



FSG - CODE OF BUSINESS CONDUCT



VERSION: DECEMBER 13, 2021

Message from the management

Hello,

We are pleased to introduce the **FSG** Code of Business Conduct. The Code is based on our values and sets out how we intend to conduct business. It complements the Employee Handbook.

The Code describes our position and expectations regarding the corporate and individual conduct expected of employees, managers, directors and other stakeholders representing **Fintech Sport Group Inc.**

This applies at all times, to members of the Board of Directors and all employees (regular, temporary, contract, full-time or part-time). Stakeholders: suppliers, partners and third parties (agents and consultants) are also expected to comply with the Code when dealing for and on behalf of **FSG**.

All those to whom the Code applies are expected to follow the guidelines and actively uphold its principles. Any employee or manager who fails to comply with the provisions of the Code established policies, standards, or procedures is subject to disciplinary action, which may include dismissal.

Any administrator or stakeholder who fails to comply with the code may have their contract terminated or not renewed. Failure to comply with the Code may result in severe consequences. Depending on the nature of the violation, the Company may have a legal obligation to report it to the appropriate authorities.

Upon the recommendation of the Board of Directors, the Corporate Secretary may grant a temporary waiver in exceptional situations and on a case-by-case basis. Under applicable law, **FSG** is required to report waivers granted to any director, manager or employee of the Company.

The Code will be communicated to all those involved in FSG's business activities. Each year, all managers, including senior management, will be required to undergo a certification process to ensure that the Code is understood and applied daily.

The Code may be amended from time to time to reflect new business realities, changing markets and customer bases, technological developments, changes in laws and regulations, or to adopt better business practices.

PATRICK AUBÉ

President and Chief Executive Officer

Note :

In this text, the use of the masculine gender to refer to people is intended solely to simplify the text and to identify individuals of both sexes without discrimination. The singular includes the plural and vice versa.

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Responsibilities at FSG

1.1. EMPLOYEES

Our employees are expected to :

- Perform their duties with honesty and integrity;
- Commit to doing their part to achieve FSG's objectives to the best of their ability while making decisions consistent with the conduct of our business;
- Have a basic understanding of the conduct of FSG's business and also have a thorough knowledge of the provisions specifically applicable to their respective jobs;
- Comply with the guidelines in the Employee Handbook and the FSG Code of Business Conduct.



1.2. MANAGERS

FSG managers have additional responsibilities, including:

- Leading by example and promoting a culture of compliance and integrity;
- Being vigilant in preventing, detecting and responding to violations of the FSG Code of Business Conduct;
- Ensuring that employees have access to the guidelines and that they understand and comply with its provisions; and
- Support and never allow retaliation against anyone who reports a concern in good faith or highlights a non-compliance.

1.3. DIRECTORS

It is the responsibility of the :

- Board of Directors, Governance Committee and Audit and Finance Committee to take steps to ensure that senior management works to promote a culture of integrity at FSG.
- Governance and Nominating Committee to periodically review the Code of Business Conduct and oversee its application.
- Audit and Finance Committee of the Board to investigate concerns raised by employees and managers on matters of non-compliance with the Code.
- Corporate Secretariat to administer the Code of Business Conduct and enforce it.



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General rules of conduct

2.1. ETHICS AND CONFLICTS OF INTEREST

FSG's management expects responsible and professional behaviour and attitudes from its employees in their work environment and their relationships with others. Ethics and respect must prevail at all times in the application of management rules, as well as the daily life of the Company.

FSG expects its employees to act in the Company's best interests at all times. Employees must avoid any activity that could compromise their judgment or objectivity and their ability to work honestly and with integrity in carrying out their responsibilities at **FSG**. Under applicable law, this duty of loyalty is in effect both during the employment relationship and after its termination.

Employees must not act in a manner that would cause harm to **FSG**. It is also important to avoid apparent conflicts of interest, i.e., a situation where an observer could reasonably conclude that a conflict of interest exists, even if it does not.



2.2. RELATIONS WITH CLIENTS AND SUPPLIERS

FSG is aware that the source of its success lies in the privileged and trustworthy relationship it has with its various business partners. The loyalty demonstrated by our clients is essential to the success of our activities. **FSG** is committed to its customers and business partners to ensure that each member of its staff conducts themselves in a fair, honest and respectful manner.

