

# CODE OF ETHICS

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
# Authorization

## CODE OF ETHICS

REV.: B

### Revision History

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REV	PAGE	SUMMARY OF CHANGES	PREPARED	REVISED	APPROVED	REV
NC	All	Création initiale				
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## 1 | OBJECTIVE

M1 Composites Technology Inc., strives to adhere to the highest standards of integrity, professionalism, honesty and ethics in the conduct of its business. M1 Composites Technology Inc., has a policy of conducting its business in accordance with applicable laws, statutes, rules and regulations and expects employees' action on its behalf to do likewise.

In addition, business dealings among Employees and by Employees with customers, suppliers, government, regulatory authorities and communities must be based on the principle of honesty, integrity and ethical standards outlined in the Code of Ethics.

As an employee of M1 Composites, you must comply with the Code and the policies attached to it and understand how it applies to you, your job and outside. This Code is in addition to and does not detract from any other agreements, manuals, guidelines and policies that may also be applicable to Employees and which may deal with items also dealt with by the Code. The Code is not meant to be a complete listing of business conduct and ethics covering all possible situations. That's why you must act with caution and judgement at all times.

Consequently, should an Employee be confronted with a situation where further guidance is required; the matter should be discussed with their immediate supervisor, human resources or senior management.

## 2 | TO WHOM THE CODE APPLIES

This Code of Ethics (Referred to herein as the "Code") applies to all M1 Composites employees. The principles outlined in this document are intended to:

- Establish a minimum global standard of conduct by which all Employees are expected to abide;
- Protect the business interest of M1 Composites, its Employees and customers;
- Maintain M1 Composites' reputation for integrity;
- Ensure that M1 Composites, through its Employees, complies with the applicable legal and regulatory obligations.

## 3 | YOUR RESPONSIBILITIES

It is your responsibility:

- To read, understand and respect the Code of Ethics;
- To confirm that you have read the Code of Ethics and that you adhere to it by issuing your signature;
- To consult with your supervisor and/or human resources if you are unsure about a particular situation;
- To promptly and in good faith report any actual or alleged breaches of the Code of Ethics;
- To act with integrity at all times and;
- To disclose any criminal offence that could affect your position or the reputation of M1 Composites.

The principles in the Code are the individual and collective responsibility of all employees. The principles in the Code are extremely important because they establish a minimum standard of conduct

for all employees at all levels and ensure a consistent and high standard of ethical conduct no matter where a customer, supplier or other person or entity may have contact with M1 Composites. Employees are responsible for managing risk and preventing losses.

## 4 | BUILDING A HEALTHY AND SUSTAINABLE ENVIRONMENT

### 4.1. Dignity, integrity and respect

Dignity, integrity and respect are essential to a harmonious work environment. We aspire to maintain a work environment that:

- Recognizes the value of everyone and promotes diversity;
- Allows you to work safely without fear of discrimination or harassment;
- Respects the dignity and privacy of everyone.

### 4.2. Harassment

M1 Composites is committed to promoting a workplace free from harassment or intimidation. M1 Composites affirms its commitment to fostering a healthy and respectful work environment and to protecting the dignity, physical and psychological integrity of its staff.

**Harassment** is defined as any unwanted behaviour in an explicit or implicit, inappropriate, hurtful and insulting manner towards a person in the workplace, and which the perpetrator knew or should have reasonably known that such conduct could offend or cause harm.

It also includes any act, speech, or exhibition that diminishes, demeans, humiliates or embarrasses a person, and any act of intimidation, threat or discrimination.

It also includes harassment within the meaning of the **Canadian Human Rights Law** (i.e., based on *race, colour, sex, pregnancy, sexual orientation, marital status, age, religion, political beliefs, language, ethnic or national origin, social condition and disability*), one of grounds on which discrimination is legally prohibited.

Harassment is defined as a series of incidents but can be a single serious incident when it has a lasting impact on the individual.

**Psychological harassment** is defined as vexatious conduct, manifested either by repeated behaviours, words, acts or actions, which are hostile or unwanted, which undermines the dignity or psychological or physical integrity of the employee and which results in a harmful work environment for the employee. Psychological harassment includes abuse of power/authority, sexual harassment in the workplace and discriminatory harassment based on any of the grounds listed above.

