



LiquidMeta

LIQUID META CAPITAL HOLDINGS LTD.

CODE OF ETHICS AND BUSINESS CONDUCT

(Adopted and approved by the Board of the Corporation effective as of December 17, 2021)

Purpose

1. This code of ethics and business conduct (this “**Code**”) provides a general statement of the expectations of Liquid Meta Capital Holdings Ltd. (the “**Corporation**”) regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Corporation. “**Employees**” of the Corporation include permanent, contract and temporary employees, and include independent contractors who are engaged in an employee-like capacity of the Corporation. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code and may be required, from time to time, to affirm his or her agreement to adhere to such standards.
2. Through this Code, we endorse the following principles:
 - (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) full, fair, accurate, timely and understandable disclosure in the Corporation’s shareholder reports and in other public communications and filings of the Corporation;
 - (c) compliance with applicable governmental laws, rules and regulations; and
 - (d) accountability by all of our directors, officers and employees for adherence to this Code.
3. This Code outlines the broad principles of legal and ethical business conduct embraced by our Corporation. It is not a complete list of legal or ethical questions a director, officer or employee might face in the course of business, and therefore this Code must be applied using common sense and good judgment. Compliance with the spirit as well as the letter of this Code is very important to us.
4. Any director, officer or employee of the Corporation who violates the Code may face disciplinary action up to and including termination of their office or employment with the Corporation for just cause without notice or payment in lieu of notice or immediate termination

of a services contract. Each such individual is expected to review the Code annually to satisfy themselves that they have adhered to the stated principles and standards. Each director, officer and employee of the Corporation will be provided with a copy of the Code and will be required to acknowledge, through their signature, their understanding of and their agreement to comply with the Code as a term of their office or employment.

Administration

5. The board of directors of the Corporation (the “**Board**”) is responsible for setting the standards of business conduct contained in this Code and updating these standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Corporation, the business practices within the Corporation’s industry, the Corporation’s own business practices, and the prevailing ethical standards of the communities in which the Corporation operates. While the Corporation’s Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”) will oversee the procedures designed to implement this Code to ensure that they are operating effectively, it is the individual responsibility of each director, officer and employee of the Corporation to comply with this Code. Those who violate this Code will be subject to disciplinary action.

Compliance with Laws, Rules and Regulations

6. Obeying the law, both in letter and in spirit, is the foundation on which the Corporation’s ethical standards are built. All directors, officers and employees must respect and obey the laws and governmental rules and regulations of the countries, provinces, cities and local communities in which we operate. Although we do not expect that all directors, officers and employees will know and understand the details of all of these applicable laws and regulations, we do expect that everyone will know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.
7. The Corporation is engaged in a variety of business relationships with other companies, individuals, organizations and levels of government, primarily in Canada, but sometimes also in other countries. In all interactions, directors, officers and employees of the Corporation are required to act ethically, honestly and with integrity and to comply with all laws, rules and regulations governing their activities.

Bribery and Corruption

8. Canadian law generally prohibits offering or paying bribes by or on behalf of the Corporation in order to retain or secure a business advantage for the Corporation.
9. The definition of what would constitute a bribe under Canadian law is very broad. In addition to cash payments, the provision of any other thing of value may constitute a “**Bribe**”. Common types of non-cash consideration that are sought or offered as bribes are securities, loans, contracts to procure goods or services, lavish gifts, entertainment, and donations to political parties or particular candidates.
10. Likewise, the term “**Business Advantage**” encompasses seemingly trivial business advantages

such as the issuance of a visa or work permit to an employee, the provision of a service that is notionally provided for free (i.e. police protection), or expedited service.

11. It is illegal to give or offer something directly to the person the Corporation is trying to influence, as well as to give or offer something to a third party for the benefit of that person.
12. Gifts of nominal value are generally acceptable because they are incapable of assisting the Corporation in retaining or securing a business advantage. The purchase of travel and meals associated with legitimate business promotional activities is also permissible.
13. No director, officer or employee shall give or offer a Bribe on behalf of the Corporation in order to retain or secure a Business Advantage for the Corporation in any circumstances.
14. Requests for bribes that are made to directors, officers or employees of the Corporation shall be immediately reported to the chairperson of the Audit Committee.
15. Offers or payments of bribes by directors, officers or employees of the Corporation shall be immediately reported to the chairperson of the Audit Committee.
16. Directors, officers or employees of the Corporation shall seek prior approval from the CEO before offering or giving a gift to any third party on behalf of the Corporation where the value of the gift (or the cumulative value of all gifts given to that person in the same calendar year) exceeds \$250. Cash gifts are strictly prohibited and will not be approved.
17. Directors, officers or employees of the Corporation shall seek prior approval before offering or purchasing transportation, accommodation or entertainment for any third party on behalf of the Corporation where the value of the service exceeds \$250 per person per occurrence.
18. The purchase of meals for third parties that are associated with legitimate business promotional activities at reasonable expense is permissible under this policy. In seeking reimbursement from the Corporation for these expenses, directors, officers and employees shall provide a brief description of the business purpose of the meal.
19. Directors, officers and employees who receive gifts, transportation, accommodation, or entertainment with a cumulative value in excess of \$1,000 from a third party in any one calendar year in connection with their role at the Corporation shall disclose this to CEO.
20. The receipt of gifts, transportation, accommodation, or entertainment may result in a taxable benefit to the recipient and, in such case, the recipient shall be solely responsible for the payment of the associated taxes.

