

SDTC Code of Ethics Employees and Contractors

October 11, 2024

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 <p>SUSTAINABLE DEVELOPMENT TECHNOLOGY CANADA TECHNOLOGIES DU DÉVELOPPEMENT DURABLE CANADA</p>	<p>Code of Ethics Employees and Contractors</p>	Code of Ethics Number: 12.05 version 4.0
		Review Cycle: Annual
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		Approved By: Board of Directors

ETHICAL CONDUCT TO DELIVER ON OUR MISSION

Sustainable Development Technology Canada’s (SDTC) mission is to identify and fund Canadian companies that are developing and demonstrating new technologies with the potential to transform Canada’s environmental and economic prosperity. With our support and funding during seed, start-up and scale-up stages, we are accelerating Canadian companies’ ability to become global leaders in their fields.

Building and maintaining trust-based relationships with entrepreneurs and ecosystem partners is central to all our activities.

We have full confidence in all our team members and their ability to always exercise good judgment and decision-making. SDTC’s Code of Ethics for Employees and Contractors (the Code) guides us in applying the principles that govern all our personal and professional conduct. It is everyone’s responsibility to read, understand and comply with the content of the Code.

SDTC EQUITY DIVERSITY AND INCLUSION (EDI) VALUES STATEMENT

SDTC recognizes that equity, diversity, and inclusion enable organizations to leverage the range of perspectives needed to address today’s complex challenges. As a result, equity, diversity, and inclusion (EDI) is an important consideration for optimal operation of our organization, as well as for Funded Companies.

SDTC is committed to fostering an accessible and welcoming environment for all
If you require accommodation to better access or Code of Ethics, such as a different format, please contact hr@sdtc.ca .

THE CODE ON A DAY-TO-DAY BASIS

KNOW YOUR ROLES AND RESPONSIBILITIES

As an Employee	As a Leader	As a Contractor
<p>We count on you to maintain the highest ethical standards at SDTC.</p> <p>You must:</p> <ul style="list-style-type: none"> • Read the Code and follow all its rules. • Read and comply with the policies, directives, procedures, business rules and legislation which govern SDTC. • Renew your annual commitment to the Code and continuously disclose situations that may lead to conflicts of interest. • Promptly report any violations of the Code. 	<p>Enforcing the Code is part of your duties.</p> <p>You must:</p> <ul style="list-style-type: none"> • Ensure that all members of your team read, understand and comply with the Code. • Make sure that contractors working on your team read, understand and comply with the Code. • Support your team members by responding to their questions and concerns with respect and confidentiality. 	<p>You are part of SDTC’s larger team. You represent SDTC under your contract with us.</p> <p>You must:</p> <ul style="list-style-type: none"> • Read the Code and follow its rules. • Make sure that the people who represent you with SDTC read and comply with the Code. • Seek advice from SDTC leaders if you have any doubts or misunderstandings about the Code or an additional standard.

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	<ul style="list-style-type: none"> Seek advice from the Ethics Advisor to resolve ethical issues. 	
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<p>Employees All individuals (including Leaders) who are employed or retained by SDTC, including full-time, part-time, term or contract employees (referred to in this document as “Employees” and individually as “Employee”).</p> <p>Contractor All Expert Reviewers, Selection Panelists, consultants, suppliers, and any other contractors who provide services or goods to SDTC (referred to in this document collectively as “Contractors”). Contractors are expected to conduct themselves and govern their dealings with SDTC in accordance with the letter and the spirit of the Code of Ethics.</p>

Pursuant to the principles outlined below, this policy document will be reviewed, at a minimum, annually.

REPORT A SITUATION AT THE RIGHT TIME OR REQUEST ADVICE

Proper communication to prevent ethical issues	Speaking out without fear of reprisal	When to seek advice
<p>Open and honest communication allows us to prevent or resolve ethical issues in a respectful and confidential manner.</p> <p>We encourage you to:</p> <ul style="list-style-type: none"> Seek advice if you have any concerns, questions or doubts about a situation. Report any situations that could lead to an ethical issue (also see Ethics Reporting Policy), including a conflict of interest. You can report to any member of the Leadership team, People & Culture team, Ethics Advisor or through our confidential third-party Confidence Line. Report any breach of the Code when you witness it, or if you have reasonable grounds to believe that a person has committed or is about to commit a wrongdoing. 	<p>You can speak freely as we do not tolerate any form of reprisals at SDTC.</p> <p>When you make a report, you must respect the reputation of the people involved and not make any false, misleading or bad-faith statements.</p> <p>We review all reports, whether they are anonymous or not, to see what action needs to be taken. In all cases, we protect privacy and maintain confidentiality. This applies to those making a statement or report, witnesses, as well as persons suspected of wrongdoing.</p>	<p>Ethical behaviour involves asking a series of questions about a given situation. Seek advice as soon as the answer to one of the following questions does not appear clear to you.</p> <ul style="list-style-type: none"> Is this a potential ethical problem? What are the ethical rules involved? What laws, regulations and standards should be observed? What are the best resources to consult? How might this affect SDTC, or other individuals or organizations? What are the different decisions you can make, and what are the possible consequences?