Employees may directly or indirectly accept gifts, entertainment or other benefits resulting from activities associated with their responsibilities only when such gifts, entertainment or other benefits are of nominal value. Their acceptance does not call into question an employee's objectivity, impartiality, or integrity of the Company. Otherwise, they must be given to their immediate supervisor.

Employees are not prohibited from accepting invitations to receptions, luncheons, business dinners, sporting events or charitable functions for legitimate business reasons or to facilitate discussions on matters of importance to the Company if such invitations are clearly within acceptable standards and do not jeopardize employee objectivity.

2.3. COMMUNICATION

Internal communications

FSG management encourages open, respectful and effective communication at all levels of the Company. In most cases, you need only speak to your immediate supervisor. If circumstances or an emergency require it, don't hesitate to contact management directly.

External communications

Because employees represent the Company in their duties, reflect the image of the Company and speak on behalf of **FSG**, each employee must be professional, considerate and courteous in their communications, even beyond work hours.

Whether in person or via social networks, employees are required by law to act with loyalty to their employer. It is important to remember that social media is considered a public space, despite the perception that it is private.

FSG expects its employees to avoid any direct or indirect competition, disclosure of confidential information and any behaviour that may cause harm to the Company.

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Equity and equality in the workplace

3.1. EMPLOYMENT EQUITY

FSG is committed to providing fair and equitable employment opportunities for all its employees. To this end, FSG management is committed to not encouraging any discriminatory practice or act, within the Company and in its business relationships, based on race, colour, sex, pregnancy, sexual orientation, marital status, age except as provided by law, religion, political belief, language, ethnic or national origin, social condition, disability or the use of any means to palliate such disability.

The Company is committed to combating all forms of prejudice and discrimination within its operations. Accordingly, it is prohibited to discriminate based on the personal characteristics of an employee, applicant or any other person with whom the Company does business. An employee who feels aggrieved may contact the Human Resources Department directly to clarify the situation and take corrective action, if necessary.

3.2. DIVERSITY AND INCLUSION

The Company strives to maintain a workplace that is fair, inclusive, respectful and accessible to all (employees, customers, suppliers, and other stakeholders). It is committed to promoting equal access to employment. To this end, hiring, promotion and assignment decisions are based solely on individual performance, skills, abilities and qualifications.

3.3. WHISTLEBLOWING PROCESS

Suppose an employee has concerns about any conduct or handling an ethical situation. In that case, they may report directly to their immediate supervisor.

If this procedure is not appropriate in the circumstances or no satisfactory response is obtained, employees should contact the person responsible for Human Resources. Alternatively, they may contact the Legal Affairs Officer or Company management.

Employees shall not comply with any instruction from their immediate supervisor that conflicts with these provisions, other Company policies or any applicable law, rule or regulation. They must immediately report any such instruction to one of the officials mentioned in the preceding paragraphs.

The Company recognizes that employees may be reluctant to report certain violations or offenses. Any report made will be confidential, except as otherwise provided by law. **FSG** will not tolerate any form of retaliation against any person who, in good faith, reports to the Company a matter relating to a violation of the provisions of the Code of Business Conduct and the Employee Handbook.



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Behaviour and the work environment

4.1. PREVENTION OF HARASSMENT

FSG does not tolerate sexual, psychological or other harassment in the workplace. Harassment may include repeated behaviours, words or actions that are hostile or unwanted, that violate the individual's dignity, psychological or physical integrity, and that makes the work environment harmful.

Sexual harassment may include sexual advances, unwelcome hints or propositions, or any other form of sexual joking or behaviour, whether it be unnecessary physical contact with another person, such as touching, patting, pinching or anything that may be considered physical or verbal abuse.

Also prohibited are threats, intimidation, humiliation and gratuitous exclusion, and violence in any form, including inappropriate remarks about race, religion, gender, age, disability or any other ground of discrimination.

The Company provides its employees with transparent processes for reporting any form of harassment. Employees may refer to the workplace whistleblower process if they believe they are being harassed.

4.2. PROMOTING RESPECT IN THE WORKPLACE

We are committed to fostering a respectful and healthy workplace for all. It is also the responsibility of each employee to ensure that they do not engage in harassment or disrespectful behaviour towards their co-workers and towards any partner, customer, supplier or other stakeholder doing business with the Company. Employees who believe that they are experiencing such a situation should contact their immediate supervisor or refer to the whistleblowing process if the situation is inappropriate.

