

**GENERAL FUSION GROUP LTD.
CODE OF BUSINESS CONDUCT AND ETHICS**

PURPOSE

General Fusion Group Ltd. (the “**Company**”) has adopted this Code of Business Conduct and Ethics (this “**Code**”) to set forth guidelines for promoting and maintaining the Company and its affiliates and subsidiaries’ integrity, trust, and respect.

APPLICATION OF POLICY

Each of the groups of persons set out in the attached Schedule A (Contractors, Directors, Employees and Officers (collectively, “**Company Personnel**”) are expected to be familiar with this Code and to adhere to the principles and procedures set forth below. Ignorance of this Code will not excuse individuals from its requirements.

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek clarification from your supervisor, or through the manner provided for in this Code.

Certain of the topics covered by this Code are addressed in more detail in other policies adopted by the Company including in particular the Insider Trading Policy and the Corporate Disclosure Policy, and compliance with this Code requires compliance with those additional policies and other guidelines and instructions provided by the Company from time to time.

CONFLICTS OF INTEREST

All Company Personnel have an obligation to act in the best interest of the Company. Company Personnel are expected to avoid situations where their personal interest could conflict with, or even appear to conflict with, the interests of the Company and its shareholders.

A “conflict of interest” occurs when an individual’s private interest interferes in any way—or even appears to interfere—with the interests of the Company. A conflict situation can arise when Company Personnel take actions or have interests that may make it difficult to perform their work objectively and effectively. Conflicts of interest also arise when Company Personnel or a member of their family receives improper personal benefits as a result of the Company Personnel’s position in the Company. Company Personnel shall perform the responsibilities of their positions on the basis of what is in the best interests of the Company and free from the influence of personal considerations and relationships.

By way of example, a conflict of interest may arise if any Company Personnel:

- Have a personal interest in a transaction or agreement involving the Company;
- Accept a gift, service, payment or other benefit (other than a nominal gift) from a competitor, supplier or customer of the Company, or any entity or organization with which the Company does business or seeks or expects to do business;
- Lend to, borrow from, or have a material interest in a competitor, supplier, or customer of the Company or any entity or organization with which the Company does business or seeks or expects to do business (other than routine investments in publicly traded companies);
- Knowingly compete with the Company or divert a business opportunity from the Company (see “*Corporate Opportunities*” below);
- Serve as an officer, director, employee, consultant, or in any management capacity, in an entity or organization with which the Company does business or seeks or expects to do business (other than routine business involving immaterial amounts, in which Company Personnel have no decision-

- making or other role);
- Knowingly acquire, or seek to acquire an interest in property (such as patent rights, securities, or other properties) where the Company has, or might have, an interest; or
- Participate in a venture in which the Company has expressed an interest.

Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, you must first notify your supervisor or, if you are a Board member, the Chair of the Audit Committee, and then seek written approval to engage in the activity, transaction and/or relationship.

Conflicts of interest may not always be clear-cut, so if you have any questions, you should consult your supervisor or a senior executive of the Company.

CORPORATE OPPORTUNITIES

All Company Personnel owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises. Company Personnel are prohibited from directly or indirectly (a) taking personally for themselves (or for the benefit of family members or friends) opportunities that are discovered through the use of Company assets, property, information or positions; or (b) competing with the Company for business opportunities; provided, however, if the Company's disinterested directors of the Board of Directors determine that the Company will not pursue an opportunity that relates to the Company's business, Company Personnel may do so, after notifying the disinterested directors of the Board of Directors of their intended actions in order to avoid any appearance of conflict of interest.

DISCLOSURE AND BUSINESS RECORDS

The information in the Company's public communications, including in all reports and documents filed with or submitted to the Securities and Exchange Commission and to any Canadian securities regulatory authority, must be full, fair, accurate, timely and understandable. To ensure the Company meets this standard, all Company Personnel (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the Company's Corporate Disclosure Policy and all disclosure requirements, processes and procedures applicable to the Company commensurate with their duties.

Company Personnel are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

The integrity of the Company's record keeping systems will be respected at all times. All financial books, records and accounts must accurately reflect transactions and events, and conform both to generally accepted accounting principles and to the Company's system of internal controls. No entry may be made that intentionally hides or disguises the true nature of any transaction. No Company Personnel shall create or condone the creation of a false record. Company Personnel should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information. No Company Personnel shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Company.