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RESOURCES AVAILABLE TO YOU

Your leader or Contract Administrator	This person can support you and direct you to the most appropriate resources based on the situation. In most cases, this is the first person to be consulted.
People & Culture team	This team supports those who have observed or experienced a situation of harassment, discrimination or violence, or any situation in which an employee or a colleague was treated unfairly. Support includes directing individuals to the proper resources and documenting all claims.
Ethics Advisor	This person is an external third party that provides services (including legal and compliance advice) pertaining to conflict of interest to SDTC and its Board and employees. They provide advice on conflict of interest resolutions and confidential advice on any conflict matters. They also manage the Confidence Line .
Ethics Reporting hotline	It is SDTC’s responsibility to hear and review claims of wrongdoing. Employees can contact the Confidence Line at any time to report issues such as fraud or misconduct. Confidence Line is managed by the Ethics Advisor and reports can be made anonymously by phone, email or online. 1-800-661-9675 Sustainable Development Technology Canada – Confidence Line Ethics Reporting Policy
Executive Team	The Executive Team can assist with questions or concerns regarding applicable policies, laws, or regulations including privacy and confidentiality matters.

1. MAINTAIN A HARMONIOUS WORK ENVIRONMENT

1.1 ACT AND COMMUNICATE RESPECTFULLY

<p>At SDTC, we expect all our professional relationships to be based on mutual respect, honesty, open communication, and a spirit of mutual support.</p> <p>We do not tolerate any form of harassment, abuse, intimidation, discrimination, or violence in the workplace.</p>	<p>Your commitment to a healthy work environment:</p> <ul style="list-style-type: none"> • Help maintain a work environment that fosters mutual respect. • Encourage the expression of all viewpoints during a discussion, especially if you are in a leadership role. • When faced with a difficult situation, communicate openly and constructively with those involved. • If you have a persistent problem or discomfort, contact your leader, or a member of the People & Culture team. • Act in good faith with due care, competence and diligence, without misrepresenting material facts or allowing your judgement to be clouded.
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<p>Additional standard/information</p> <p>Workplace, Violence and Harassment Policy and Procedure.</p>

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Any questions? Need Advice?

Please do not hesitate to contact your leader or a member of the People & Culture team.

1.2 EMBRACE AND CELEBRATE DIVERSITY

<p>We are proud to maintain a workplace that promotes equity, accessibility, diversity and inclusion.</p> <p>You participate by recognizing the value of diverse people and viewpoints that contribute to a richer and more inclusive workplace.</p> <p>We do not tolerate any form of discrimination based on (not limited to) disability, age, sex, sexual orientation, gender identity and expression, sexuality, race, national or ethnic origin, colour, religion, education, languages(s) spoken, or any other reason related to a person’s identity or experience.</p> <p>An inclusive atmosphere is also ensured by your recognition of the equality of English and French as the official languages of Canada.</p>	<p>Your commitment to a more inclusive environment:</p> <ul style="list-style-type: none"> • Treat others with respect and dignity regardless of differences. • Respect and be open to learning from diverse points of view. • Report any form of discrimination you witness or experience to your leader or People & Culture team.
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Additional standards/information

Workplace, Violence and Harassment Policy and Procedure

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2. PERFORM YOUR DUTIES WITH PROFESSIONALISM AND INTEGRITY

2.1 MAKE YOUR JOB AT SDTC A PROFESSIONAL PRIORITY

<p>We expect that your employment with SDTC will be your top professional priority, and that no other professional or personal activities will adversely affect the quality of your work to SDTC.</p>	<p>Your commitment to your employment with SDTC:</p> <ul style="list-style-type: none"> • As an Employee, disclose in writing and submit for approval any outside employment or activities via email to your leader and People & Culture. • As an Employee, only utilize SDTC tools as outlined in the IT Policy. • Maintain a satisfactory level of performance and quality of work at SDTC at all times, even if you have been approved for outside employment or activities. • Do not use SDTC confidential information while performing other duties outside SDTC. • Perform your duties and responsibilities in an objective and impartial manner, even if you have duties outside SDTC. 	<p>Outside employment or activity may also present a potential conflict of interest, as such refer to section 5.2 Disclose outside activities that could lead to a conflict of interest, for additional context.</p>
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2.2 COMMIT TO OUR REMOTE WORK PHILOSOPHY

Our Philosophy	Our Approach	Criteria for Success
<p>SDTC recognizes that flexible work is critical to retain and attract highly skilled and diverse talent. Flexible work enables employees to balance personal and professional responsibilities, recognizing the constant convergence of both. Having a clearly defined flexible work environment allows SDTC to attract the best talent, unrestricted by geography. SDTC is committed to continuing to be a leader in our approach to support employee collaboration, learning and well-being.</p>	<p>As a high performing organization, SDTC is committed to a REMOTE-FIRST workplace that will allow employees to work where they can be most productive. Our approach is to:</p> <ol style="list-style-type: none"> 1. Hire and retain the right diversity of people and skills. 2. Empower people to do their best work regardless of where they are located. 3. Provide people with the flexibility for effective work-life integration. 4. Focus on the individual to enable top team performance. 	<p>Achieve our potential and deliver on commitments to our companies and Canada. Establishing a work routine that enables top team performance will be negotiated with your leader.</p> <p>Well-being at home and at work is a priority. Employees will work with their leader to develop hours of work that fit their work life dynamics and needs – we encourage a “routine” that is communicated, but we understand that routines will be disrupted.</p> <p>Collaboration is essential to our success. Our roles are based on</p>

