



Corporate Policy 1.0 - Vendor and Supplier Code of Conduct

INTRODUCTION

J-Squared Technologies Inc. ("JST") continuously strives to deal with suppliers who are leaders in their industries and are willing to demonstrate a strong commitment to sustainable development by adopting health & safety, labour, environmental, and ethical principles that ensure the well-being of their employees.

Consistent with the application of JST's sustainability principles, the *Supplier and Vendor Code of Conduct* outlines the company's expectations regarding the sustainability practices of its suppliers. By adopting this *Supplier and Vendor Code of Conduct*, JST aims at promoting sustainable development and minimizing legal, financial, and reputation risks.

The JST *Supplier Code of Conduct* outlines standards to ensure that working conditions in the supply chain are safe, that workers are treated with respect and dignity, and that design and manufacturing processes are environmentally and ethically responsible. JST is committed to sourcing responsibly and considers all activities in its supply chain that fuel conflicts and lead to human rights abuses as unacceptable.

In all their activities, suppliers and vendors must conduct business in full compliance with the laws, rules, and regulations of the countries in which they operate in and with the laws, rules, and regulations of any other jurisdiction that is applicable to them. Suppliers and Vendors are encouraged to go beyond legal compliance, drawing upon internationally recognized standards as indicated in each subsection of this code, in order to advance social and environmental responsibilities. When the country's laws and international standards address the same issues, we expect that the highest standards be applied.

Suppliers and Vendors are expected to take all reasonable measures to ensure the respect of this *Code* across their entire business and within their own supply chains.

The *Code* is comprised of seven sections. Section A outlines the management system components. Sections B, C, D, E and F outline JST's expectations for Labour, Ethics, Health & Safety, the Environment, and Responsible Sourcing of Minerals, respectively; and Section G provides additional information about supplier assessment and monitoring.

A- MANAGEMENT SYSTEM

Suppliers and Vendors will take all reasonable measures to monitor compliance with this *Code* and to promptly correct any non-compliance.

Where appropriate, Suppliers and Vendors should establish a management system whose scope is in line with the principles of this *Code* and in accordance with international standards such as ISO 14001, ILO-OSH2001 and SA8000. The management system should be designed to ensure (a) compliance with applicable laws, regulations, and customer requirements related to the supplier or vendor's operations and products; (b) conformance with this *Code*; and (c) identification and mitigation of operational risks related to this *Code*. It should also be focused on continuous improvement.

The management system may contain elements such as: company commitment and policy towards corporate social and environmental responsibilities; identification of the management accountability and responsibility; performance objectives with implementation plan and measures; training programs; compliance assessment; documentation and records; etc.

B- LABOUR AND HUMAN RIGHTS

Suppliers and Vendors are expected to uphold the human rights¹ of workers, and to treat them with dignity and respect in compliance with internationally accepted standards as defined in the International Labour Organization (ILO) conventions and regional or national legislation governing working conditions.

¹ Universal Declaration of Human Rights *General Assembly resolution 217 A (III) of 10 December 1948*

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Freely Chosen Employment²

Workers shall not be required to lodge 'deposits' or identity papers with the company. All work should be voluntary, and workers should be free to leave after reasonable notice.

Child Labour Avoidance³

There shall be no use of child labour in production or anywhere else in the business. The term "child" refers to any person employed under the age of 15 (or 14 where the laws of the country permit), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of workplace apprenticeship programs, which comply with all laws and regulations, is encouraged. Workers under the age of 18 shall not be employed at night or in hazardous conditions.

Working Hours, Wages, and Benefits

Suppliers and Vendors will manage operations in ways that overtime does not exceed levels that create inhumane working conditions. Where there are no applicable laws, Suppliers and Vendors will not require, on a regularly scheduled basis, work in excess of six consecutive days without a rest day.

Suppliers and Vendors must comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Where no wage law exists, workers must be paid at least the minimum local industry standard.

