, sexual orientation, and religion.
13. Maintain your commitment to the Fidus non-disclosure and confidentiality agreements, maintain the legitimate proprietary rights of others, and follow company cyber-security protocols.
14. Avoid injuring others, their property, reputation, or employment by false or malicious action.
15. Provide quality goods and services to our customers and employees, including the removal of any counterfeit parts when discovered.
16. Abide by applicable export controls and economic sanctions.
17. Comply with all applicable laws, rules, and regulations, including health and safety regulations.
18. Monitor adherence to this Code, including the reporting of any illegal or unethical behavior, and to suggest changes as appropriate. Reporting can be done with confidence, anonymously, and whistleblowers are protected without retaliation, unless prohibited by law.

E. MANAGEMENT SYSTEMS

Fidus takes pride in our commitment to our organizational values and to the Code itself, and to live true to each other, our customers, our shareholders, and to all who have a stake in Fidus' success. While no Code provides rules that cover every situation or challenge, the Code serves as a guide to empower us to take action and make the right decisions, even when they are challenging. To help ensure we protect all that we believe in and the values we stand for, Fidus has a management system in place that describes the way we organize our structures and processes in order to act systematically and smoothly in executing our business or achieving planned corporate results. Fidus' leadership team takes responsibility for establishing, communicating, and implementing our management system and associated programs, which also includes annual reviews to ensure continual improvement and compliance.

Fidus' management system is comprised of:

1. Compliance and Conformance

Fidus is diligent about following the laws and regulations that relate to our business. Our company policies and procedures support and clarify the laws and regulations as they apply to our business to facilitate our compliance. When appropriate we strive to go above and beyond the standard legal requirements, which builds on our competitive advantage. We educate our employees, customers, shareholders, and all other stakeholders on the laws and regulations as they apply using various mediums such as e-training, written documents, self-review, live training, and online publicly accessible resources. When we engage with our customers, we conduct thorough internal and legal reviews of all Master Service Agreements (MSAs).

Fidus' Corporate Social Responsibility (CSR) program is focused on our support and recognition through donations to local charities as valued by our employees along with the sponsorship of appropriate charity events. In addition, Fidus contributes to environmental protection and energy consumption for business sustainability and to show our commitment to minimizing any adverse impact on the community, environment, and resources, while maintaining the health and safety of the communities in which we operate. We have a designated Corporate Social Responsibility representative that is a qualified member of our leadership team.

Fidus creates and maintains appropriate documents to support our regulatory compliance and conformity to all company requirements and exercises the appropriate confidentiality to protect privacy. We strive to ensure all employees understand and comply with the Code and our policies and procedures by conducting annual reviews and providing initial and refresher education as appropriate and as legally required. Fidus provides our employees with the opportunity to provide feedback or to voice a grievance when there is a perceived or real concern regarding the violation of the practices and conditions as covered in this Code and to facilitate and foster continuous improvement initiatives. Through various internal or externally required mediums we provide our employees with a safe environment to communicate a grievance or to provide feedback without fear of reprisal or retaliation.

2. Sustainability and Risk Assessments

Fidus conducts regular risk assessment and risk management activities involving all appropriate internal stakeholders to ensure we identify and maintain our risks in legal compliance, environmental, health and safety, Labour practices, and ethics. Key Fidus leadership stakeholders determine the relative significance for each risk and the implementation of appropriate procedural and physical controls to control the identified risks and ensure regulatory compliance. Performance objectives, targets and implementation plans are written to allow us to periodically conduct audits with the goal to continually improve our social, environmental, and health and safety performance, which includes a periodic assessment of our performance in achieving these objectives. When required, we develop and implement timely processes for corrective actions as deficiencies are identified by internal or external assessments, inspections, investigations, and reviews.

F. SUPPLIER RESPONSIBILITY

All organizations that may design, market, manufacture, or provide goods and services to Fidus for use in our business dealings and deliverables are expected to abide by Fidus' Supplier Code of Conduct ("Supplier Code"). These organizations may voluntarily adopt and subsequently apply this Supplier Code to its supply chain and subcontractors, including providers of contract Labour.

An organization that declares its support for the Supplier Code and actively pursues conformance and its standards, shall be deemed to have adopted the Supplier Code and will be an approved supplier ("Supplier"). The Supplier Code shall be considered to be a total supply chain initiative by our suppliers and at minimum our suppliers are to require their next tier suppliers to acknowledge and implement the code.

The business activities of our suppliers must operate in full compliance with the laws, rules, and regulations of the countries in which they operate. The advancement of social and environmental responsibility and business ethics beyond what is legally required for compliance, while following internationally recognized standards, is encouraged with our suppliers. Compliance with the Supplier Code shall never violate local laws and if local laws differ, conformance is expected by meeting the strictest requirements.