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	<p>5. Encourage team learning and collaboration.</p>	<p>productive relationships and communication with each other, our clients and our partners. Many types of communication can be done effectively in a remote environment. We also recognize that collaboration and relationship building can be more effective in-person. We will be proactive to ensure we find the right flexibility within our team to enable effective communication within and outside the organization.</p>
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Remote-First Work Guidance

- Employees will work with their leader and their team to set core work hours that provide an opportunity to foster collaborations across all time zones.
- Employees will work within Canada to support our mission to catalyze cleantech innovation.
- Employees may be required to participate in-person periodically to foster collaboration and team building.

2.3 DO NOT WORK WHILE UNDER THE INFLUENCE OF ALCOHOL OR DRUGS

<p>We promote health and safety at work, so we expect our team members to be fully fit to perform their duties.</p> <p>We therefore maintain an alcohol-free and drug-free workplace.</p>	<p>Your commitment to a drug-and alcohol-free workplace</p> <ul style="list-style-type: none"> • Never come to the workplace or perform work under the influence of alcohol or drugs. • Do not use alcohol or drugs while working. • Do not bring or have any alcohol or drugs while working.
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3. PROTECT OUR REPUTATION AND BRAND IMAGE

3.1 RESPECT THE ESTABLISHED FRAMEWORK FOR EXTERNAL COMMUNICATIONS AND SOCIAL NETWORKS

To protect our brand, we ensure consistency and quality in our communications.

Voice of SDTC	Social media	Conferences & panels
<p>The Communications team serves as the public voice of SDTC, managing our official social media accounts and supporting our designated spokespeople in talking to media. Please direct all media inquiries to media@sdtc.ca.</p>	<p>We encourage employees to engage with and share SDTC content, as your active participation amplifies our reach and helps shape future content. Please refer to the Social Media Guidelines to know what is expected of you. Please direct any business-related inquiries to our official channels.</p>	<p>If you are participating in conferences and discussion panels, you must notify your leader and the Communications team in advance. You must share any presentation materials for review in advance and must only cite information that has been previously published.</p>

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Ask for help

- Text can be easily misconstrued. If you are unsure or make a mistake, contact the Communications team immediately to discuss a resolution.

If in doubt, do not post or comment. Should the topic relate directly or indirectly to SDTC business, seek advice from the Communications team.

3.2 MAINTAIN ETHICAL CONDUCT OUTSIDE OF WORKING HOURS

We expect you to conduct yourself in such a way as to reinforce SDTC’s positive reputation, both in the performance of your duties and outside of working hours. In doing so, you help build and maintain the trust of entrepreneurs and the general public and help them have a favourable opinion of SDTC.

Your commitment to maintaining our reputation outside of working hours.

Use your judgment in your personal activities and communications. Ask yourself:

- How would your words or behaviours be perceived by SDTC?
- How would our clients or the business community perceive them?
- Does such an action or communication compromise your reputation or that of SDTC?

Report any situation to the Communications team which comes to your attention that could damage our reputation or undermine public confidence in SDTC.

3.3 PROVINCIAL AND FEDERAL LEGISLATION

Comply with applicable laws, rules and regulations of federal, provincial, and municipal governments, and other appropriate private and public regulatory agencies, as well as with SDTC’s codes, policies and procedures

3.4 OUR INTERNAL STANDARDS

<p>Internal standards complement or clarify the obligations set out in legislation and are available in our governance documents. Examples include:</p> <ul style="list-style-type: none"> • Our policies • Our directives • Our business rules • Our guides and procedures <p>These standards are an integral part of the Code. You therefore undertake to comply with them when you agree to comply with the Code. Failure to comply with a standard amount to failure to comply with the Code.</p>	<p>Your commitment regarding all internal standards includes:</p> <ul style="list-style-type: none"> • Read and understand our internal standards, which are formally documented in our governance documents. • Adhere to these standards at all times. • If you have any questions, contact your leader or relevant management responsible for the standard in question.
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4. ENSURE THE ACCURACY AND CONFIDENTIALITY OF INFORMATION

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4.1 PROTECTING OUR ASSETS AND USE OF OUR IT SYSTEMS

Our assets in general	Our IT systems	Your commitment to our IT assets and systems
<p>SDTC is a data-driven organization. Our team members have a collective responsibility to protect our facilities and our equipment and the information it stores from risks, including the following risks:</p> <ul style="list-style-type: none"> • Loss or theft • Damage or malfunction • Malicious use • Vandalism • Cyber attacks • Insider threats • Unauthorized use or destruction • Unauthorized disclosure or transmission of information 	<p>The computer systems and equipment we make available to you (e.g. computers, software, storage media held by SDTC or by a service provider) are to be used for your work at SDTC.</p> <p>Limited personal use is permitted in accordance with SDTC’s IT Policy. In addition:</p> <ul style="list-style-type: none"> • you should not save any personal data, images, messages or information on SDTC systems; • you must not use any SDTC assets (including computer systems and equipment) for outside employment or activity. <p>SDTC owns all data on our computer systems, and our IT assets are regularly monitored to ensure risk prevention and compliance with this Code.</p>	<ul style="list-style-type: none"> • Comply with the IT Policy at all times. • Ensure the security of our IT assets and systems, especially when they are in your possession. • Protect your passwords and access controls, including updating regularly. • Limit personal use and do not store personal data on our IT systems. • Report any abnormal or suspicious behaviour that may represent a risk for SDTC assets. • Respect information security measures, including enterprise controls in place at SDTC at all times. • Do not bring SDTC IT assets, including computers, to unauthorized countries. • Do not travel outside of Canada with SDTC assets without explicit preapproval and permission.