Anyone who is a victim or witness of harassment or intimidation has the freedom to speak out without fear of reprisal. Corrective action will be chosen based on the seriousness of the prohibited behaviour and other relevant circumstances, including the offending employee's file.

Harassment in the workplace is prohibited; M1 Composites does not intend to be tolerant of this and management reserves the right to intervene at any time, whether there is a complaint or not, where there are reasonable grounds to believe that there has been a discrepancy in conduct of any kind. Any breach of ethics or conduct is subject to disciplinary action. Disrespect for co-workers and abusive and

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disrespectful language is prohibited. Immediate termination will ensue in the occurrence of threatening, verbal or physical abuse of an employer representative and/or vandalism on the employer's property.

We believe that you have the right to work in an environment free from violence and verbal or physical harassment from a superior or an employee. We also adopt a **zero-tolerance policy** in this regard, as harassment is an attack on the dignity of every human being. M1 Composites will take the necessary measures to prevent and resolve any harassment situation.

### 4.3. Responsible sourcing

Our suppliers must provide M1 Composites with products made from materials, including constituent minerals, that are sourced responsibly and verified as 'conflict free' in accordance with the OECD guidelines.

M1 Composites suppliers must provide supporting data on their supply chain of minerals when requested. If the material 'chain of custody' supplied is "indeterminable" or otherwise unknown, the supplier must commit to either attaining the appropriate certifications, or to the phase out of that material.

Suppliers must listen carefully to requests or concerns from the community and address them appropriately. You are encouraged to seek similar opportunities in your local communities.

### 4.4. Human rights

M1 Composites believes that all employment should be freely chose. We refrain from using any form of involuntary labour including forced, prison or debt-bonded labour and do not employ any individuals under the age of 18 years old.

## 5 | PROTECTION OF COMPANY ASSETS

### 5.1. Use of company assets

All employees must use M1 Composites assets appropriately, responsibly and ethically. All employees have a responsibility to protect M1 Composites' assets against loss, theft, abuse and unauthorized use or disposal. M1 Composites' assets include all property whether tangible, intangible or electronic in form, which includes the Company's products, equipment, computers, software and telephone systems. Employees should report any suspected incident of fraud or theft to their immediate supervisor or human resources.

M1 Composites' assets must only be used for legitimate business purposes.

It is forbidden to own/transport assets belonging to the company outside the employer's property without written authorization. All company equipment should be used only for work. Even if you believe that certain materials or equipment are intended for waste, you must obtain authorization from your supervisor before taking possession of them for personal use, subject to sanction.

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## 5.2. Use of computer systems and internet

All equipment and tools provided to employees for business purposes remains the property of the company. These tools and equipment are provided to the employees to enable them to perform their work functions as part of their roles and responsibilities within the company. All employees have to respect these rules when using computer systems and internet.

- Internet and email are provided to employees, whom are expected to use them professionally;
- It is strictly forbidden to use M1 Composites social media for personal use or to promote a personal initiative of an employee or an individual related to an employee of M1 Composites;
- Origin of the emails should always be checked. Emails from unknown origins should not be opened and should be transferred to the IT department.

The following applies to M1 Composites information or systems in addition to any third-party, such as Air Canada, Boeing, Airbus, etc., information or systems to which M1 has access to.

- Employees must only use permitted access methods provided by M1 Composites;
- Employees must not share employee specific usernames and passwords for any system;
- Employees must use strong passwords;
- Employees must not attempt to circumvent, modify or disable any network and/or system security mechanisms for which they have access.
- Employees must protect from loss, destruction, falsification, corruption, unauthorized access and unauthorized release all relevant information that it accesses, operates or processes;
- All information must be considered at least confidential;
- Employees must not store any information on personal devices;
- Access to information shall only be done through M1 Composites equipment unless prior written approval has been obtained by management;
- Employees must promptly notify management of any breach to any of the above requirements.

