

**WECOMMERCE HOLDINGS LTD.
(THE “COMPANY”)**

**CODE OF BUSINESS CONDUCT AND ETHICS
(THE “CODE”)**

1. INTRODUCTION

The Code has been adopted by the Board of Directors of the Company. This Code embodies the commitment of the Company and its subsidiaries to conduct our business in accordance with all applicable laws, rules and regulations and high ethical standards. The Code applies to every employee of the Company, including our senior executives and members of the Board of Directors. Contractors and third party vendors are also expected to meet the standards contained in the Code.

The actions of all of the Company’s employees, consultants, officers and directors shall reflect honesty, integrity and impartiality that is beyond doubt and that all business should be done in a manner that:

- complies with laws, rules and regulations and policies of the Company;
- avoids conflicts of interest;
- protects confidential information, in accordance with the Company’s Corporate Disclosure and Insider Trading Policy; and
- adheres to good disclosure practices, in accordance with applicable legal and regulatory requirements.

The Company encourages all employees, consultants, officers and directors to submit good faith complaints or concerns regarding accounting or auditing matters to the Company without fear of reprisal.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination. If a situation exists or arises where an individual is in doubt, the individual should seek the advice from the Chief Financial Officer (“CFO”) of the Company.

2. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Company is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business. All employees, consultants, officers and directors must respect and obey the laws, rules and regulations of the cities, provinces and countries in which we operate. Employees, consultants, officers and directors should educate themselves on the laws, rules, regulations and policies that govern their work, and seek advice from supervisors, managers or other appropriate individuals at the Company.

3. INSIDER TRADING

Employees, consultants, officers and directors who have access to confidential information about the Company or one of our business partners are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company (or about any other company) should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision on the basis of this information, is not only unethical but also illegal. The Company has adopted a Corporate Disclosure Policy and Insider Trading Policy in order to prevent improper trading of securities of the Company and the improper communication of undisclosed material information regarding the Company. All employees, consultants, officers and directors are expected to thoroughly understand and comply with such policy.

4. CONFLICTS OF INTEREST

All employees, consultants, officers and directors have an obligation to act in the best interests of the Company. A conflict of interest is a conflict between a person’s private interests and public obligations as an employee, consultant, officer or director of the Company. Where conflicts of interest arise, the Company’s employees, consultants, officers and directors must provide full disclosure of the circumstances and not be involved in any related decision-making process.

If a conflict of interest exists, and there is no failure of good faith on the part of the employee, consultant, officer or director, the Company’s policy generally will be to allow a reasonable amount of time for the employee, consultant, officer or director to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be at the discretion of the Chief Executive Officer (“CEO”), whose primary concern in exercising such discretion will be in the best interests of the Company.

For the purposes of the discussion below, references to “competitor of”, “competes with” or similar terms mean businesses that compete with any of the operating subsidiaries (Shopify partner business) of the Company.

Examples of conflicts of interest include:

- (a) **Employment/Outside Employment.** In consideration of your employment with the Company, you are expected to devote your primary attention to the business interests of the Company. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Any employee, consultant, officer or director should not accept simultaneous employment with the Company’s supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor’s position. Additionally, you must disclose to the Company any interest that you have that may conflict with the business of the

Company. If you have any questions on this requirement, you should contact the CFO.

- (b) **Outside Directorships.** It is a conflict of interest to serve as a director of any company that competes with the Company. Although you may serve as a director of the Company's supplier, customer, developer or other business partner, its policy requires that such position not conflict or otherwise interfere with your duties to the Company and that you first obtain written approval from the Chair, before accepting a directorship. Any compensation you receive should be commensurate with your responsibilities in your capacity as a director. Such approval may be conditioned upon the completion of specified actions.
- (c) **Business Interests.** If you are considering investing in the Company's customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Company's decisions; your access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company. You should generally try to avoid even the appearance of impropriety or conflict.
- (d) **Restriction applicable to acquisitions of Shopify Partner Businesses.** If a director, officer or employee of the Company has an opportunity to acquire a business within the Shopify ecosystem it will not pursue the opportunity unless: (i) it has provided the Company with all relevant details of such opportunity; (ii) the Company has determined not to proceed with the opportunity, as evidenced by a statement in writing by the CFO and the Chair of the Audit Committee.
- (e) **Related Party Transactions.** As an absolute rule, you should avoid conducting the business of the Company with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include: your spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws. Significant others include: persons living in a spousal or familial fashion with an employee, consultant, officer or director. If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to the Company's CFO. If determined to be material to the Company by the CFO, the Company's Audit Committee must review and approve in writing in advance such related party transactions.
 - (i) The most significant related party transactions, particularly those involving the Company's directors or executive officers, must be reviewed and approved in writing in advance by the Company's Board. The Company must report all such material related party transactions under applicable

accounting rules, securities laws, and stock exchange rules and regulations. Any dealings with a related party must be conducted in such a way that no preferential treatment is given.

- (ii) The Company discourages the employment of relatives and significant others in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (i.e., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this Code is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship.
 - (iii) If a question arises about whether a relationship is covered by this Code, the CFO will determine whether an applicant's or transferee's acknowledged relationship is covered by this Code. Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination.
 - (iv) If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring this to the attention of his/her supervisor. The Company retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.
- (f) **Other Situations.** Since other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind you should consult the CFO.