4.2 PRESERVE THE INTEGRITY OF DATA AND RECORDS

<p>You help ensure the accuracy and integrity of the data and our various systems (record-keeping, information-gathering, reporting). All reports, records, and information you handle must be accurate, complete, timely and understandable.</p> <p>Your commitment to data and records:</p> <ul style="list-style-type: none"> • Use only software authorized by the IT team. • Never deliberately destroy, damage, alter or falsify our records to conceal information. • Ensure transactions are properly authorized, recorded in the correct accounts at the correct time(s), and properly backed by supporting documentation.
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4.3 PROTECT CONFIDENTIAL INFORMATION

<p>Every member of our team, whether in direct contact with clients or not, has access to SDTC confidential information. We all play a critical role in protecting its confidentiality and maintaining the relationship of trust we</p>

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have established with our clients, employees and partners. Protection of confidential information should only be accessed and processed when required by your duties and as authorized by your manager or the leadership team. Confidential information takes various forms and includes Personal Information, Client Information and SDTC Corporate Information (collectively, “Confidential Information”):

Personal information	Client information	SDTC corporate information
<p>When processing personal information concerning an individual, you must protect it and keep it confidential.</p> <p>Do not disclose any personal information without the express written consent of the individual to whom the information relates, or unless specifically authorized by law. You must continue to keep personal information confidential even if the individual is no longer in a contractual relationship with SDTC.</p>	<p>You must pay particular attention to the protection and confidentiality of client information, either obtained from clients or generated by SDTC.</p> <p>You may never disclose this information outside of SDTC without the express written consent of the clients involved or unless required by law.</p>	<p>You must also protect SDTC confidential information. All documents containing SDTC information, including those that were produced while you were working with us, are proprietary to SDTC. You may never disclose this information outside of SDTC without prior specific written authorization or unless required by law.</p> <p>“SDTC Corporate Information” includes but is not limited to the following:</p> <ul style="list-style-type: none"> • Client and prospect lists and all of their information (including contact information) in SDTC’s systems. • Information related to our governance programs and activities, including due diligence data and reports. • Templates, worksheets, and any documents drafted in whole or in part by you for work performed on behalf of SDTC. • Code developed during a developer’s time at SDTC. • Strategic information related to the activities of SDTC including technical and business information of or regarding SDTC and its clients, including information regarding business operations, methods, practices and product/business plans. • Any other trade secret or confidential or proprietary information received by SDTC

Confidential Information shall not include information which:

- a. is generally known or in the public domain at the time of disclosure; or

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- b. though originally Confidential Information becomes generally available to the public through no fault of the employee, as of the date of its becoming part of the public knowledge.

The absence of any notice indicating confidentiality on any material will not imply that such material is not Confidential Information.

Your commitment to protecting Confidential Information at all times during and subsequent to your employment with SDTC:

- Keep in strictest confidence all Confidential Information.
- Take all necessary precautions against unauthorized disclosure of Confidential Information.
- Do not directly or indirectly disclose, allow access to, transmit or transfer Confidential Information to a third party.
- Do not copy or reproduce Confidential Information except as may be reasonably required to perform assigned duties for SDTC.
- Use Confidential Information only for the purposes for which it was provided to or collected by you and for which you are authorized to use such Confidential Information.
- Do not collect, access, or use Confidential Information that you do not need to perform your job duties and unless authorized to do so.
- Do not share Confidential Information with anyone who does not require such Confidential Information to perform their job duties.
- Ensure that all Confidential Information is stored securely and is not accessible to anyone who is not authorized to access it.
- Do not discuss any Confidential Information in a public place, including but not limited to hallways, elevators, cafeterias, restaurants, or on blogs or social media.
- Use only approved storage media to transmit Confidential Information and take steps to ensure you only transmit the Confidential Information to individuals who are authorized to receive it with the appropriate security measures in place.
- Never extract Confidential Information from our IT systems, network, and internal platforms without approval from SDTC and unless necessary and done by approved means.
- Do not use/share/input Confidential Information on non-approved external platforms (applications and websites), which are outside of the SDTC network, on either SDTC or personal devices/equipment or via the cloud.
- Upon SDTC's request at any time and in any event upon the termination of my employment with SDTC, return all materials, including all copies in whatever form, containing Confidential Information which are in my possession or under my control.
- Destroy or dispose of Confidential Information in accordance with SDTC records management and retention policies and procedures.