Non-Discrimination⁴

Suppliers and Vendors shall be committed to provide a workplace free of harassment and unlawful discrimination. Suppliers and Vendors shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership, or civil status in hiring and employment practices such as promotions, rewards, and access to training.

Freedom of Association and Collective Bargaining⁵

Suppliers and Vendors shall respect the rights of workers to freely join labour unions, seek representation, and join workers' councils in accordance with local laws, and to bargain collectively.

C- ETHICS

Business Integrity

Suppliers and Vendors shall maintain the highest standards of corporate ethics and integrity and shall comply with all applicable federal, provincial, state, and local laws, regulations, and procedures. Any form of corruption, extortion, embezzlement, or falsifications is prohibited.

Anti-Bribery and Anti-Corruption

Suppliers and Vendors must not engage directly or indirectly in any activities that would put JST at risk of violating anti-bribery and anti-corruption laws.

No Improper Advantage

Suppliers and Vendors shall not offer or solicit any gifts, gratuities, entertainment, payments of cash or loans, or any other kind of undue favour or use other inappropriate means of influence to gain competitive advantage.

Intellectual Property

Suppliers and Vendors shall respect intellectual property rights and comply with all applicable legislation pertaining to intellectual property rights.

Fair Business, Advertising, and Competition

Suppliers and Vendors shall comply with all applicable legislation relating to fair business practices, anti-trust standards, and lawful advertising.

² In accordance with ILO conventions 29 and 105 (Forced labor).

³ In accordance with ILO Convention 138 & Recommendation 146 (Minimum Age).

⁴ In accordance with ILO conventions 100 and 111 and recommendations 90 and 111 (Equal remuneration and Discrimination).

⁵ In accordance with ILO conventions 87 and 98 (Freedom of Association and Right to Organize and Collective Bargaining).

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Taxation

Suppliers and Vendors must comply fully with all their obligations in relation to all taxes due within the jurisdictions in which they operate. Suppliers and Vendors must not participate in tax evasion or facilitate tax evasion by others. Specifically, we expect our Suppliers to have contracts, policies, systems, and /or procedures in place to ensure that all who act for them or on their behalf also comply with such obligations.

Privacy

Unless disclosure is authorized or legally mandated (for example by court order), Suppliers and Vendors should protect the confidentiality of employee and customer information in compliance with applicable privacy legislation, irrespective of whether the information and data was provided by the employee or customer, or was created by the Supplier or Vendor. Suppliers and Vendors should consider all non-public information to be confidential.

Non-Public Information and Information Barriers

In their dealings with JST, if Suppliers and Vendors become aware of non-public information about JST or our customers and business partners, we expect Suppliers and Vendors to have in place policies and procedures for the proper handling and use of that information (such as information barriers). These policies and procedures must meet applicable legal and regulatory requirements to prevent inappropriate access or disclosure of non-public information.

Community Engagement

Suppliers and Vendors are invited to engage in the community to help foster social and economic development.

D- HEALTH and SAFETY

Legislation

Suppliers and Vendors are expected to comply with the international, regional, and national health and safety standards applicable to the Suppliers and Vendors' business activities.

Suppliers and Vendors must comply with all applicable health and safety legislation and all applicable regulations and perform all services in a diligent manner in respect of health and safety matters.

Suppliers and Vendors must ensure that their employees and any person present on or near the workplace are protected against potential occupational health and safety hazards resulting from the Suppliers and Vendors' business activities. Where appropriate, the Suppliers and Vendors shall ensure that their employees are provided with adequate personal protective equipment, with adequate training on the safe use of tools and equipment, and shall supervise employees' adherence to safe working practices.

Suppliers and Vendors shall ensure that all products supplied to JST or used on JST premises comply with all applicable workplace hazardous materials information standards (i.e.: WHMIS in Canada). Material Safety Data Sheets must be available in English and French for all controlled products supplied to JST or used on JST premises.

