



## CODE OF ETHICS

### SCOPE OF POLICY

#### Purpose of the Code of Ethics

The purpose of a Code of Ethics ("COE") is to define certain fundamental principles, policies and procedures that will govern the directors, officers, consultants, advisors, contractors and employees (the "Representatives") of Victory Ventures Inc. (the "Company").

This COE will assist to:

- Establish a framework for accepted/unacceptable behaviours
- Prompt high standards of business conduct and practice
- Promote accountability and adherence to this COE
- Develop a corporate culture steeped in honest and ethical conduct

#### Principles of this COE

The Company is committed to conducting its business in accordance with applicable laws, rules and regulations and to the highest standard of business ethics. It is intended that the Company's business practices are compatible with the economic, environmental and social priorities of the areas in which we operate. Any Representative of the Company is expected to comply with this COE in all aspects of their business activities. Where uncertainty exists in certain applications of this COE, you are expected to seek guidance through the channels provided. Violators of this COE will be subject to disciplinary action.

### CONFLICTS OF INTEREST

#### Explained

The Company's Representatives have an obligation to give their complete loyalty to the best interest of the Company. They must avoid any action that may involve or appear to involve a conflict of interest with the Company. These Representatives should not have any financial or other business relationships with suppliers, customers or competitors that might impair the independence of any judgment they may need to make on behalf of the Company. Any potential conflict of interest must be reported to the appropriate person as outlined in the reporting of violators section of this COE.

#### Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals, tickets to sporting or cultural events, discounts, travel, accommodation, merchandise or services. In some cultures these gifts play an important role in business relationships. However, a problem may occur when such courtesies compromise or appear to compromise your ability to make objective and fair business decisions.

Offering or receiving a gift that may be perceived to unfairly influence a business relationship should be avoided. No gift or entertainment should be given, provided or accepted by any Representative of the Company unless it is not a cash gift, is consistent with customary practices, is not excessive in value, cannot be construed to be a bribe or payoff, and does not violate any applicable laws or regulations.

## **Competitive Practices**

The Company believes that fair competition is one of its core values. In this regard the Company complies with and supports laws of which prohibit restraints of trade, unfair practices, or abuses of economic power. Therefore the Company will not enter into arrangements that would restrict its ability to compete with other businesses or the ability of any other business to compete fairly with the Company.

This COE prohibits its Representatives from entering into understandings that may result in unfair business practices or anticompetitive behavior; to never offer, or promise to pay or give anything of value, directly or indirectly, to any official for the purposes of influencing an act or a decision related to retaining or obtaining business directly or directing business to any other person, company or organization.

## **Public Relations**

The Company's Chief Executive Officer (CEO) and Non-Executive Chairman (NEC) are responsible for public relations, including all contact with media. To the extent that there is a vacancy in either position, then the acting individual shall be responsible for public relations and media contact. All other Representatives may not respond to inquiries or requests for information unless specifically authorized to do so. If contacted by the media, representatives must refer the contact to the CEO or NEC.

Representatives must be careful not to disclose confidential, personal or business information through public or casual discussions and must have read and are familiar with the Company's **Disclosure Policy**.

## **LEGAL COMPLIANCE**

### **Compliance with Laws, Rules, and Regulations**

All Company Representatives are expected to comply in good faith at all times with all applicable laws, rules, and regulations and to behave in an ethical manner. Representatives are required to educate themselves on laws, rules and regulations that govern their work. When an individual has questions or is uncertain of the laws that govern them, they should seek assistance in understanding these laws from the Corporate Secretary.

All Company Representatives are subject to Insider Trading Regulations. Security Laws prohibit the trading in securities of any company while in possession of material, non-public information regarding such company. Each Representative will receive a copy of the Company's **Disclosure Policy** upon hiring or appointment. The policy will be updated periodically and it is up to the individual to ensure that they thoroughly understand the policy and any changes or updates. Informational sessions will be held from time to time and Representatives are encouraged to continuously educate themselves about these laws, rules and regulations.

### **Additional Conditions for Directors and Senior Officers**

The following additional conditions apply to directors and senior officers of the Company. A director or senior officer of the Company must file an insider report with the Canadian provincial and territorial securities regulations within 5 days of a purchase or sale of the Company's securities or grant of stock option. In order to reduce the likelihood of the violation of these trading and tipping restrictions, the Company has adopted the following policy:

- i. Trading in the Company's securities, or related securities such as options, must not take place during blackout periods. Each blackout period begins one business day before the issuance of a news release and ends at the end of the second business day after the day the Company issues the release publically. If there are any doubts whether or not any particular day is within a blackout period contact the NEC or Corporate Secretary. In addition, when the director or senior officer is aware of a material fact that has not yet been disclosed to the public, they must remain in blackout until the material change has been reported publically.