5. AVOID CONFLICT OF INTEREST

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5.1 RECOGNIZE AND DISCLOSE A POTENTIAL CONFLICT OF INTEREST

As soon as a situation creates the appearance of a conflict of interest, your reputation and that of SDTC are at risk. Employees and Contractors have a duty to act in the best interests of SDTC and must arrange their private affairs to prevent situations in which their activities and/or interests are—or could be perceived to be—in conflict with those of SDTC. At onboarding and annually thereafter, you will receive training on conflicts of interest so that you feel comfortable in identifying conflict situations and how to follow the Code.

Description of Conflict of Interest

Conflicts of interest arise when a person exercises an official power, duty or function that provides an opportunity to further their own private interests and/or those of Related Parties or Friends. As such, “conflict of interest” generally means any situation in which a person has or promotes an interest that results in, or may be reasonably perceived to result in:

- An interference with the objectivity with which they are expected to exercise their responsibilities and duties to and on behalf of SDTC; and/or
- An advantage or material gain to the Individual and/or to Related Parties or Friends, by virtue of their role in SDTC.

Conflicts may be of three cases:

Real (Direct) Conflict of Interest	involves a direct conflict between current duties and existing personal interests that could compromise an individual’s ability to act in an impartial or unbiased manner. The conflict exists at the present time.
Perceived Conflict of Interest	is one which a reasonable observer might believe that a conflict of interest exists and would think that the person’s judgment is likely to be compromised, whether or not it is the case.
Potential Conflict of Interest	involves a circumstance or relationship that could reasonably be expected to give rise to a real or perceived conflict of interest in the future.

We cannot list all the possible conflicts of interest

We expect you to always exercise good judgment and discernment in sensitive situations and to seek the support of your leader. Here are a few situations that you should recognize as real, potential, or perceived conflicts of interest:

- ✘ You are indebted or feel indebted to someone who could benefit from preferential treatment.
- ✘ You supervise the work of a family member or someone in a close relationship with you.
- ✘ You are in a position to give preferential treatment, such as to a Family Member or a person who is in a close relationship with you.

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- As part of your duties, you manage or review projects of Family Members or persons in close relationship with you.
- You are engaged in a professional, political or community activity that threatens your professional impartiality and objectivity, or that occupies you during your regular working hours.
- You use your role at SDTC to access our network of contacts or databases for personal use.

Conflict of Interest Registry: SDTC maintains a central record of all declared conflicts of interest, whether they are deemed to be a conflict or not, by all parties to ensure clear and transparent documentation of conflicts. These records also ensure disclosures are made in writing, conclusions and actions on conflict matters are recorded and made in a timely manner. It also enables future training and decision making to be grounded in lived experiences.

5.2 DISCLOSE OUTSIDE ACTIVITIES THAT COULD LEAD TO A CONFLICT OF INTEREST

For us to help you recognize and avoid potential conflicts of interest, you must, before engaging in them, disclose any activities outside of SDTC that may influence your judgment and performance of your duties at SDTC.

Jobs and professional projects outside of SDTC	<p>As an employee, before accepting employment outside of SDTC, you must make sure that your employment does not create a conflict of interest and does not compromise the quality of your work.</p> <p>As a Contractor, you must ensure that your professional activities outside SDTC do not influence the performance of your duties at SDTC.</p> <p>If your outside activity or employment is in dispute with your duties at SDTC, we may ask you to refrain from engaging in that activity.</p>
Board of directors	<p>You may serve on the board of directors of a corporation, as long as there is no real, potential or perceived conflict of interest. For example, an appointment in a company that does business with SDTC could create an appearance of conflict of interest.</p>
Political activities and election nominations	<p>You have the right to participate in political activities on your own behalf, but never as a representative of SDTC. Discretion is required, although you are permitted to advocate or donate to support a candidate in an election.</p> <ul style="list-style-type: none"> • If you are running for election yourself, under no circumstances should you use your relationship with SDTC or our resources to influence political contributions or votes. • If you are a candidate in a federal, provincial or territorial election, you must take a leave of absence without pay or end your employment with SDTC. If elected, you must resign from SDTC, be removed from the network of Contractors or no longer be a supplier. • If you are a candidate in a municipal election, you may be required to take a leave of absence without pay or end your employment with SDTC. If elected, you may be required to remain on leave, resign, be removed from the network of Contractors or no longer be a supplier. <p>Note that we do not participate as an organization in political party fundraising activities.</p>
Community or non-	<p>You may volunteer with organizations if your involvement does not result in a real,</p>

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profit organizations	potential or perceived conflict of interest. You must act with these organizations on your own behalf, and never as a representative of SDTC.
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Your commitment to disclosing these activities:

- Disclose these outside activities as soon as you intend to participate, including to your leader or your Contract Administrator.
- Follow the [Conflict of Interest Process](#) of any real, potential, or perceived conflicts of interest to ensure your Investment Lead, leader and/or your VP will be informed.
- Always perform your duties and responsibilities in an objective and impartial manner when participating in outside activities.