Policies and Practices

We expect our suppliers to provide their employees with a healthy and safe working environment and where appropriate to implement and train their employees on policies, programs, and procedures to address when required, in particular but not limited to, the following matters:

- Exposure to Hazardous Substances
- Accident Prevention
- Confined Space Entry
- Aerial Work
- Ergonomics
- Resiliency and Emergency Procedures

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E- ENVIRONMENT

Legislation

Suppliers and Vendors must comply with all applicable statutes, regulations, guidelines, codes of practices, orders from, and agreements entered into with government authorities relating to the protection and conservation of the environment, including the use, handling, storage, transportation, and disposal of regulated hazardous substances.

Suppliers and Vendors must obtain, maintain, and report on all environmental permits, approvals, licences, and registration as required under environmental legislation.

Policies and Practices

We expect our suppliers to have knowledge of the environmental impacts associated with their business activities and where appropriate to implement policies, programs, and employee training to address, in particular but not limited to, the following matters:

- Hazardous Products Management
- Accidental Spills and Releases
- Air Emissions and Wastewater Control
- Waste Management and Waste Recycling

F- RESPONSIBLE SOURCING OF MINERALS

Suppliers and Vendors of tangible products that contain “Conflict Minerals” (as defined below) shall be committed to demonstrate that they have in place the appropriate due diligence controls over Conflict Minerals in their supply chain to ensure that their products are “DRC Conflict Free” (as defined below).

As used in this Section F, the following capitalized terms have the following meanings:

“Conflict Minerals Rule” means the rules and regulations of the U.S. Securities and Exchange Commission promulgated under Section 13(p) of the Securities Exchange Act of 1934, as amended.

“Conflict Minerals” means (A) columbite-tantalite (coltan), cassiterite, gold, wolframite, or their derivatives, which are limited to tantalum, tin and tungsten, or (B) any other mineral or its derivatives determined by the U.S. Secretary of State to be financing conflict in the Covered Countries.

“Covered Countries” means the Democratic Republic of the Congo and adjoining countries defined under the Conflict Minerals Rule as the countries that share an internationally recognized border with the Democratic Republic of the Congo (an “Adjoining Country”).

“DRC Conflict Free” means that a product does not contain Conflict Minerals necessary to the functionality or production of that product that directly or indirectly finance or benefit armed groups, (as defined under the Conflict Minerals Rule), in any of the Covered Countries. Conflict Minerals obtained from recycled or scrap sources are considered to be DRC Conflict Free.

G- SUPPLIER ASSESSMENT AND MONITORING

JST reserves the right to assess and monitor on an ongoing basis Supplier and Vendor practices regarding this *Code*. The Supplier or Vendor may be requested by JST to complete a self assessment questionnaire.

JST or a third party designated by JST may conduct onsite audits of selected supplier facilities which provide products or services to JST. Onsite audits may include a review of relevant supplier records, policies, and work practices as well as inspection of the facilities for compliance with this *Code*.

In case of observed noncompliance with this *Code*, Supplier will take all reasonable measures to meet the standards exposed in this *Code* in a diligent manner.

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REFERENCES

The following documents were consulted in preparing this *Code* and may be a useful source of additional information.

International Instruments

[Universal Declaration of Human Rights](#) [ILO International Labor Standards](#)

[Guidelines on occupational safety and health management systems: ILO-OSH 2001](#) [United Nations Convention Against Corruption](#)

International Best Practices and Voluntary Standards

[Eco Management & Audit System](#)

[EICC \(Electronic Industry Code of Conduct\) Ethical Trading Initiative](#)

[ISO 14001](#)

[OECD Guidelines for Multinational Enterprises](#) [SAI \(SA8000\)](#)

[United Nations Global Compact](#)

[Conflict Minerals Reporting Template \(EICC / GeSI\)](#)

CONTACTS

For questions or concerns regarding this *Code*, or to report any known or suspected violations of this *Code*, please contact: legal@jsquared.com

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