## 5.3. Protection of employee personal information

M1 Composites' policy is to protect personal information about its employees and to collect the information only for the conduct of its business activities. If requested, employees have access to their personal information collected by M1 Composites. Any document or file containing personal information about employees collected and retained for professional purposes such as compensation, benefits, is confidential.

It is permissible to disclose personal information about an employee without the employee's consent only to the person who need it for professional purposes or to those whose duties require it, as well as to third parties only when required by law.

In addition to the necessary security measures in the circumstances (*information is locked in filing cabinets or drawers*), public discussion of personal information should be refrained.

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## 5.4. Confidential Information

Employees must preserve and protect the confidentiality of information entrusted to them by the company, stakeholders and third parties, except when disclosing information is approved or legally mandated.

Confidential information encompasses proprietary information which is not in the public domain that could be of use to investors or competitors, or that could harm the company, its employees, its customers or suppliers if disclosed.

Employees must be aware that the responsibility to protect confidential information continues outside the workplace. Employees should not discuss confidential information in public places, such as, but not limited to; elevators, public transportation or restaurants.

Employees must not use or disclose to the company any proprietary information or trade secrets of any former employer or other person or entity with whom obligations of confidentiality exist.

Any solicitation and/or distribution of products or services not related to the business of the company is prohibited on the property of M1 Composites. Any information from a customer must remain confidential.

Violation of confidentiality is a significant breach of our regulations and may result in disciplinary action that could lead to termination. It is forbidden to falsify records, documents, punch cards as well as production and/or quality reports.

## 5.5. Integrity of records and accounting practices

M1 Composites takes very seriously the accuracy of its financial records and statements. All company records are prepared with care, honesty and in compliance with M1 Composites accounting and control procedures, record keeping policy and with Canadian generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

All employees involved in preparing or providing information for inclusion in any reports or documents which M1 Composites is required to file with any governmental or regulatory agency or any public communications are responsible for ensuring that (i) information provided is complete, accurate and current, and (ii) reports and documents are prepared in conformity with all regulatory requirements and filed in a timely manner.

If an employee becomes aware of a materially inaccurate or misleading statement in a public communication, the employee must report it immediately to the President of M1 Composites.

Making false or misleading statements to external auditors can be a criminal act that can result in severe penalties. No employee may directly or indirectly take any action to fraudulently influence, coerce, manipulate or mislead M1 Composites independent auditors for the purpose of rendering M1 Composites financial statements misleading.

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## 6 | CONFLICTS OF INTERESTS

### 6.1. Conflicts of interests

M1 Composites requires that each employee disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your immediate supervisor or human resources who will work with you to determine where you have a conflict of interest and, if so, how best to address it.

A **conflict of interest** occurs when an employee's personal interests interfere, or appear to interfere, in any way with the interests of the company. Business decisions and actions must be made in the best interests of the company and should not be influenced by personal considerations or relationships.

A conflict situation can arise when an employee of M1 Composites takes actions or has interests that may make it difficult to perform their work objectively and effectively. Conflicts of interests may also arise when an employee, or members of their family, receives improper gifts, entertainment or personal benefits as a result of the position in the company.

It is almost always a conflict of interest for an employee to be a director and obtain loans or guarantees of personal obligations from, work simultaneously for, provide services to or have a personal or family financial interest (ownership or otherwise) in a competitor, customer or supplier.

Employees are not permitted to work for a consultant. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.

The best policy is for employees to avoid any direct or indirect business connection with M1 Composites' customers, suppliers or competitors, except on behalf of M1 Composites.

Employees must take care to ensure that they identify and avoid any situation of actual or apparent conflict of interest, whether the situation involves the employee directly or a member of the employee's immediate family. Conflicting relationships or conflicts of interest should be reported immediately to your supervisor or a member of management.

Consult your immediate supervisor or human resources if you have any questions about what constitutes a potential conflict of interest.

### 6.2. Gifts

Giving gifts and entertainment to customers, suppliers and other business associates is also prohibited by M1 Composites when the gifts or entertainment are of greater than nominal value or are intended to bribe or influence the recipient or when the law prohibits them. One item on its own may be insignificant but a series from the same person or company may be significant and therefore, improper.

An employee cannot give or receive gifts or benefits when he is aware that this is contrary to the policy mentioned in this Code.