5.3 EMPLOYEES

Measures to Prevent Conflict of Interest

Every Employee will, at all times, be conscious of the interests and reputation of SDTC and will not:

- Appropriate, convert, use, or otherwise disclose SDTC’s property, tangible, or intangible, including trade secrets, confidential information, and other proprietary information to any third parties, including but not limited to Applicants and Contractors.
- Offer or accept gifts, corrupt payments or any other illegal or unethical considerations.
- Offer, accept, or solicit gifts, hospitality, other benefits, or transfers that are not of a nominal value (as set out in section 5.5) from a person, group, or organization where the gifts might have a real or apparent influence on their objectivity in carrying out their official duties, or the gifts might place them under obligation to the donor.
- Disparage SDTC or its services or Employees.
- Access or otherwise use or take advantage of your position with SDTC or of SDTC’s network of contacts or information, to benefit in any way for personal purposes or at the request of others.
- Influence in a manner unfavorable to SDTC and/or its Applicants, negotiations, transactions or approvals for funding, because of personal, commercial, financial, or other interests in the outcome of negotiations, transactions, or approvals, or otherwise.
- Serve or continue to serve as a director, officer, or employee of, or perform, directly or indirectly, services for, or act as a consultant to a business that is a Funded Company, consortium partner, or may be an Applicant, without prior written permission by the Chief Operating Officer (the “COO”).
- Enter into any agreements with, or obligations to, others in conflict with the employee’s obligations to SDTC.
- Under any circumstances, receive funds as part of an SDTC funded project, either directly or indirectly.

The above examples are merely illustrations of sources of possible conflicts. It is anticipated that the activities of Employees will comply with both the letter and the spirit of this Policy.

Employee Disclosure and Notification Process

Employees shall also comply with the spirit and intent of the Treasury Board Secretariat Directive on Conflict of Interest and the Conflict of Interest Act, SC 2006, c 9, s 2 with respect to, the standards for disclosure and management of real, perceived and potential conflicts of interest to which individuals are held on the basis of their respective positions, duties and responsibilities.

Report any situation that you feel is problematic or raises ethical questions when: you are hired; you renew your

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commitment each year; or as soon as a new situation arises. This includes, but is not limited to, conflicts with other Employees, Applicants, Funded Companies, Contractors and/or SDTC's Board of Directors.

- Declarations are done confidentially via the Employee Conflict of Interest Declaration Form as per the Employee Conflict of Interest Process. Update these declarations anytime your situation changes.
For help on resolutions of conflicts of interest see the [Conflict of Interest Process](#). In situations that involve Applicants, Funded Companies or any other parties involved in the funding process, the VP, Investments will be informed. In all other situations, your reporting VP will be informed. For situations involving a VP, the COO will be informed. For real conflicts, you will be recused of related work, and you will work with your leader to create a mitigation plan. In the event of a potential or perceived conflict of interest, the Ethics Advisor shall be engaged, and the recommendations will be ratified by the COO. For any conflicts of interest that involve the COO, it will be ratified by the Chair of the Board of Directors.



Any questions? Need advice? Please contact your leader.

Declared a Conflict?

Work with your leader on a mitigation plan.

- Limit your involvement in certain tasks or decisions
- Not access records or documents to the best of your ability
- Not participate in any direct work with the Applicant or Funded Company(ies)
- Recuse yourself from discussions/deliberations
- Accept and adhere to any adjustments in roles and responsibilities

Restricted Trading Activities for Employees

Employees must ensure that their personal financial interests or investments do not present a real, potential, or perceived conflict of interest for SDTC. Employees should not own or hold shares in an Applicant or Funded Company.

You are not restricted from the indirect trading of securities of an Applicant or Funded Company by a mutual fund, pooled fund, discretionary managed investment account, or other similar type of investment or security held at arm's length by an Employee or Family Members.

During the Blackout Period, neither Employees nor their Spouses shall invest in any of the Applicant Companies. They should also refrain from engaging in any other action that may, or may be seen to, take advantage of any information relating to a Request for Funding, including passing any such information on to another party.

Employees with pre-existing holdings in Applicant Companies must declare and will abstain from any discussions or decisions related to the application. If SDTC's Board of Directors approves funding for the Applicant Company, it becomes a Funded Company and Employees will be required to divest of assets or interests in one of the following ways:

1. Divestment as part of an arm's-length transaction. This means selling an asset to someone with whom the Employee does not have a relationship, (i.e., divesting to a spouse, parent, sibling, children, etc., is not considered to be arm's-length); or
2. Putting the asset into a blind trust operated at arm's-length from the Employee. If an Employee chooses to place an asset in trust, the trust must be set up such that the Employee does not have any power to manage

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the asset or make decisions about it. When an asset is placed in trust, People & Culture will review the agreement to determine whether the agreement is acceptable.

5.4 EXPERT REVIEWERS AND OTHER CONTRACTORS

Measures to Prevent Conflict of Interest

Expert Reviewers and any other Contractors that are in a position to influence funding decisions should be conscious of the interests and reputation of SDTC and will:

- Not have private interests, other than those permitted pursuant to these measures, which would be affected particularly or significantly by SDTC actions in which they participate.
- Not place themselves in a position where they are under an obligation to any person who might benefit from special consideration or favour on their part or seek in any way to gain special treatment from them.
- Not step out of their official roles to assist private entities or persons in their dealings with SDTC where this would result in preferential treatment to the entities or persons.
- Not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and that is not generally available to the public.
- Not directly or indirectly use or allow the use of SDTC property of any kind, including intellectual property or physical property, for anything other than officially approved activities.

