

Employee Code of Conduct

Introduction

1. What is a Code of Conduct/Ethics?

Brownlee Land Development (BLD Homes) and its subsidiaries and affiliates require that all employees, direct service providers, and agents of the Company (“Employees”) observe the highest levels of personal and professional ethics. This Code of Conduct/Ethics (this “Code”) is a set of rules and guidelines designed to support and promote this ethical behaviour. This Code does not provide rules and regulations for every situation you may encounter as an Employee of BLD Homes, but it addresses several key areas where the Company expects you to act in an ethical manner. In addition, and more importantly, this Code is intended to provide guidance to you in situations where it is not clear what the proper course of conduct may be. BLD Homes expects you to use your good judgment in making decisions with ethical implications. Ethical behaviour is entrenched in our Vision, Mission and Values and forms a core component of our Company and your employment with BLD Homes.

2. Why is this Code Important?

One of the cornerstones of success for our Company is our commitment to being fair and ethical. This requires the Company and you to commit to ethical dealings and business practices with fellow employees and with our clients, competitors, subcontractors, suppliers, consultants and other parties with whom the Company does business. Our people are the foundation on which our corporate culture is built. Each of us, through our decisions and actions, has the power to meet our commitment to ethical business practices and strong values, improve our workplace and enhance the Company’s reputation. As Employees of this Company, all of us must maintain this commitment.

3. Who does this Code apply to?

This Code applies to employees, direct service providers, and agents of the Company. The conduct outlined by this Code also encompasses the expectations under other Company policies dealing with ethical behavior.

Ethical Behaviour

1. Honesty

Honesty is an integral part of ethical behaviour and a key driver in earning the trust of our fellow Business Partners. You must take care to ensure that you always act honestly and that you do not misrepresent yourself or the Company, and if you discover that you

BLD Homes Employee Code of Conduct

have unintentionally done so, you should advise the appropriate persons within the Company and take immediate steps to remedy the misrepresentation.

2. Fairness and Respect

BLD Homes expects all its employees to deal with each other and our Business Partners in good faith and in a fair and respectful way. The determination of what is fair in any given situation can be subjective but is often just a matter of asking yourself what is “right” and considering how you would want to be dealt with in the same situation. BLD Homes endeavors to provide a workplace in which all people are treated fairly, with dignity, mutual respect and professionalism. BLD Homes will not tolerate unlawful discrimination, threats, violence, harassment or other unacceptable behaviour in the workplace. The Company is committed to providing equal opportunities in employment, appointment and advancement based on qualifications, job requirements and performance.

Conflict of Interest

1. What is a Conflict of Interest?

Conflicts of interest can arise in different ways but a conflict of interest generally arises where you have a competing interest with the interests of BLD Homes. This competing interest may result in a direct benefit (financial or otherwise) to you or your family or friends, or may result in BLD Homes not being able to achieve a result that is in its best interest. Conflicts of interest include, but are not limited to, situations:

- a. Where your private affairs or financial interests’ conflict with your work duties, responsibilities and obligations, or result in a public perception that a conflict exists; and
- b. That could impair your ability to act in the best interest of the Company. In this Policy, the use of the term “you” includes your family, friends and any organization in which you or they have an interest where the context allows. You should also avoid the appearance of any conflict of interest.

2. Employment Obligations

- Other Interests: It is a clear conflict to participate in or pursue a project, or approve a contract (or subcontract) relating to BLD Homes and in which you have an interest (financial or otherwise). In the performance of your duties, you must not:
 - a) Place yourself in a position of obligation to persons who might benefit or appear to benefit from special consideration with respect to the Company’s business;

BLD Homes Employee Code of Conduct

- b) Have a monetary interest that would conflict with the discharge of the duties owed to the Company;
- c) Disclose, discuss, use, take advantage of, benefit or appear to benefit from the use of information not generally available to the public and which has been acquired during your official Company duties; or
- d) Communicate with any level of government, or with any elected or appointed government official in relation to the business of the Company, unless you have specific Company authorization
- **Outside Employment:** As set out in our Employee Handbook, employees are strongly discouraged from engaging in outside employment that could negatively impact your work performance. Should you choose to engage in outside employment, you should be aware that this may create a conflict of interest, which would make your outside employment prohibited under this Code. Outside employment is a conflict of interest if:
 - a. It interferes with the performance of your duties;
 - b. It discredits, undermines or brings the Company into disrepute;
 - c. You gain an unfair advantage in relation to or from your outside employment;
 - d. It is performed in such a way as to appear to be an official act or to represent the Company's public positions or policies; or
 - e. It involves the use of Company premises, services, equipment or supplies to which you have access by virtue of your employment, unless official authorization is secured.

The above guidelines also apply when deciding whether to volunteer or participate as a board member for another company or other similar roles. You should not use your affiliation with BLD Homes to lend credibility to any of your external activities.

- **Business Partners.** You are prohibited from personally hiring a company (or its related companies or principals) that subcontracts or provides construction services to the Company (a "Business Partner"), whether the work to be done or services to be provided are for your own benefit or for the benefit of a friend or someone related to you. This policy is not intended to prohibit you from purchasing services or products from a retail vendor at its usual prices. Under no circumstances should you purchase goods or services for yourself and have them charged to the Company account, even if it is your intention to reimburse the Company for the cost. Similarly, Company purchase orders are not to be used for the purchase of goods or services that are for your own personal benefit. Notwithstanding the above, your manager may authorize you to hire or purchase from one of BLD Homes subcontractors or suppliers in circumstances where there is no conflict of interest in doing so.