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### **6.3. Retaliation**

Retaliation in any form against an individual who, in good faith, seeks help or reports known or suspect violations of the Code or the law, even if the report is mistaken, or who in the investigation of a reported violation is itself a serious violation of the Code.

Act of retaliation should be reported immediately and will be disciplined appropriately, including potential termination of employment.

M1 Composites does not tolerate retaliation in any form against employees who honestly and accurately report a concern. At the same time, it is serious and unacceptable to make false allegations.

### **6.4. Competition**

M1 Composites seeks to outperform its competition fairly and honestly and to obtain competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, processing trade secret information that was wrongfully obtained, or inducing such disclosures by past or present employees of other companies, is prohibited. Each employee should respect the rights of and deal fairly with M1 Composites customers, suppliers, competitors and other employees. No employee should take improper advantage of anyone through manipulation, concealment, abuse of proprietary information, misrepresentation of material facts, or any other intentional improper-dealing practice.

Employees owe a duty to M1 Composites to advance its legitimate interests when the opportunity to do so arises. Employees are prohibited from taking for themselves personal opportunities that properly belong to M1 Composites or that are discovered through the use of M1 Composites property, information or position. Employees must not use corporate property, information or position for personal gain or to compete with M1 Composites.

### **6.5. Laws, statutes and regulations**

Violation of the law can affect M1 Composites' reputation and ability to carry on business. Each employee is responsible for knowing and understanding the laws, rules and regulations applicable to the performance of their duties and complying with both the letter and spirit of these laws, rules and regulations including tax evasion. Ignorance of the law is not a valid defense if the law has been contravened. Employees must not knowingly or actively assist in the activity that is criminal in the jurisdictions in which M1 Composites conducts its business. Employees who encounter situations where the requirements of the Code appear to conflict with local requirements must advise their immediate supervisor or human resources.

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## 7 | COMPLIANCE WITH THE CODE OF ETHICS

### 7.1. Knowledge Code of Ethics

All employees are required to read the Code of Ethics, every year and confirm that they have read it. If there is any doubt about the interpretation of the Code, the employee must ask the necessary questions to their immediate supervisor or human resources.

### 7.2. Application and adaptation of the Code

This Code is of general application and is complemented by policies whose references are incorporated into the Code. M1 Composites ensures a diligent and consistent application of the Code and of its policies.

- Each of us is responsible for the application of this Code;
- The Code must be respected at all times and its application is carried out beyond normal working hours;
- In the event of a conflict between the Code and the applicable law or regulations, its last rules must prevail.

Any waiver of this Code may be made only by the President and will be promptly disclosed as required by law or regulation. The President has the exclusive responsibility for the final interpretation of this Code. This Code may be revised, changed or amended at any time by the President.

### 7.3. Derogation of the Code of Ethics

Employees have a duty to report situations of non-compliance with respect to this Code of which they become aware including any violations of the laws, rules, regulations or policies that apply to the Company, to their immediate supervisor or human resources by telephone, mail or email. Aside from instances of non-compliance, employees may also report concerns relating to business conduct and ethics in the same manner. All reports of known or suspected violations of the law or of this Code will be handled sensitively and with discretion.

### 7.4. Sanctions

An employee who fails to comply with this Code will be subject to disciplinary action that is appropriate to the seriousness of the situation and may lead to termination without additional warning. An employee accused of violating this Code will be given an opportunity to present their version of the events prior to any determination of appropriate discipline.

Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. M1 Composites may also face substantial fines and penalties and may incur damage to its reputation and standing in the industry. Nothing in this Code prohibits or restricts the Company from taking any disciplinary action on any matter pertaining to employee conduct, whether or not they are expressly discussed in this Code.

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If your conduct as a representative of the M1 Composites does not comply with the law or with this Code, it can result in serious consequences for both you and the Company.

Failure to read the Code does not release any employee from their responsibility to comply with the Code, applicable laws, rules, regulations and all of M1 Composites' policies and guidelines.

M1 Composites aims to establish an environment where employee reporting is expected and well received and employees are comfortable reporting a concern or violation without fear of intimidation.

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