5. CONFIDENTIALITY

Information is an asset, and our partners and shareholders depend on our diligence in protecting the Company's assets. To avoid a breach of confidentiality, all employees, consultants, officers and directors should maintain all confidential information in strict confidence, except when disclosure is authorized by the Company or legally mandated. Confidential information includes, among other things: any non-public information concerning the Company, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. The obligation to keep information strictly confidential also extends beyond your employment or directorship with the Company.

Unauthorized use or distribution of confidential information violates the Company's policies. It may also be illegal and could result in civil and/or criminal penalties.

6. CORPORATE OPPORTUNITIES

Employees, consultants, officers and directors are prohibited from taking for themselves, personally or for the benefit of others, opportunities that are discovered through the use of corporate property, information or position, except to the extent that a waiver has been granted under this Code. No employee, consultant, officer or director may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no employee, consultant, officer or director may compete with the Company, directly or indirectly. Employees, consultants, officers and directors owe a duty to the Company to advance the Company's interests when the opportunity to do so arises.

7. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, consultants, officers and directors should protect the Company's assets and ensure their efficient use. The Company's assets should be protected from loss, damage, theft, misuse, and waste. The Company's assets include your time at work and work product, reports and records, trade secrets and strategies, as well as the Company's equipment, computers and software, trading and bank accounts, company information and the Company's reputation, trademarks and name. The Company's telephone, email, voicemail and other electronic systems are primarily for business purposes.

8. COMPETITION AND FAIR DEALING

Each employee, consultant, officer and director should endeavor to deal fairly with the Company's counterparties, suppliers, competitors and employees. The Company seeks to outperform its competition in a fair and honest manner. No employee, consultant, officer or director should take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

Each employee, consultant, officer or director is required to maintain impartial relationships with the Company's suppliers and customers.

9. GIFTS, FAVOURS, ENTERTAINMENT AND PAYMENTS RECEIVED BY EMPLOYEES

Employees are expected to take action and make decisions based on an impartial and objective assessment of each situation, free from the influence of gifts and similar favours that might compromise judgment. The Company avoids both the fact and the appearance of improperly influencing relationships with the organizations or individuals with whom it deals. Employees shall not seek or accept gifts, payments, fees or services, valuable privileges, vacations, trips without a business purpose, loans (other than conventional loans from lending institutions), or other favours, from any person or business organization that does business with or is a competitor of the Company, except as provided below. No employee can accept anything of value in exchange for referral of third parties to any such person or business organization. The Company has adopted an Anti-Bribery and Corruption Policy and all employees, consultants, officers and directors are expected to thoroughly understand and comply with such policy.

10. EMPLOYEE HARASSMENT AND DISCRIMINATION

The Company is committed to fair employment practices in which all individuals are treated professionally and with dignity and respect. We believe in a diverse and inclusive working environment. The Company will not tolerate or condone any type of illegal discrimination or harassment, including sexual harassment.

The Company's employees, consultants, officers and directors are entitled to work in an environment free from sexual harassment and hostile or offensive behavior.

Conduct that belittles or demeans any individual on the basis of gender, race, religion, national origin, sexual preference, age, disability, or other similar characteristics or circumstances protected by applicable laws and regulations is also not tolerated or condoned by the Company.

11. ENVIRONMENTAL, SAFETY, AND OCCUPATIONAL HEALTH PRACTICES

The Company believes that sound environmental, safety and occupational health management practices are in the best interests of the Company, its employees, consultants, officer, directors and its shareholders and the communities in which it operates. The Company is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all employees, consultants, officers and directors.

If a safety incident occurs, make sure it is reported promptly.

12. WHISTLE BLOWER POLICY

The Company is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively "**Corporate Concerns**").

Pursuant to its charter, the Audit Committee (the "**Committee**") of the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Corporate Concerns relating to the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted a Whistleblower Policy (the "**Policy**").

For the purposes of this Policy, "Corporate Concerns" is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper.

Examples would include, but are not limited to:

- (a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;

- (b) violation of any corporate policies, including health, safety, environmental, operational or ethical;
- (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) deficiencies in or noncompliance with the Company or any of its subsidiaries' internal policies and controls;
- (f) misrepresentation or a false statement by or to a director, officer consultant or employee of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- (g) deviation from full and fair reporting of the Company's consolidated financial condition.

All submissions shall be treated on a confidential and anonymous basis.

As a general guideline, if you have any questions regarding the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or this Code (or any other Company policy), you should address the matter promptly with management.

13. WAIVERS OF THE CODE

From time to time, the Company may waive certain provisions of this Code. Waivers generally may only be granted by the CEO of the Company. However any waiver of the provisions of this Code for officers, directors, including the CEO and CFO may be made only by the Board of Directors or a Committee of the Board.

This Code is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

14. ACKNOWLEDGEMENT OF RECEIPT

As a condition of employment, you may be asked to acknowledge this Code. New employees, consultants, contractors and third party vendors will sign an acknowledgement that they have received, read and understand the Code.

I, _____, have read and understand and acknowledge the principles and standards of conduct contained in the Code of Business Conduct and Ethics.

I adhere to and comply with such principles and standards, and will continue to do so.

Please sign here: _____

Date: _____

Please print your name: _____