Money Laundering

21. Money laundering is illegal. Money laundering refers to any activity whereby individuals or entities try to conceal illicit funds or conduct/fabricate transactions to make these funds appear legitimate. The Corporation is responsible for knowing our customers, suppliers and

contractors. Any suspicious behaviour or irregularities in the way payments are made or proposed to be made should always be reported to the chairperson of the Audit Committee. In particular, large payments in cash should not be accepted without first checking with the chairperson of the Audit Committee.

Anti-Trust And Competition

22. The Corporation always engages in fair competitive business practices in compliance with all relevant anti-trust and competition legislation. The Corporation promotes free and open competition in the marketplace and will not engage in any activities that could reasonably be construed as being anti-competitive, abusive or unfair.

Conflicts of Interest; Corporate Opportunities

Director and Officer Conflicts of Interest

23. Each director and officer who has a material interest of any kind in any existing or proposed transaction or agreement with the Corporation is required to abide by the disclosure requirements set out in Division 3 of Part 5 of the *Business Corporations Act* (British Columbia) (the “BCBCA”), including by taking the following steps:
- (a) disclosing the nature and extent of his or her interest to the Board at the meeting at which a proposed contract or transaction in which the director or officer has an interest is first considered or at the first meeting after the director or officer becomes interested;
 - (b) upon the request of the Board upon its being advised of the conflict, excusing him or herself from all Board or Committee deliberations in respect of the existing or proposed transaction or agreement;
 - (c) abstaining from voting in respect of the existing or proposed transaction or agreement in which the director or officer has a material interest; and
 - (d) abiding by all of the requirements set out in Division 3 of Part 5 of the BCBCA.

Employee Conflicts of Interest

24. Employees of the Corporation while providing services to the Corporation are not permitted to take steps contrary to the best interests of the Corporation and may not:
- (a) use the Corporation’s property for his or her own material benefit;
 - (b) influence the Corporation’s contractors, consultants or advisors for his or her personal gain;
 - (c) recommend decisions for the Corporation that materially benefit the employee, his or her family members, friends, or other business interests;

- (d) personally act on business opportunities presented to the Corporation;
 - (e) own more than a 5% interest in any entity that sells supplies, furnishes services or otherwise engages in business with the Corporation without first advising the chairperson of the Board and obtaining the approval of the Board;
 - (f) own more than a 5% interest in any entity that is a competitor of the Corporation without first advising the chairperson of the Board and obtaining the approval of the Board;
 - (g) be a consultant to, or an officer or employee of, or otherwise operate an outside entity that is a competitor of the Corporation; and
 - (h) serve on the board of an entity that is a competitor of the Corporation without first advising the chairperson of the Board and obtaining the approval of the Board.
25. During business hours, officers and employees are required to devote their full time and attention to the Corporation and no outside activities, business or secondary employment is permitted during business hours.
26. Prior to acknowledging compliance with the Code, and at any time when a conflict arises, officers and employees are required to report in writing their existing or potential conflicts of interest to the chairperson of the Board.

Insider Trading

27. Directors, officers and employees are expected to fully comply with Canadian securities laws with respect to the disclosure of “material” corporate information and with respect to “insider” trading in the Corporation’s securities. These laws provide for substantial civil and criminal penalties for individuals who fail to comply. Information that reasonably can be expected to affect the market value of a Corporation’s shares or to influence an investor’s decisions regarding securities transactions is considered “material.” Such information may include financial and key business data; merger, acquisition or divestiture discussions; award or cancellation of a major contract; forecasts of future results; significant litigation; and/or gain or loss of a significant customer or supplier.
28. Insiders are prohibited from transacting in the Corporation’s shares with knowledge of material information that has not been disclosed to the public. For purposes of these restrictions, an “insider” includes not only directors, officers and employees of the Corporation, but also anyone else with nonpublic material information about the Corporation. You may be deemed to have violated these laws even if you innocently pass on non-public information about the Corporation to a friend or family member who then acts on such information and buys or sells the Corporation’s shares. To avoid inadvertent disclosure of non-public material information, directors, officers and employees should not discuss such information with or in the presence of any unauthorized persons, including family members and friends. For more information on

insider trading, please review the Corporation's Insider Trading and Reporting Policy.