4.3. PROTECTION OF THE ENVIRONMENT

We expect our employees to be committed to complying with applicable regulations and laws regarding environmental protection. We support sustainable development and encourage employees to minimize waste production and energy consumption in their activities.

4.4. EMPLOYEE PERSONAL INFORMATION

It is the Company's policy to protect the personal information of its employees' personal information and collect such information only for purposes relevant to the Company's business. Upon request, employees are entitled to access their personal information, which refers to records such as the employee file and other documents collected and used to provide services or support such as compensation or benefits information.

All personal information must be protected by safeguards appropriate to the sensitivity of the information and may only be used for the identified purposes for which it was collected. Disclosure of an employee's personal information without consent is limited to those employees of the Company who require it for an identified purpose or whose duties require it, or to third parties only where required by law.

All employees who hold personal information about employees must treat such information following privacy principles. In addition to applying appropriate safeguards, employees should be wary of public spaces when discussing personal information.

4.5. DRUG AND ALCOHOL-FREE ENVIRONMENT

FSG is committed to maintaining a drug and alcohol-free work environment. Drinking alcoholic beverages during work hours is prohibited, except at Company-sanctioned events. Possession, use, sale or offering of illegal drugs and other controlled substances is prohibited under all circumstances. In addition, employees are prohibited from reporting to work under the influence of alcohol or illicit drugs or controlled substances.

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Financial and business information

Shareholders, directors, management and other interested parties must have complete and accurate financial information to make informed decisions. Similarly, **FSG** is required by various securities and tax laws in Canada to maintain records, documents and accounts that fairly reflect all of its transactions and maintain an appropriate system of accounting and internal controls in this regard.



5.1. RULES TO BE OBSERVED

FSG adheres to all accepted accounting standards and practices, rules, regulations and controls:

- Always record and classify transactions in the proper accounting period and at the appropriate account and department. Revenues and expenses must be properly recognized in a timely manner;
- Ensure that estimates and allowances are supported by proper documentation and based on our best judgment;
- Ensure that all transactions are conducted within the authority provided by our policies and procedures and under applicable laws, rules, standards and regulations;
- Comply with applicable tax laws and regulations and cooperate with representatives of the relevant authorities, as well as with internal and independent auditors;
- Maintain books and records that fairly and accurately reflect **FSG's** business operations
- Be vigilant in preventing fraud and dishonesty and immediately notify their supervisor, the management or the Internal Audit Department of any wrongdoing; and
- Make **FSG's** books and records available at all times for audit by management, the Internal Audit Department and the external auditors.

5.2. FILINGS AND COMMUNICATIONS

In addition, those responsible for or involved in **FSG's** filings with the Autorité des marchés financiers, the Canadian Securities Administrators or the U.S. Securities and Exchange Commission and other filings required by applicable law or other communications with the business or financial community shall ensure that such filings and communications contain full, fair, accurate, timely and understandable information. The use of **FSG** funds or other assets for illegal or improper purposes is strictly prohibited, as are false or misleading entries and unregistered bank accounts created for any purpose.

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Confidential information and intellectual property

Regardless of the receipt method, we must protect the confidential information we hold. FSG operates in highly competitive markets and must protect personal data similarly to FSG's other valuable assets.

6.1. CONFIDENTIAL INFORMATION

Confidential information includes proprietary, technical, business or financial information, such as compensation, business systems and processes, selling prices, research and development of new products, information on proposed acquisitions or divestitures of FSG. Confidential information must be treated with the utmost care, and reasonable precautions must be taken to prevent leaks. Employees shall use such information to perform their duties only for the purpose for which it was gathered. All records, notes and reports acquired or created while FSG employs an employee remains the property of FSG.

6.2. INTELLECTUAL PROPERTY

FSG's intellectual property includes trademarks, trade secrets, patents, know-how and copyrights. Intellectual property rights are a valuable asset that a competitor could take advantage of if available. We must protect it while respecting the intellectual property rights of others. Any invention, discovery, improvement and innovation (including computer programming innovations) that an employee may conceive, make or carry out during or after working hours, either alone or jointly with others during their employment, and which in any way relates or is related to the business of FSG or any product, method, design, plan, process or system used by FSG, shall at all times and for all purposes be deemed to be the sole property of FSG. As a result of this, employees waive all rights, including any moral rights, therein.