Contractor Disclosure and Notification Process

Report any situation that you feel is problematic or raises ethical questions. You can do this at any time, including when you are onboarded; you renew your commitment; or when you are assigned projects for review or receive a new contract for services. This includes, but is not limited to, conflicts with Employees, Applicants, Funded Companies, and/or SDTC's Board of Directors. Update these declarations anytime your situation changes.

- On receipt of a request from SDTC to provide services in relation to an Applicant or Funded Company, you will be given the company name, consortia members, and a brief description of the technology under consideration. You must declare any conflicts.
- Any Contractors who become involved in the funding process as an Applicant or Contractor providing a service to the Applicant are removed from the SDTC roster of Expert Reviewers and Selection Panelists. Any employee or Board member of an Applicant or Funded Company cannot act as an Expert Reviewer, Selection Panelist or other Contractor if they are in a position to influence funding decisions.
- For help on resolutions of conflicts of interest the [Conflict of Interest Process](#) will be followed. For real conflicts, the Contractor will be recused of related services. In the event of a potential or perceived conflicts of interest, the Ethics Advisor shall be engaged and the recommendations will be ratified by the COO unless it involves the COO in which case it will be ratified by the Chair of the Board of Directors.



Any questions? Need advice? Please reach out to your SDTC contact.

Additional standards/information

Employees	Contractors
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<p>Documents for which Employees are governed by:</p> <ul style="list-style-type: none"> • Offer of Employment Agreement • Employee Conflict of Interest Declaration Form • Employee Conflict of Interest Process 	<p>Documents for which Contractors are governed by:</p> <p><u>Expert Reviewers</u></p> <ul style="list-style-type: none"> • Expert Reviewer Agreement • Confidentiality Agreement • Expert Review Conflict Declaration (project specific) – Digital Form <p><u>Contractors excluding Expert Reviewers</u></p> <ul style="list-style-type: none"> • Contract Template • Contract Amendment Template (short form) • Contract Amendment Template (long form) • Confidentiality Agreement • Conflict Declaration Form for Contractors
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5.5 DO NOT GIVE OR ACCEPT INAPPROPRIATE GIFTS

In the context of a professional relationship, giving or accepting gifts may influence the judgement and decisions of those involved, or give the impression that you are accountable to someone.

As a general rule, you should not offer gifts in the course of your duties or accept gifts from individuals or organizations that do (or wish to do) business with SDTC. Family members and those in a close relationship with you also should not accept such gifts.

However, depending on the context, a gift may be acceptable if it meets the following criteria:

1. The value of the gift is less than \$25.
2. It is a normal form of courtesy or hospitality in a given context.
3. It does not threaten your objectivity or impartiality.

Your commitment before accepting a gift.

- Notify your leader, via email, of any gift that does not meet any of the above three criteria.
- If you have any doubts about the acceptability of a gift, consult your leader or People & Culture. As a leader, assess the acceptability of gifts received by your team members and consult People & Culture if needed.

You must assess the context in which the gift is given

Acceptable gifts are normally those offered in a business development or professional development context by someone who is not trying to influence your decisions.

Examples of gifts that are normally acceptable (depending on the context)	Examples of gifts you must refuse
<ul style="list-style-type: none"> • Token seasonal gifts, where such gifts are a common cultural feature, and the modest gift is of no discernable financial value; • Modest, occasional meals with a business partner that fall within the Company’s financial limits; 	<ul style="list-style-type: none"> • Anything illegal • Cash or cash equivalents, such as gift vouchers, shares, or other items redeemable for cash, regardless of the amount involved; • Meals with an applicant or funded company;

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<ul style="list-style-type: none"> • Small corporate, promotional gifts, for example pens marked with the company logo and similar items; 	<ul style="list-style-type: none"> • Anything that is extravagant or not commensurate with the occasion; • Anything that could affect or appear to affect the recipient’s business judgement; • Anything that is counter to the Organization’s principles and ethical business practices; • Anything offered to someone who is about to make a business decision for the organization; • Anything that would damage the Organizations’ reputation if publicly reported, either locally or nationally; • Anything that contravenes the recipient’s internal rules and standards, including government officials who in many countries are themselves subject to particularly stringent regulation; • Any gift or benefit that has to be kept secret from other colleagues, an employee’s immediate line manager or any other relevant parties.
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5.6 POST-EMPLOYMENT

Conflict of Interest Post Employment

Without unduly restricting their ability to seek other employment, former Employees should undertake to minimize the possibility of real, perceived, or potential conflicts of interest between their new employment and their most recent responsibilities with SDTC. Former Employees are reminded of their obligations to protect confidential information obtained during the course of their employment with SDTC.

A former SDTC Employee shall not give advice to their clients/employer using information that is not available to the public concerning the applications, programs, policies, or processes of SDTC.

Disclosure

Before leaving SDTC, Employees must disclose, in a confidential report to their direct reporting manager, the name of the organization of employment that could place them in a real, apparent, or potential conflict of interest situation. They must also promptly disclose the acceptance of any such offer.

YOUR COMMITMENT TO THE CODE

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In the event of non-compliance with the Code

<p>Possible disciplinary actions</p> <p>In the event of a breach of the Code, we will review your actions to determine whether your conduct was dishonest, unethical, reprehensible or illegal.</p> <p>If so, you will be subject to disciplinary action that reflects the nature and severity of the situation. Disciplinary action may include termination of employment or termination of the contract or business relationship.</p>
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Who ensures observance and interpretation of the Code?

