



FUNCTIONAL AREA Policy

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Functional Area:	Companywide
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Reviewed By:	Mark Gibbens
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Introduction

This Code of Business Conduct and Ethics ("Code") of GameChange Solar Corp. and its subsidiaries (the "Company") summarizes the values, principles and business practices that guide our business conduct. This Code sets out a set of basic principles to guide employees regarding the minimum requirements expected of them; however, this Code does not provide a detailed description of all employee policies. For purposes of this Code, references to "employees" include employees, officers and directors of the Company.

It is the responsibility of all employees to maintain a work environment that fosters fairness, respect and integrity; and it is our Company policy to be lawful and highly- principled in all our business practices. All employees are expected to become familiar with this Code and to apply these guiding principles in the daily performance of their job responsibilities. All employees of the Company are responsible for complying with this Code. This Code should also be provided to and adhered to by every agent, consultant or representative of the Company.

All employees are expected to seek the advice of their manager within the Company when questions arise about issues discussed in this Code and any other issues that may implicate the ethical standards or integrity of the Company or any of its employees.

Taking actions to prevent problems is part of our Company's culture. If you observe possible unethical or illegal conduct, you are encouraged to report your concerns. If you report, in good faith, what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to serious disciplinary action by the Company.

Failure to abide by the guidelines addressed in this Code will lead to disciplinary actions, including dismissal where appropriate and allowed by law.

1. Compliance with Laws, Rules and Regulations

We have a long-standing commitment to conducting our business in compliance with applicable laws and regulations and in accordance with the highest ethical principles. This commitment helps ensure our reputation for honesty, quality and integrity.

2. Conflicts of Interest

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee or a member of his or her family receives improper personal benefits (including personal loans, services or payment for services that the person is performing in the course of Company business) as a result of his or her position in the Company or gains personal enrichment through access to confidential information. Conflicts of interest can arise in many common situations, despite one's best efforts to avoid them. Employees are encouraged to seek clarification of, and discuss questions about, potential conflicts of interest with their manager..

3. Gifts and Entertainment

Business gifts and entertainment are designed to build goodwill and sound working relationships among business partners. A problem could arise if (1) the receipt by one of our employees of a gift or entertainment would compromise, or could be reasonably viewed as compromising, that individual's ability to make objective and fair business decisions on behalf of the Company or (2) the offering by one of our employees of a gift or entertainment appears to be an attempt to obtain business through improper means or use improper means to gain any special advantage in our business relationships or could reasonably be viewed as such an attempt.



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The responsibility is on the individual employee to use good judgment and ensure there is no violation of these principles. If you have any question or uncertainty about whether any gifts or proposed gifts are appropriate, please contact your manager within the Company.

4. Discrimination and Harassment

The Company is committed to providing a work environment that values diversity among its employees. All human resources policies and activities of the Company intend to create a respectful workplace in which every individual has the incentive and opportunity to reach his or her highest potential.

We are firmly committed to providing equal employment opportunities to all individuals and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on age, race, gender, sexual orientation or ethnic characteristics and unwelcome sexual advances or comments. This policy applies to both applicants and employees and in all phases of employment.

All levels of supervision are responsible for monitoring and complying with the Company's policies and procedures for handling employee complaints concerning harassment or other forms of unlawful discrimination. Because employment-related laws are complex and vary from state to state and country to country, supervisors should obtain the advice of their manager in advance whenever there is any doubt as to the lawfulness of any proposed action or inaction.

5. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has a responsibility to ensure that our operations meet applicable government or Company standards, whichever is more stringent. All employees are required to be alert to environmental and safety issues and to be familiar with environmental, health and safety laws and Company policies applicable to their area of business. Since these laws are complex and subject to frequent changes, you should obtain the advice of your manager whenever there is any doubt as to the lawfulness of any action or inaction.

Threats or acts of violence and physical intimidation are not permitted. The use of illegal drugs in the workplace will not be tolerated.

6. Record-Keeping and Retention

Many persons within the Company record or prepare some type of information during their workday, such as timecards, financial reports, accounting records, business plans, environmental reports, injury and accident reports, expense reports, and so on. Many people, both within and outside the Company, depend upon these reports to be accurate and truthful for a variety of reasons. These people include our customers, employees, governmental agencies, auditors and the communities in which we operate. Also, the Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. We maintain the highest commitment to recording information accurately and truthfully.

All financial statements and books, records and accounts of the Company must accurately reflect transactions and events and conform both to required legal requirements and accounting principles and also to the Company's system of internal accounting. As a Company employee, you have the responsibility to ensure that false or intentionally misleading entries are not made by you, or anyone who reports to you, in the Company's accounting records. Regardless of whether reporting is required by law, dishonest reporting within the Company, or to organizations or people outside the Company, is strictly prohibited. All officers and employees of the Company that are responsible for financial or accounting matters are also required to ensure the full, fair, accurate, timely and understandable disclosure in all periodic reports required to be filed by the Company. This commitment and responsibility extends to the highest levels of our organization, including our President, Chief Executive Officer, Chief Financial Officer and Controller.

7. Confidentiality

Information is one of our most valuable corporate assets, and open and effective dissemination of information is critical to our success. However, much of our Company's business information is confidential or proprietary.



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Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or our customers, if disclosed. Employees must maintain the confidentiality of confidential information entrusted to them by the Company, except when disclosure is authorized by a senior official of the Company or as required by laws or regulations. It is also our Company's policy that all employees must treat what they learn about our customers and suppliers and each of their businesses as confidential information. The protection of such information is of the highest importance and must be discharged with the greatest care for the Company to merit the continued confidence of such persons.