The Company prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Company is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Company Personnel must at all times comply fully with applicable law of the cities, provinces, states and

countries in which the Company operates (including any laws prohibiting insider trading, money laundering, bribery and improper payments) including all applicable anti-corruption laws and regulations, including the Corruption of Foreign Public Officials Act (Canada) and the U.S. Foreign Corrupt Practices Act and all applicable environmental, health and safety laws. Company Personnel are expected to be sufficiently familiar with any legislation that applies to their circumstances and shall recognize potential liabilities, seeking advice where appropriate.

Company Personnel should avoid any situation that could be perceived as improper, unethical or indicate a casual attitude towards compliance with the law. No employee, officer or director shall commit or condone an illegal act or instruct another employee to do so.

Obedying the law, both in letter and in spirit, is the foundation on which the Company's standards of conduct are built. If a law conflicts with these guidelines, Company Personnel should comply with the law and consult his or her supervisor or the General Counsel to discuss the situation.

RESPECT FOR THE HEALTH AND SAFETY OF ALL EMPLOYEES

The Company is committed to making its workplace safe, secure and healthy for all Company Personnel. The Company expects Company Personnel to promote a positive working environment for all and to comply with the Company's policies concerning environmental, health and safety matters, discrimination, harassment, abusive conduct, or other inappropriate conduct.

INSIDER TRADING

Trading on material non-public information is a violation of U.S. and Canadian securities law. Company Personnel in possession of material non-public information about the Company or companies with whom the Company does business must abstain from trading or advising others to trade in the respective company's securities from the time that they obtain such material non-public information until the information is generally disclosed. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell or hold the securities in question. To use non-public information for personal financial benefit or to "tip" others, including family members, who might make an investment decision based on this information is not only unethical but also illegal. All Company Personnel are required to read carefully and observe the Company's Insider Trading Policy, as amended from time to time.

CONFIDENTIALITY

In carrying out the Company's business, Company Personnel may learn confidential or proprietary information about the Company, including, without limitation, about its business and affairs and its customers, employees, distributors, suppliers or joint venture partners. Confidential or proprietary information includes all non-public information relating to the Company, or other companies acquired as a result of or in connection with the individual's role with the Company. Company Personnel must maintain the confidentiality of all information so entrusted to them by the Company, except when disclosure is authorized by the Company or legally mandated.

Company Personnel must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas such as planes, elevators, and restaurants and on mobile phones. These confidentiality obligations continue even after employment with the Company ends.

FAIR DEALING AND COMPETITION

The Company supports the goal of fair and open competition and a free market economy. Company Personnel shall deal honestly and fairly with the Company's customers, service providers, suppliers and competitors. No Company Personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice, nor should they, directly or indirectly, enter into any formal or informal agreement with competitors that fixes or controls prices, divides or allocates markets, limits the production or sale of products, boycotts certain suppliers or customers, eliminates competition or otherwise unreasonably restrains trade.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All Company Personnel must protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used only for the Company's legitimate business purposes. The obligation of Company Personnel to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.

REPORTING, ACCOUNTABILITY AND ENFORCEMENT

Company Personnel should immediately report suspected violations of laws, rules, regulations or this Code (each, an **"Incident"**) in accordance with the Company's Whistleblower Policy.

To encourage Company Personnel to report any and all violations, the Company prohibits discrimination, harassment and/or retaliation of any sort against any employee, officer or director who legitimately and in good faith reports an Incident or provides information or otherwise assists in an investigation or proceeding regarding an Incident, and any such discrimination, harassment or retaliation is itself a violation of Company policy and may result in immediate and appropriate corrective action, up to and including termination of employment.

AMENDMENTS AND WAIVERS

The Company will periodically review this Code. This Code may be amended, modified or waived by the Board of Directors.

Any waiver of this Code for our directors or executive officers may be made only by the Audit Committee of the Board of Directors and will be disclosed to the public as required by law or the rules of the Nasdaq Stock Market or any other applicable stock exchange or securities laws, when applicable. Waivers of this Code for other Company Personnel may be granted only by our Chief Executive Officer or Chief Financial Officer and will be reported to the Audit Committee.

SCHEDULE A

“**Contractors**” means independent contractors (who are engaged in an employee-like capacity) of the Company or any of its subsidiaries and are advised they are subject to this Code;

“**Directors**” means directors of the Company or any of its subsidiaries;

“**Employees**” means full-time, part-time, contract or secondment employees, consultants, and other individuals and entities who are engaged or retained by the Company or its subsidiaries for a significant portion of their working hours; and

“**Officers**” means officers of the Company or any of its subsidiaries, as determined by the *Business Corporations Act* (British Columbia).