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Disclosure of information and insider trading

7.1. NON-PUBLIC INSIDE INFORMATION

Securities laws impose obligations on persons who have material non-public inside information about a public company. The term "non-public inside information" refers to material information that is not known to the public, the release of which could affect the price of **FSG's** securities. For example:

- Unpublished financial results, including annual and quarterly results;
- Major acquisitions or disposals;
- Significant contracts entered into or terminated;
- Significant changes in **FSG's** products or services;
- Increases or decreases in regular dividends paid to shareholders;
- Major capital projects;
- Takeover bids or other change of control situations.

7.2. PENALTIES FOR VIOLATION

The penalties for violating these laws are severe. Directors and officers of **FSG** and any employee or other person with inside information must:

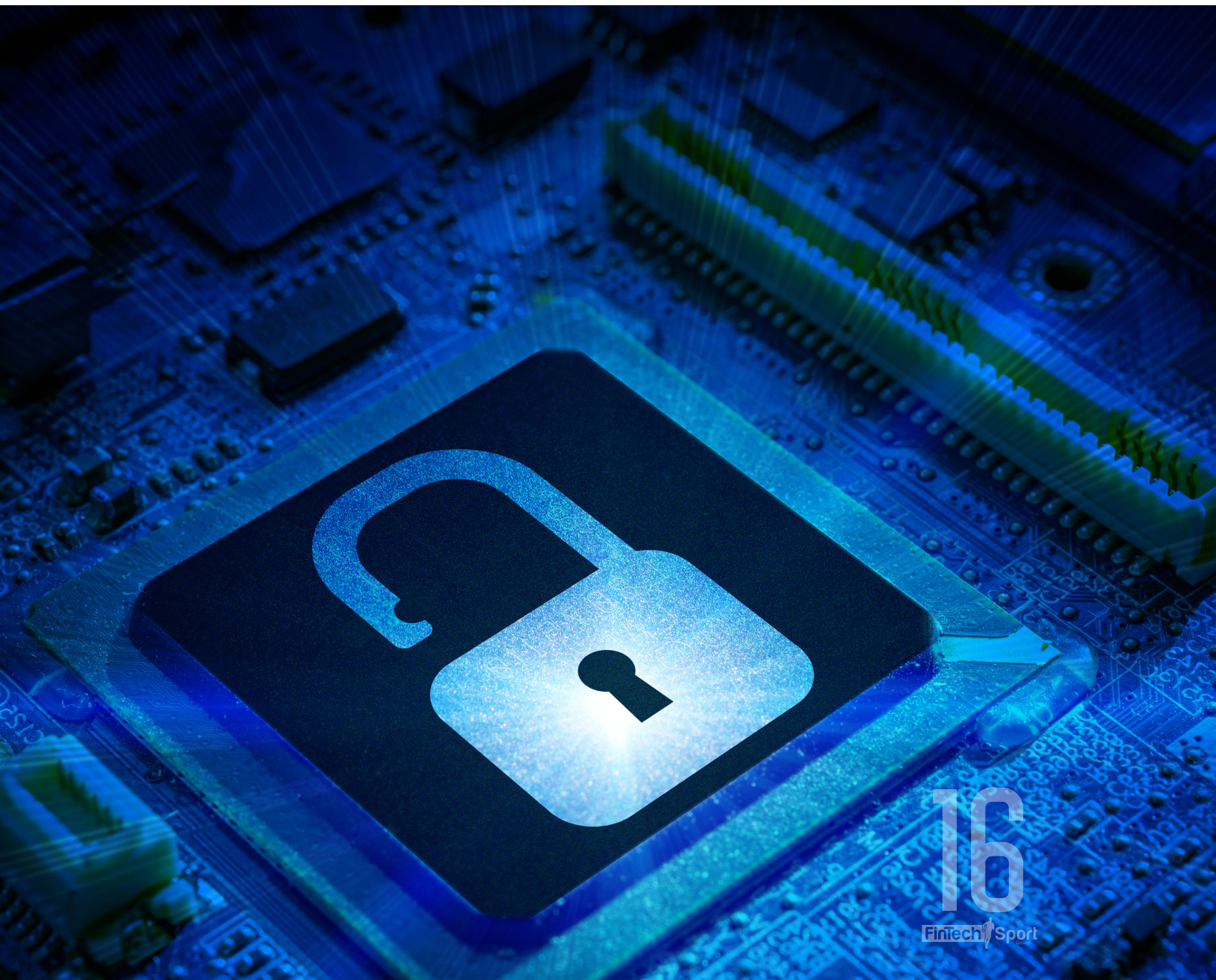
- Refrain from trading in the securities of **FSG** or the public company with respect to which inside information is held until such information becomes publicly known;