Confidential information to such person (or their company) is information it would consider private, which is not common knowledge outside of that company and which an employee of the Company has learned as a result of his or her employment by the Company. For example, we never sell confidential or personal information about our customers and do not share such information with any third party except with the customer's consent or as required by law. No employee may disclose confidential information owned by someone other than the Company to non-employees without the authorization of the Company's senior manager, nor shall any such person disclose the information to others unless a need-to-know basis and appropriate safeguards have been established.

Employees of the Company should guard against unintentional disclosure of confidential information and take special care not to store confidential information where unauthorized personnel can see it, whether at work, at home, in public places or elsewhere. Situations that could result in inadvertent disclosure of such information include: discussing confidential information in public (for example, in restaurants, elevators or airplanes); talking about confidential information on mobile phones; working with sensitive information in public using laptop computers; and transmitting confidential information via fax. Within the workplace, do not assume that all Company employees, contractors or subsidiary personnel should see confidential information.

The obligation not to disclose confidential information of the Company and our customers and suppliers continues for an employee even after you leave the Company. As such, the Company respects the obligations of confidence Company employees may have from prior employment and asks that employees not reveal confidential information obtained in the course of their prior employment. Company employees must not be assigned to work in a job that would require the use of a prior employer's confidential information.

8. Proprietary Information

Our Company depends on 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, for its continued vitality. If our intellectual property is not protected, it becomes available to other companies that have not made the significant investment that our Company has made to produce this property and thus gives away some of our competitive advantage. All of the rules stated above with respect to confidential information apply equally to proprietary information.

All employees are required to sign a non-disclosure agreement that restricts disclosure of proprietary, trade secret and certain other information about the Company, its joint venture partners, suppliers and customers. The policy set forth in this Code applies to all employees, without regard to whether such agreements have been signed. It is the responsibility of every Company employee to help protect our intellectual property. Management at all levels of the Company is encouraged to foster and maintain awareness of the importance of protecting the Company's intellectual property.

All intellectual property, including any patents, inventions, or rights of authorship resulting from the work of Employees in the course of their employment is the exclusive property of the Company.

9. Protection and Proper Use of Company Assets

Collectively, employees have a responsibility for safeguarding and making proper and efficient use of the Company's property. Each of us also has an obligation to protect the Company's property from loss,



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damage, misuse, theft, embezzlement or destruction. Theft, loss, misuse, carelessness and waste of assets have a direct impact on the Company's profitability and may jeopardize the future of the Company. Any situations or incidents that could lead to the theft, loss, misuse or waste of Company property should be reported immediately to your manager within the Company as soon as they come to your attention.

10. Relationships with Government Personnel

Employees of the Company should be aware that practices that may be acceptable in the commercial business environment (such as providing certain transportation, meals, entertainment and other things of nominal value), may be entirely unacceptable and even illegal when they relate to government employees or others who act on the government's behalf. Therefore, you must be aware of and adhere to the relevant laws and regulations governing relations between government employees and customers and suppliers in every jurisdiction where you conduct business.

It is strictly against Company policy for employees to give money or gifts to any official or any employee of a governmental entity if doing so could reasonably be construed as seeking to influence any act or decision of the official in his or her capacity or to secure any other improper advantage in order to obtain or retain business. Such actions are generally prohibited by law.

We expect our employees to refuse to make questionable payments to any third parties (whether government officials or private parties). Any proposed payment or gift to a government official must be reviewed in advance in accordance with the Company's "Gift and Business Entertainment Policy" and other relevant policies. Employees should be aware that they do not actually have to make the payment to violate the Company's policy or the law, as merely offering, promising or authorizing a payment could be sufficient.

11. Failure to Comply

No Code can address all specific situations. It is, therefore, each employee's responsibility to apply the principles set forth in this Code in a responsible fashion and with the exercise of good judgment and common sense. If something seems unethical or improper, it likely is. Always remember: If you are unsure of what to do in any situation, seek guidance before you act.

A failure by any employee to comply with the laws or regulations governing the Company's business, this Code or any other Company policy or requirement may result in disciplinary action up to and including termination (where allowed by law), and, if warranted, legal proceedings. All employees are expected to cooperate in internal investigations of misconduct.

12. Reporting Illegal or Unethical Behavior; Compliance Procedures

As an employee of the Company, you are expected to conduct yourself in a manner appropriate for your work environment and are also expected to be sensitive to and respectful of the concerns, values and preferences of others. Whether you are an employee, contractor, supplier or otherwise a member of our Company family, you are encouraged to promptly report any practices or actions that you believe to be inappropriate.

Each reporting individual has an obligation to report what he or she believes is a material violation of law or policy or questionable accounting or auditing matter. Please see C-100-1 Whistleblower Policy on how to report, the appropriate channels for reporting as well as the company's commitment to investigate and ensure no retaliation.



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I CERTIFY THAT I HAVE READ AND UNDERSTAND ALL OF THE ABOVE INFORMATION AND I AM EXPECTED TO UPHOLD THIS CODE. FAILING TO READ OR ATTEST TO THE CODE DOES NOT EXCUSE YOU FROM THESE RESPONSIBILITIES. FURTHERMORE, I UNDERSTAND THAT VIOLATION OF THIS CODE MAY RESULT IN DISCIPLINARY ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT REGARDLESS OF THE AMOUNT OF TIME THAT HAS PASSED.

MY SIGNATURE IS EVIDENCE THAT I HAVE READ AND AGREE WITH THE ABOVE STATEMENTS.

Name: _____

Signature: _____

Date: _____