Confidentiality; Protection and Proper Use of the Corporation's Assets

29. Directors, officers and employees shall maintain the confidentiality of all information entrusted to them by the Corporation or its suppliers, customers or other business partners, except when disclosure is authorized by the Corporation or legally required.
30. Confidential information includes: (1) information marked "Confidential," "Private," "For Internal Use Only," or similar legends; (2) technical or scientific information relating to current and future products, services or research; (3) business or marketing plans or projections; (4) earnings and other internal financial data; (5) personnel information; (6) supply and customer lists; and (7) other non-public information that, if disclosed, might be of use to the Corporation's competitors, or harmful to the Corporation or its suppliers, customers or other business partners. Confidential information also includes information that our customers and suppliers have entrusted to us.
31. To avoid inadvertent disclosure of confidential information, directors, officers and employees shall not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends.
32. The obligation to preserve confidential information continues even after your employment or other relationship with the Corporation ends.
33. This Code is not intended to modify any separate confidentiality agreement to which a director, officer or employee may be subject.
34. Proper use of all of the Corporation's property, information resources (including internet, email, and intranet) and communications systems is the responsibility of all employees. Our physical assets are intended for conducting Corporation business. All electronic and telephonic communication products, intranet and internet servers or any other systems owned, licensed or operated by the Corporation are considered the Corporation's business records, and therefore, Corporation property and should be used in accordance with Corporation corporate policy.
35. The information, ideas, concepts and know-how described, documented or contained in the Corporation's electronic communications systems and related databases are the intellectual property of the Corporation. The copying or use of the Corporation's intellectual property for personal use or benefit during or after employment with the Corporation is prohibited.
36. Proprietary information including intellectual property and corporate private or confidential information is extremely valuable and must not be disclosed to anyone without proper authorization.

Fair Dealing

37. The Corporation is committed to promoting the values of honesty, integrity and fairness in the conduct of its business and sustaining a work environment that fosters mutual respect,

openness and individual integrity. Directors, officers and employees are expected to deal honestly and fairly with the Corporation's customers, suppliers, competitors and other third parties, including governmental agencies. To this end, directors, officers and employees shall not:

- (a) make false or misleading statements to customers, suppliers or other third parties;
- (b) make false or misleading statements about competitors;
- (c) solicit or accept from any person that does business with the Corporation, or offer to extend to any such person:
 - (i) cash of any amount; or
 - (ii) gifts, gratuities, meals or entertainment that could influence or reasonably give the appearance in influencing the Corporation's business relationship with that person or go beyond common courtesies usually associated with accepted business practice;
- (d) solicit or accept any fee, commission or other compensation for referring customers to third-party vendors; or
- (e) otherwise take unfair advantage of the Corporation's customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

Related Party Transactions

- 38. For the purposes of this section capitalized terms not otherwise defined herein shall have the meanings ascribed them in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.
- 39. The Board shall review the material facts of all Related Party Transactions that are not pre-approved, as described below and the Board shall either approve or disapprove of the Corporation's entry into the proposed Related Party Transaction. If Board approval in advance of a Related Party Transaction is not feasible, then the Corporation's management team shall consider the Related Party Transaction and, if the Board determines that it is appropriate, the Board shall ratify the Related Party Transaction at the Board's next regularly scheduled meeting. No director shall participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party, except that the director shall provide all material information concerning the Related Party Transaction to the Board and may otherwise participate in some or all of the Board's discussion if so requested by the Board.
- 40. The following types of transactions are deemed to be pre-approved by the Board ("**Pre-Approved Transactions**"), have not been reviewed by the Board and do not require approval or ratification:

- (a) transactions in the ordinary course of business that do not exceed \$5,000 in any fiscal year;
- (b) executive officer and director compensation approved by the Board; and
- (c) transactions in which the Related Party's interest is derived solely from his or her direct or indirect ownership of an entity (other than a general partnership) that is a party to the transaction when such ownership is less than ten percent (10%) of the equity interest of such entity.

The CEO shall report pre-approved Related Party Transactions to the Board on an annual basis.

- 41. Disclosure is required for any Related Party Transaction that have had or could have a material financial effect on the Corporation's financial statements. Any information that could contribute to a shareholder's understanding of the operating environment and the financial statements of the Corporation, further enabling shareholders to compare the Corporation's financial position and changes in the financial position against other companies, should be disclosed. Disclosure must include complete and transparent information about the Related Party Transaction, including information regarding the relationships between the parties, the business purpose of the Related Party Transaction, and reference to market terms and conditions when applicable. Information such as the basis of measurement used, terms and conditions, contingent liabilities and items of a similar nature should be disclosed when appropriate.