Note : Any person involved in negotiating a transaction involving any public company, whether or not it is a subsidiary of **FSG**, thereby becomes an insider of that public company. Accordingly, such person shall not trade in the securities of such company until such transaction is finalized and becomes public.

- Refrain from disclosing to anyone any inside information, except in the course of their duties, to the extent necessary and while maintaining the confidentiality of the information so disclosed.

In addition to the above restrictions, directors and officers of **FSG** and its subsidiaries shall refrain from trading in **FSG's** securities during the period between the seventh (7th) day before the end of a quarter and twenty-four (24) hours after the date of the release of the results of that quarter.

It should be noted that spouses and dependent children are subject to the same restrictions as set forth above. The purchase of shares based on insider information is subject to disciplinary action and even criminal prosecution.



8.1. INFORMATION DISCLOSURE POLICY

FSG has established an "Information Disclosure Policy" with the primary objective of ensuring the timely disclosure of all material information. To ensure that a consistent message is delivered, it is necessary to limit the number of authorized people to release information to the media or the investment community on behalf of **FSG**.

No employee should speak publicly on behalf of **FSG** unless authorized to do so. Spokespersons are designated by **FSG** management. These individuals are responsible for dealing with the media and ensuring the timely communication of reliable and relevant information. Anyone dealing with the media must always act with integrity and transparency, avoiding unauthorized disclosure of proprietary or non-public information.

8.2. SOCIAL MEDIA

FSG encourages respectful and positive peer interaction. The encouraged and prohibited uses of social media should be specified.

FSG's use of social media

The Company uses Facebook, Instagram, YouTube, Twitter and LinkedIn to promote its products and various marketing campaigns through the marketing and communications department.

Official accounts:



The communications and marketing department plays an essential role in monitoring FSG's presence on social media. It ensures the consistency and relevance of the information conveyed.

Obligations of the employee

- Act with loyalty towards the organization when comments are made;
- Adhere to the Company's corporate values (authenticity, respect, innovation, commitment);
- Be ethically responsible and professional when using social media;
- Do not post anything that could damage the reputation of a colleague or the Company.

Procedure for notifying FSG

If you witness a situation that is deemed to be inconsistent with the prescribed use of social media, please notify the Communications and Marketing Department.

Non-compliance with employee obligations

If a situation is deemed to violate an employee's obligations, FSG may require the employee to remove the comment immediately. The Company may decide whether the breach requires disciplinary action.

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Competition act and antitrust laws

The purpose of the Canadian Competition Act (the "Act") is to preserve and promote competition to enhance the efficiency of the Canadian economy, to provide small and medium-sized businesses with a real opportunity to participate in the Canadian economy and to provide consumers with competitive prices and product choice. Other countries where FSG conducts business have similar laws. The competition policy guidelines read as follows.

9.1. RELATIONSHIPS WITH COMPETITORS

As a general rule, the Act prohibits contracts, conspiracies, agreements and other arrangements between competitors that have the effect of limiting or harming competition. When communicating with competitors, you must avoid any discussion or agreement with them on the following matters:

- Prices and related matters include discounts, rebates, credit terms or shipping terms. You must also avoid any discussion of issues that are directly related to pricing, such as costs, supply and inventory levels, etc., when the Company has a legitimate relationship with them;
- When the Company has a legitimate business relationship with a competitor, i.e., when the Company sells or purchases or trades a competitor's product or service, it is permissible to discuss pricing and pricing-related matters with a competitor, but such discussions must be limited to the products or services being sold, purchased or traded;
- Any agreement between competitors to divide the market by customers, geographic territory or product line is illegal;
- Refusal to sell to targeted customers ("boycott agreement");
- Any other activity that has the purpose of limiting or harming competition.