3. Hospitality, Gifts, Services and Other Benefits

- **Receiving Gifts and Hospitality:** You and members of your family are prohibited from accepting gifts, benefits, favours or other accommodations that are outside normal business practices from any of the Company's Business Partners. Depending on the circumstances, normal business practice may include lunches, dinners, token gifts (e.g. hats, t-shirts), gift cards or entertainment (e.g. attending a hockey game with a subcontractor) on a reciprocal basis with business associates, provided that such gifts, benefits, favours or other accommodations do not, and do not appear to, create a perception of favouritism or otherwise compromise or appear to compromise your objectivity or integrity.
- **Personal Benefits:** Personal gifts in the form of cash, reduced prices for goods or services, work performed gratuitously, or loans of money, material or equipment should never be accepted at any time from Business Partners. If you are uncertain about the propriety of accepting some form of gift or accommodation or if an inappropriate gift or accommodation is offered, you should politely, but firmly, reject the offer and report such incidents to your manager.
- **Giving Gifts:** Gifts to employees of Business Partners with the intent of gaining some accommodation, concession or favour are prohibited. The Company prohibits bribery in any form and such conduct may also expose you to criminal prosecution. In a reciprocal manner to the guidelines provided in this section related to receipt of "small gifts", giving items such as Company logo t-shirts and hats to business associates is a form of business promotion and is not a violation of this Code.

4. Reporting Conflicts of Interest

Conflicts of interest are not always clear-cut. If you believe that a situation (whether you are involved directly or not) may or does amount to a conflict of interest, or the appearance of one, you must bring the matter to the immediate attention of your supervisor.

Confidential Information

1. Confidentiality and Trade Secrets

During your employment, you may come across or have access to Company information or information of Business Partners that is confidential or sensitive in nature ("Confidential Information"). Confidential Information may be marked as such, but may also not be or it may be information simply overheard. The protection of this Confidential

BLD Homes Employee Code of Conduct

Information is vital to the interests and success of the Company. Confidential information includes, but is not limited to, the following examples:

- a) Pending projects, tenders and proposals;
- b) Financial information;
- c) Correspondence, conversations or communications of any kind with or between any Business Partners;
- d) Trade Secrets, which includes any technical or business information of the Company (such as methods, processes, systems, and techniques, customer lists, pricing data, sources of supply, financial data and marketing or construction systems or plans
- e) Compensation data; and
- f) Employee information, including employee files and payroll records.

It is a violation of this Code to improperly use or disclose Confidential Information, even if you do not benefit from the disclosure of the information. Furthermore, such disclosure may contravene securities law and expose you to the possibility of substantial fines, civil liability, regulatory sanction or imprisonment. The obligation not to improperly disclose Confidential Information extends beyond the termination of your employment with BLD Homes. Immediately upon the termination of your employment from the Company, you shall return to the Company all documents and property of the Company, including but not necessarily limited to: all Confidential Information, drawings, blueprints, reports, manuals, correspondence, customer lists, computer software programs, and all other materials, and all copies including electronically stored copies, relating in any way to the Company's business or in any way obtained by you during the course of your employment. You further agree that you shall not retain copies, notes or abstracts of these documents or property. The Company may notify any future or prospective employer or third party of the existence of the nondisclosure provision and shall be entitled to full injunctive relief for any breach.

2. Your Personal Information

The Company collects from you and will take such steps as are required by law to protect your personal information. However, in the conduct of the Company's day to day business, the Company may use or disclose some of your personal information to its other Employees, or to government agencies or other organizations (the "Purpose"). Such use or disclosure, for example, may be necessary in relation to the management and processing of payroll and benefits records or for other business purposes. In today's global and technological business world, information is frequently stored and shared electronically, sometimes outside of Canada. This may include your personal information. The Company will use reasonable efforts to protect and safeguard your personal information and limit the use and disclosure of that information to what is

BLD Homes Employee Code of Conduct

necessary for the Purpose. You hereby acknowledge and consent to the collection, use and disclosure of your personal information as set out above.

3. Non-Solicitation

You agree that, if you leave the employment of the Company for any reason, you will not, for a period of 24 months, whether directly or indirectly, solicit business from any current or former client of the Company or in any manner, whether directly or indirectly, request or seek to persuade any individual or group of individuals to discontinue their employment or business relationship with the Company. You also agree that a breach of this provision will cause irreparable harm to the Company, for which there is no adequate remedy in damages, and you agree that the Company is entitled to an interim, interlocutory, and permanent injunction to prevent continuing harm.

Acknowledgement and Agreement

I, _____, acknowledge that I have read and understand the Employee Code of Conduct of BLD Homes. I agree to adhere to this policy and will ensure that employees working under my direction adhere to this policy. I understand that if I violate the rules set forth by this policy, I may face disciplinary action up to and including termination of employment.

Name: _____

Signature: _____

Date: _____

Witness: _____