<p>VP, People & Technology</p> <ul style="list-style-type: none"> Responsible for the Code and its application. Interprets the Code when necessary. Informs the Board of Directors of SDTC's compliance with the Code. 	<p>Board of Directors</p> <ul style="list-style-type: none"> Oversees compliance with the Code within SDTC. Approves revisions of the Code. 	<p>Ethics Advisor</p> <ul style="list-style-type: none"> External third party that provides services (including legal and compliance advice) pertaining to conflict of interest
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Your initial commitment and annual renewal

	Employees	Contractors
<p>You sign the Code when you join the team</p>	<p>When you are hired, you must:</p> <ul style="list-style-type: none"> Complete the BambooHR policy sign off certifying that you have read, understood, and will comply with this Code. Disclose any real, potential or perceived conflicts of interest. 	<p>When you're onboarded, you must: Sign that you have read, understood, and will comply with this Code. This confirmation is part of your agreement or contract with SDTC.</p> <p>If you assign more than one person to perform the services related to your agreement or contract, you must also:</p> <ul style="list-style-type: none"> Provide a copy of the Code to all these individuals and ensure that they sign and comply with the Code at all times.
<p>You renew your commitment to the Code every year</p>	<ul style="list-style-type: none"> Complete the BambooHR written disclosure process certifying that you have read, understood, and will comply with the Code. Complete, throughout the year, a new disclosure as soon as a new situation arises that may lead to any real or potential conflicts of interest. 	<p>You must sign the Code annually to ensure your compliance with it, as well as that of all the individuals assigned to perform the services related to your agreement or contract with SDTC.</p> <p>This is a condition of maintaining your business relationship with SDTC.</p>

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	This is a condition of maintaining your employment contract with SDTC.	
Post-Employment	At the end of employment or contract with SDTC, the SDTC Employee or Contractor shall return to SDTC all documents containing confidential information. For the purposes of this Code, “document” means any material that contains confidential information and includes, without restricting the generality of the foregoing, any papers, notebook, register, tape, cassette, diskette, data bank, computer listing, photograph, negative, video, film, or compact disk.	

ACKNOWLEDGEMENT OF CODE OF ETHICS

Introduction

Upon joining SDTC and every year following, each SDTC Employee and Contractor is to receive the Code of Ethics for their review, understanding and compliance. This document acknowledges their responsibility in reading, understanding, and complying with the material. A copy of this signed document is kept in SDTC’s Human Resources Information System (HRIS).

Acknowledgement

I, the undersigned, acknowledge that I have received, read, and understood the above-mentioned Code of Ethics. I understand that by signing this form, I commit to comply with the Code of Ethics of SDTC in its entirety.

Name (Please Print)

Signature

Date

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APPENDIX A: DEFINITIONS

The following are the terms and definitions as they apply to the Code of Ethics.

- **Applicant:** refers to a company that has an active request for funding to SDTC.
- **Blackout Period:** refers to the moment a company has submitted a request for funding to SDTC until the public announcement that this company has received SDTC funding.
- **Contractor:** All expert reviewers (including Seed jury members), consultants, suppliers, and any other contractors who provide services or goods to SDTC (referred to in this document collectively as “Contractors”).
- **Contract Administrator:** The individual responsible for preparing and reviewing a contract for a Contractor.
- **Expert Reviewer:** means a person who is hired by SDTC for the specific purpose of reviewing Start-Up and/or Scale-Up stream applications for funding that have been submitted to SDTC.
- **Employee:** All individuals (including Leaders) who are employed or retained by SDTC, including full-time, part-time, term or contract employees (referred to in this document as “Employees” and individually as “Employee”).
- **Family Member:** any parent, Spouse or child.
- **Friend:** includes the range of relationships, as defined by the Office of the Conflict of Interest and Ethics Commissioner of Canada (Ethics Commissioner), “where personal and professional interactions become intertwined to such an extent that it becomes difficult to draw the line between the two. In such cases, the public office holder's judgment in the exercise of their official powers and duties can reasonably be impaired.”
- **Funded Company:** refers to a company whose project has been approved for funding by SDTC’s Board of Directors and one of the following:
 - is in the process of executing a Project Funding Agreement;
 - has executed a Project Funding Agreement and whose project is active;
 - has executed a Project Funding Agreement and whose project is inactive but has not yet reached its date of completion; or
 - has executed a Project Funding Agreement where the post project reporting period stated in the agreement has not yet elapsed.
- **Project Funding Agreement:** refers to the legal contract entered into between SDTC and a Funded Company which stipulates the terms and conditions of SDTC funding.
- **Related Parties:** means, with respect of an Individual covered by this Policy, the Individual’s Family Members, and any corporation, partnership, trust, or other entity controlled, directly or indirectly, by the Individual or any of the Individual’s Family Members.
- **Selection Panelist:** a person who is engaged by SDTC to serve as an Expert Reviewer for the purpose of evaluating Seed stream applications for funding that have been submitted to SDTC.
- **Spouse:** Being a person to whom a person is married or with whom the person is living in a conjugal relationship outside of marriage.