Discrimination and Harassment

- 42. To promote an inclusive culture and protect the physical and psychological safety of our employees, the Corporation is committed to ensuring that all individuals enjoy respect and dignity in a safe environment, free from any kind of arbitrary and illegal discrimination, bullying, harassment or workplace violence. Improper conduct, such as derogatory comments based on racial or ethnic characteristics or religious preferences and unwanted sexual advances, will not be tolerated.
- 43. The Corporation honours domestic and internationally accepted labour standards and support the protection of human rights. Employees are expected to treat each other with respect at all times and comply with all relevant legal obligations including, but not limited to, standards of appropriate conduct with respect to gender, national or ethnic origin, colour, religion, age, sexual orientation, marital or family status, or physical or mental disability or any other characteristic protected by law.

Health and Safety

- 44. The Corporation strives to provide each of its employees with a safe and healthy workplace. Each employee has responsibility for maintaining a safe and healthy workplace for other employees by following health and safety rules and practices instituted by the Corporation and by reporting accidents, injuries and unsafe equipment, practices or conditions.

45. Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

Record Keeping

46. The Corporation requires honest and accurate recording and reporting of information in order to make responsible business decisions.
47. All of the Corporation's books, records, accounts and financial statements must be maintained in reasonable detail and must conform both to applicable legal requirements and to the Corporation's system of internal controls.
48. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks and other inappropriate statements about people and other companies. This applies to e-mail, internal memos and formal reports. Records should always be retained or destroyed in accordance with the Corporation's record retention policies. No person shall knowingly alter, destroy or make a false entry in any record with the intent to obstruct a government investigation or bankruptcy case. Directors, officers or employees may report any concerns regarding questionable accounting and auditing matters confidentially and anonymously to the CFO or any member of the Audit Committee.

Accurate and Timely Periodic Reports

The Corporation is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that it is required to file. To this end, the Corporation shall:

- (a) comply with generally accepted accounting principles at all times;
- (b) maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- (c) maintain books and records that accurately and fairly reflect the Corporation's transactions;
- (d) prohibit the establishment of any undisclosed or unrecorded funds or assets;
- (e) maintain a system of internal controls that will provide reasonable assurances to management that material information about the Corporation is made known to management, particularly during the periods in which the Corporation's shareholder reports are being prepared; and
- (f) present information in a clear and orderly manner and avoid the use of legal and financial jargon in the Corporation's periodic reports.

Political Contributions

49. No corporate assets, including employees' work time, use of the Corporation's facilities or equipment or direct monetary payment, may be contributed to any political candidate, party, political action committee or ballot measure without the permission of the Board. This does not preclude individuals from participating in any political activities of their choice on an individual basis, with their own money and on their own time.

Reporting and Effect of Violations

General Policy

50. Directors officers and employees are encouraged to report any conduct which they believe in good faith to be violation or apparent violation of this Code. If you believe a violation has occurred, please contact the CFO.
51. The Corporation will not allow any retaliation against a director, officer or employee who acts in good faith in reporting any such violation.

Complaint Procedure

52. Corporation personnel who observe, learn of or, in good faith, suspect a violation of the Code must promptly report the violation or discuss issues and concerns of the type covered by this Code with his or her immediate manager, who in turn is responsible for informing the CFO of any violations or concerns raised. If an employee prefers not to report the matter to his or her own manager, the employee may instead report the matter directly to the CFO and/or in accordance with the Corporation's Whistleblower Policy.
53. Corporation personnel who have concerns such as accounting discrepancies, fraud, accounting misrepresentations, auditing matters, accounting omissions, ethics violations or any other financially related concerns should report the matter directly to the CFO at the above address or to the chairperson of the Audit Committee and/or in accordance with the Corporation's Whistleblower Policy.
54. Whenever practical, the complaint should be made in writing. It is unacceptable to submit a complaint knowing it is false.

Investigation

55. Reports of violations will be investigated under the supervision of the chairperson of the Audit Committee in consultation with external counsel, if applicable or desired. Corporation personnel are expected to cooperate in the investigation of reported violations.

Confidentiality

56. Except as may be required by law or the requirements of the resulting investigation, the CFO and others conducting the investigation shall not disclose the identity of anyone who

reports a suspected violation if anonymity is requested.

Protection Against Retaliation

57. Retaliation in any form against an individual who reports an alleged violation of this Code, even if the report is mistaken, may itself be a violation of law and is a serious violation of this Code. Any alleged act of retaliation must be reported immediately. If determined to have in fact occurred, any act of retaliation may result in appropriate disciplinary action, which may include termination of employment.

Waivers

58. The provisions of this Code may be waived for directors or executive officers only by a resolution of the Corporation's independent directors. The provisions of this Code may be waived for employees who are not directors or executive officers by the CEO. Any waiver of this Code granted to a director or executive officer will be promptly disclosed to the extent required by law, rule, regulation or stock exchange requirement.