



Microart Code Of Conduct

INTRODUCTION

A company is only as strong as the image and integrity that it demonstrates in its daily activities and actions. Every employee, in every position and capacity, is a representative of Microart Services, Inc. ("MSI"). When dealing with the public, clients, volunteer subjects and fellow MSI employees, every employee should commit to conducting themselves with the highest level of integrity. This means that all employees are to perform their duties in a manner that is ethical and honest, ensuring their actions are in compliance with all legal, privacy and regulatory requirements.

The Standards of Business Conduct set out the expectations to be met by all MSI employees, managers, and contract/temporary workers. Therefore, everyone must read and understand, uphold and incorporate the principles, policies and guidelines set out in this document into their daily business activities.

MSI is committed to reviewing these Standards on an annual basis to ensure they reflect the nature of our business and industry, while upholding our commitment to maintain the highest standards of honesty, integrity, fairness and excellence.

CONFLICT OF INTEREST

Employees are to perform their job responsibilities on the basis of what is best for MSI, free from influence of personal considerations and relationships. Conflict of interest arises when an Employee's position or relationships present an opportunity for personal gain apart from the normal rewards of employment. They also arise when the private interests of an Employee are not consistent to those of MSI.

Employees must avoid all situations where their personal interests are, or can be perceived to be, in conflict with those of MSI. In the event that any potential conflict of interest arises, Employees must immediately notify their Supervisor, who will determine the best course of action to be taken. This decision may be made in consultation with other members of the Management Team and/or the Human Resources department. If you are unsure about whether a conflict of interest or the potential conflict of interest exists, seek guidance from your Supervisor or the Human Resources department.

IMPROPER PAYMENTS OR OFFERS

As an organization, MSI will build our success through our efforts and our quality of service, not by offering unethical or illegal rebates, payments, kickbacks or other similar improper favours to customers or their families or representatives.

MSI will comply with all applicable laws and regulations (ie. *U.S. Foreign Corrupt Practices Act*) that prohibits improper payments to both government officials and public entities, as well as to individuals employed in the commercial sector. Improper payments can involve, but not limited to, money, gifts, entertainment, meals, products, services, travel, hospitality or anything else considered of value.

Due to the fact that laws, customs and practices differ from region to region, employee observance of the following standards will serve as a guide:

- Employees will not improperly influence or attempt to improperly influence decisions about MSI's services
- Any employee engaged in negotiations and contracting with any government, government official or department of government, must know and abide by the specific rules and regulations covering relations with such governments or public officials and their agencies.
- Only gifts of nominal value (\$75 or less) and fit within normal, customary and legal practice can be given to parties that we do business with. Exceptions to this case, where deemed appropriate by international trade and customs to exchange gifts with business partners, can be made as long as the gifts are approved by the Employee's supervisor prior to the exchange.
- Entertainment for any business partner must conform to applicable laws, rules and regulations, as well as be reasonable (not considered lavish) and be in accordance with normal and customary business practices. Employees should receive approval from their Supervisor prior to providing any entertainment to ensure that they are in the spirit of this policy.

DEALING WITH SUPPLIERS

All purchases of goods and services by MSI will be made on the basis of price, quality, service and suitability to the company's business needs. At no time may an employee, or a member of their family, receive any type of payment or kickback in exchange for the purchase of a good or service by MSI.

RECEIPT OF GIFTS OR ENTERTAINMENT POLICY

Gifts and/or entertainment are often exchanged in the course of business and for the purest of motives. To avoid any misunderstanding regarding improper relations with suppliers, potential suppliers or other companies with which MSI do or may do business with, the following standards apply to the receipt of gifts and entertainment by Employees:

- Employees are prohibited from soliciting gifts, entertainment (including, but not limited to, meals, theatre or sporting events), gratuities or any other personal benefit or favour from suppliers, potential suppliers or other companies or individuals with whom the company may do business.
- Employees may occasionally accept unsolicited non-monetary gifts from existing suppliers or companies with whom we have an ongoing business relationship. These items must be of nominal value (under \$75) or are promotional materials clearly marked with the brand name of the giver.
- Any gift of more than nominal value must be reported to the Employee's Supervisor who can determine whether it is acceptable under the circumstances.
- Infrequent offers of entertainment may be accepted from time-to-time from suppliers or companies with whom MSI has an ongoing business relationship. To be acceptable, the entertainment must be reasonable and arise out of the course of ordinary business and take place in a setting that is appropriate and fitting to Employees, their hosts and business at hand.
- Where the offer of entertainment may be outside the ordinary course of business or involve more than reasonable expenditure, but holds a beneficial purpose to the on-going business relationship between MSI and the offering Company, the Employee may be allowed to accept the offer with the approval of their Supervisor.

Employees should always exercise good judgment when accepting unsolicited gifts or entertainment, to ensure that they are neither put into a conflict of interest situation or can be perceived as such.

HIRING PRACTICES

MSI is committed to creating and maintaining HR policies that follow and uphold all provincial and federal employment laws, including child labour laws and employee corrupt practices. Any employment practices are in compliance with international laws and intent.

Mark Wood, CEO



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