- ii. Each year the Company holds an annual shareholder meeting. In connection with these meetings, it mails out a proxy circular to its shareholders giving notice of the shareholder meeting and providing information to shareholders with respect to matters of business to be dealt with at the meeting. A director or senior officer must not trade from the date of mailing until the end of the fifth business day following the date of mailing of a proxy circular to shareholders. This restriction also applies to special or extraordinary shareholder meetings. If there are any doubts as to when this period applies, contact the NEC or Corporate Secretary.
- iii. Directors and senior officers are encouraged to give prior notice to the NEO or Corporate Secretary of their intention to exercise a stock option and obtain confirmation that any sale of securities in connection with the exercise of a stock option will not occur during a blackout period.

### **Notification of Blackout Periods**

The NEC or the Corporate Secretary will endeavour to notify the appropriate parties by e-mail of any blackout periods. If you are not certain of the current blackout status please confirm by contacting the above individuals prior to engaging in activities involving the Company's securities.

### **Confidential Information**

During the normal course of business, Representatives will have access to business information and records of a confidential nature. Confidential information is described as: "information which has not been made public by the Company through its public channels". Confidential business information is not to be disclosed externally or used for inappropriate purposes. See the Company's *Disclosure Policy*. This requirement applies both during and after termination of employment or services.

### **Financial Reporting and Records**

The Company maintains accurate and complete records. Honest and accurate recording and reporting of information is critical to our financial reporting and our ability to make business decisions. Transactions between the Company and outside individuals and organizations are promptly and accurately entered in our books in accordance with generally accepted accounting practices and principles.

All Representatives who have control over the Company's assets and transactions are responsible for establishing or maintaining a system of internal controls in their area of responsibility designed to prevent unauthorized, unrecorded transactions, and permit the preparation of financial statements according to acceptable accounting principles.

No one shall rationalize or even consider misrepresenting facts or falsifying records. All Representatives have a responsibility to ensure that the Company's records, including accounting records, do not contain any false or misleading entries or omissions.

No Representative shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the independent auditors of the Company.

### **Records Retention**

Records should be retained and destroyed in accordance with any existing legal requirements.

## **COMPANY ASSETS**

### **Use of Company Property**

All Company Representatives are required to protect the assets and opportunities and ensure their efficient use. Assets (information, technology, intellectual property, property, buildings, equipment, machines, software and cash) must be used for legitimate business purposes only. Company assets may not be used for illegal purposes.

### **Destruction or Theft of Property**

Theft, carelessness and waste have a direct impact on the Company's operations. All Company Representatives shall not damage, destroy or misplace any property of the Company.

### **Intellectual Property of Others**

Company Representatives may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner. Software used in connection with the Company's operations must be properly licensed and used only in accordance with that license.

### **Information Technology**

Email systems and internet services are provided to help us perform our duties. Occasional personal use is permitted, but not for personal gain or improper use. Your messages including voice mail and computer information are considered to be the property of the Company and therefore you will not be entitled to any privacy in regard to these messages.

### **Corporate Opportunities**

Company Representatives are not allowed to take for themselves opportunities that arise through the use of corporate property, information or position, or from using corporate property information or position for personal gain. Representatives have a duty to advance the interests of the Company and when opportunities arise they are obligated to use these opportunities for corporate advancement.

## **WORKPLACE**

### **Harassment or Discrimination**

All Company Representatives deserve a workplace where they are respected, satisfied, and appreciated. The Company respects cultural diversity and will not tolerate harassment or discrimination prohibited by law. We are committed to equal opportunity in all aspects of employment.

Providing an environment that supports honesty, integrity, respect, trust, and responsibility permits us the opportunity to achieve excellence in the workplace. While everyone who works with the Company must contribute to the creation and maintenance of such an environment, our executives and management assume the special responsibility for fostering a work environment that is free from the fear of retribution and will bring out the best in all of us. Managers must be careful in words and deeds to avoid placing or seeming to place pressure on subordinates that could cause them to deviate from acceptable ethical behaviour.

### **Environment, Health and Safety**

The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations and has developed a Environment, Health, Safety and Community Policy ("HSE&C") All Company Representatives must report any safety issues as they arise so that corrective action may be taken. Each Field

Employee or Company Representative is expected to be educated and aware of the policies that are applicable to their particular job description.

#### **WAIVERS OF THE COE**

Any waiver of this Code of Ethics with respect to any Representative may only be made by the Board of Directors. Any such waiver will be promptly disclosed as required by applicable laws or regulatory policies.

If you observe or become aware of an actual or potential violation of this COE or any law or regulation, it is your responsibility to report the incident. The COE is designed to provide a safe environment, without reprisal, for the reporting of any incident.

The disciplinary measures are to be conducted by the Board of Directors for the Company. Measures that may be invoked could include counseling, oral or written reprimand, warnings, probation or suspension without pay, demotions, termination of employment and restitution.

#### **ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION**

All Representatives will acknowledge and confirm in writing on an annual basis that they are fully compliant with this COE or will report in writing to the Board of Directors the details where they are not compliant.