



Crossover Solutions

**CODE OF CONDUCT AND
BUSINESS ETHICS**



Dear Crossover Consultant:

As a dynamic consulting firm, Crossover Solutions provides exceptional advice and guidance to our clients as they manage through change in their businesses. Our reputation is vital to our continued success, and you and every other consultant play an important role in maintaining and building our reputation. Business ethics and accountability are core values of Crossover Solutions. In today's professional business environment, we must fully understand and adhere to Crossover Solution's policies and be guided by the core values underpinning our company.

The purpose of this Code of Conduct and Ethics is to reaffirm our strong commitment to the highest standards of legal and ethical conduct in our business practices. This Code provides you with an understanding of the conduct and standards of behaviour expected consultants of Crossover Solutions. We also expect that those with whom we do business will adhere to the standards set forth in this Code. Please take the time to review this Code carefully – both at this time and periodically throughout your time with Crossover Solutions.

The Code does not address every ethical issue that you may encounter, but rather is designed to assist you in making the right decisions. You should ask for guidance if you have any questions. Your dedication to the principles embodied in the *Code of Conduct and Ethics* will ensure that we all continue to enjoy a positive reputation for personal integrity, ethics and professional excellence.

Sincerely,

Paul LaCroix
President and Chief Executive Officer
Crossover Solutions



How the Code of Conduct Works

The *Code of Conduct and Business Ethics* "the Code" applies to all consultants of Crossover Solutions. You are responsible for reading this Code together with any supplemental Crossover Solutions policies. If you have any questions about other policies or the guidelines that may apply to you, please consult with the CEO.

Acknowledgement Requirement

After reading this Code, please acknowledge that you have received access to and read this Code and that you understand your obligations to comply with this Code. Please note that this Code is effective immediately and you will be expected to comply with it regardless of whether you acknowledge receipt.

Decision-Making Framework

Decisions or situations that involve legal or ethical issues are often complex and are sometimes ambiguous. When faced with a decision or situation and you're not clear as to what action you should take, ask yourself the following questions:

- Do I have all of the facts and information that I need to make a decision?
- Have I considered and identified other options or alternatives?
- Is the action legal?
- Is the action ethical?
- Does the action comply with this Code and other policies and laws applicable to my job?
- How will my decision affect others, including our clients, business partners, and the community?
- How will my decision look to others, including my family?
- What would a reasonable person think about the decision?
- How would I feel if my decision were made public? Could the decision be honestly explained and defended?

Respect

Crossover Solutions is committed to ensure that its consultants work in a safe and respectful environment where high value is put on equality, fairness, respect, courtesy and dignity. Crossover Solutions has zero tolerance for discrimination, harassment, whether committed by an consultant or a client. Zero tolerance means that Crossover Solutions will take immediate and appropriate action if a violation of this policy occurs, which may result in disciplinary action, up to and including, termination of the consultant's contractor agreement.

Any form of discrimination or harassment on the basis of race, color, religion, age, sex (including pregnancy), marital status, sexual orientation, national origin, disability, or any of the grounds protected under the Human Rights Code is a violation of this policy and will be treated as a disciplinary matter. Further, in order to provide a respectful and professional workplace, conduct that does not violate the law, but that is inappropriate, is also prohibited.

Harassment

The purpose of the workplace harassment policy is to establish procedures to minimize and/or prevent harassment in the workplace; to foster the safety and security of Crossover Solutions employees, business partners, customers and visitors to our work place; and so that employees reporting alleged incidents will know the matter will be treated confidentially and may be reported without fear of retaliation or reprisal.

Crossover Solutions does not tolerate harassment in the workplace perpetrated by or against employees, business partners or visitors. Harassment is considered to have taken place if a person knows or ought reasonably to know that his/her behaviour is unwelcome. In the event of a harassing incident perpetrated by a consultant, Crossover will act to discipline the consultant, up to and including termination of contract.

Workplace, for the purpose of this policy, is defined as harassment at client locations, vehicles or social situations related to client work. Harassment on any of the basis (including sexual harassment) listed under the Human Rights Code is prohibited.

Harassment is any unwelcome action that offends, humiliates, insults or degrades a person or creates a hostile or intimidating work environment. Harassment of any form - physical, psychological or verbal - is prohibited. Notices, signs, symbols, or emblems may not be published or displayed if it expresses or implies discrimination or an intention to discriminate or if it incites or is calculated to incite others to discriminate.

Sexual harassment includes conduct of a sexual nature where:

- Submission to the conduct is made an explicit or implicit term or condition of engagement as a consultant,
- Submission to, or rejection of advances is used as the basis of engagement of a consultant or advancement decisions, or
- The purpose or effect of the conduct creates an intimidating, hostile or offensive work environment or unreasonably interferes with a consultant's work performance.

Under the *Occupational Health and Safety Act*, workplace harassment is defined as "engaging in a course of vexatious comment or conduct against a worker (consultant) in a workplace that is known or ought reasonably to be known to be unwelcome." In general terms, harassment will be represented by behaviours that demean, embarrass, humiliate, annoy, or alarm a consultant. Unlike harassment under the *Human Rights Code*, conduct does not have to be related to a prohibited ground of discrimination (*e.g.*, sex, age, ethnicity, disability, religion, etc.) to be considered workplace harassment.

Examples of Inappropriate Behaviour

Behaviour which can constitute harassment includes, but is not limited to, the following:

- Tampering with any individual's electronic devices, computers, cellphones, tablets, etc. tampering include reading, forwarding or deleting information without prior authorization.



-
- Physical/verbal abuse and/or threats. This type of abuse can be evident through verbal conversation, voicemail messages, email messages, and/or body language.
 - Unwelcome remarks, jokes, innuendoes or taunting about a person's body, attire, age, marital status, ethnic or national origin, religion, etc.
 - Slurs.
 - Inappropriate physical contact.
 - Suggestive looks (leering or staring) or suggestive gestures.
 - Display or circulation of any inappropriate written materials or pictures.
 - Unwelcome and unsolicited sexual advances.
 - A sexual solicitation or advance or a threat for rejection of a sexual solicitation or advance used as a condition of engagement as a consultant.

Client Confidentiality

As part of your job or position, you will learn or have access to confidential information relating to Crossover Solutions client operations, strategies and plans. You should not share confidential information with anyone, including individuals within Crossover Solutions, unless there is a legitimate "need-to-know" and you are authorized to do so.

Improper disclosure of confidential information could put us at a competitive disadvantage or could hurt or embarrass the company or other employees.

Examples of confidential information – Confidential information includes some of our most valuable assets, such as the following examples:

- Trade secrets.
- Business or strategic operating plans and outlooks.
- Financial information.
- New service, product and brand developments, plans or forecasts.
- Contracts and agreements.
- Employee lists with contact information.
- Merger, acquisition or divestiture plans, and
- Personnel plans or major management changes.

Safeguarding confidential information

If you have confidential information, you should store or safeguard it where unauthorized people cannot see or access it. You should not discuss confidential information in elevators, restaurants, airplanes or other places where your conversation may be overheard. Also use care when speaking in front of family members, who may not know that you are discussing confidential information and may later inadvertently disclose it to others. You should also be careful not to leave confidential information in unattended conference rooms or discard confidential information in a public place where others can retrieve it. In addition, use good judgment when using cell phones, laptops, wireless devices and any forms of unsecured communications.



Your obligation to safeguard Crossover Solutions' confidential information applies to you even after you leave the company for as long as the information remains confidential and is not generally available.

You should only disclose confidential information after appropriate steps have been taken, such as obtaining written authorization to do so and signing a confidentiality agreement or non-disclosure agreement (NDA) to prevent misuse of the information.

Proper Financial and Accounting Recordkeeping

Our financial and accounting records are used to produce reports for our company's executives, management, governmental and regulatory authorities and others. Therefore, we must all protect Crossover Solutions' reputation for integrity by ensuring complete and accurate financial and accounting records that are not misleading. Implementing appropriate control systems helps to make sure this happens.

- All of your books, records and accounts - including time sheets, sales records, invoices, bills and expense reports - must be complete, accurate and reliable.
- Unrecorded, undisclosed or "off-the-books" funds or assets should not be kept for any purpose.
- Transactions should be recorded in a timely manner and supported by appropriate documentation.
- Financial records that reflect Crossover Solutions' activities and transactions should be maintained in accordance with Crossover Solutions' accounting policies and procedures and in compliance with applicable standards, laws and regulations.

Legal Compliance

As an international company, we are subject to numerous laws, rules and regulations. While we do not expect you to be a legal expert, you are expected to understand and comply with laws, rules and regulations applicable to your role as a consultant and know when to seek advice from the CEO team. Any violation of laws, rules or regulations applicable to us could jeopardize our integrity. Fraud, dishonesty or criminal conduct will not be tolerated.

As is appropriate for your responsibility as a consultant you should:

- Learn about laws, rules and regulations that affect what you do at Crossover Solutions,
- Attend periodic training and seek to keep informed about any relevant legal developments, and
- Consult with the CEO if you have any questions about the applicability, existence or interpretation of any law, rule or regulation.

Irreparable Harm

You acknowledge that a breach of any of the provisions of this Agreement will give rise to irreparable harm and injury, which is not compensable in damages. Accordingly, Crossover



Solutions may seek and obtain injunctive relief against the breach or threatened breach of the foregoing provisions, in addition to any other legal remedies, which may be available. The Consultant further acknowledges and agrees that the enforcement of a remedy hereunder by way of injunction will not prevent the Consultant from earning a reasonable livelihood. You further acknowledge and agree that the covenants contained herein are necessary for the protection of Crossover Solutions' clients and legitimate business interests and are reasonable in scope and content.

Disciplinary Action for Code Violations

Crossover Solutions strives to impose discipline for each Code violation that fits the nature and particular facts of the violation. A failure by any consultant to comply with laws and regulations governing company business, this Code or any other Crossover Solutions policy or requirement may result in disciplinary action up to, and including, termination of contracting agreement and if warranted, legal proceedings.

Offences That Warrant Immediate Termination of Contract

Includes but is not limited to:

- Falsifying documents or fraud.
- Committing a criminal offence.
- Intoxication from alcohol or drugs or possession of illegal drugs while working on behalf of the business.
- Misuse or theft of Crossover Solutions' equipment or assets.

Reporting Code Violations

This code is intended to serve as a guide for your own actions and decisions and for those of your co-consultants. If you believe that you or someone you know is in violation of the policies stated in this Code, you have an obligation to report your concerns in a timely manner. There are several reporting options and you may use whatever method of communication you feel most comfortable with. The important thing is that you get the guidance that you need, report what you know and get your questions answered.

Self-reporting

You are encouraged to identify yourself to assist us in addressing your concern or reporting an actual or potential violation. In many instances, your immediate resource is the CEO.