Employees have the right to information about the Company's industries and, among other things, about its competitors, their products, services, technologies, prices, and so forth. However, this information must be collected by legal and ethical means; otherwise, the Company would be acting illegally and subject to legal action.

9.2. TRADE ASSOCIATIONS

Participation in legitimate trade association meetings is permitted. However, when attending, avoid discussing any of the above topics with competitors. If these topics are raised at a conference you attend, change the subject or leave the meeting.

9.3. CLIENT RELATIONS

The Act contains several provisions that deal with client relationships. Generally, these provisions are intended to ensure that clients are treated fairly and equitably. These provisions include the following matters that may constitute an illegal practice:

- Price maintenance: any agreement or arrangement that controls in any way the prices charged to its customers.
- Tying: a company may not require a customer to purchase another product or service from the company as a condition of its supply of a product or service.
- Refusal to sell: refusal to sell to a customer may be considered illegal if the refusal is due to anti-competitive reasons. As in the case of price discrimination, many reasons can justify a refusal to sell. If in doubt, you should contact a member of the Legal Department.

9.4. MISLEADING REPRESENTATIONS AND MARKETING PRACTICES

The Act regulates how businesses may conduct their advertising and marketing programs in several ways. The Act contains provisions regarding false or misleading representations and deceptive marketing practices intended to promote the supply or use of a product or any business interest.

In principle and practice, all advertising claims and representations must be defensible. If the medium on which an advertised claim or representation is made is a test or a survey data, such data must be reasonably competent, reliable and documented.

10.1. PROHIBITIONS BY LAW

The Act prohibits the publication of certifications or indications that a test of the performance, efficacy or useful life of an advertised product has been performed by another person, except in the following cases:

- When the third party who gave the certification or performed the test has already published the certificate themselves or indicated that they had completed the test; or
- Prior to publishing the certification or indication that another person has performed a test, the person has obtained the approval in writing of the other person with respect to the certification or indication and permission to give or publish it.

Any person employed by the Company who knows of any activity with anti-competitive implications must immediately notify a member of FSG's Legal Department. No employee will suffer adverse employment consequences for reporting a possible violation of the competition and antitrust laws in good faith.

CAUTION

FSG complies with anti-bribery legislation in all jurisdictions where it does business. This legislation includes Canada's Corruption of Foreign Public Officials Act and the United States Foreign Corrupt Practices Act. This legislation prohibits **FSG**, its employees and agents, directly or indirectly through an intermediary, from offering, promising to pay or authorizing the payment of money or anything of value to foreign officials, parties or candidates to influence the actions or decisions of foreign officials.

11.1. PAYMENT OF MONEY, GOODS OR SERVICES

Accordingly, **FSG** shall never directly or indirectly make any payment of money, goods or services to a foreign official to obtain favourable treatment in negotiations or obtain or retain business.

FSG requires all of its employees, officers, directors, agents, brokers, consultants and other individuals and companies representing **FSG**, and its suppliers and business partners, including those located outside of Canada and the United States, to comply with all applicable anti-bribery laws. Together, these laws prohibit public and commercial bribery, and violations can result in severe fines for **FSG** and individuals and imprisonment for individuals.

If there is any doubt that a payment may constitute a bribe or facilitation payment, or if an agent, broker, consultant or any other individual or company representing **FSG**, or any supplier or business partner may be involved in bribery activities, consult a member of the Legal Department.

12.1. PROCEEDS OF CRIME

Many countries have enacted legislation that prohibits accepting or dealing with the proceeds of crime. **FSG** is committed to full compliance with all applicable anti-money laundering laws in the jurisdictions where it does business. **FSG** is also committed to doing business only with professional organizations involved in legitimate business activities, with funds from legitimate sources, and it takes steps to ensure that it only takes acceptable forms of payment that are not money laundering devices.

Consult a member of the Legal Department if there is any doubt that a client, agent, broker, consultant or other individual or company representing **FSG** or a supplier or business partner may be involved in money laundering activities.



13.1. FSG'S ABILITY TO DO BUSINESS

Many countries have laws that restrict FSG's ability to do business in certain countries or with certain persons or companies that are questionable or, conversely, prohibit restrictive trade practices or boycotts imposed by other countries. These laws apply to the sale of our products and services, our purchases, and treasury activities. They may also cover exchanging certain types of information (such as email or internet access) across borders.

FSG is committed to full compliance with all applicable international trade control laws, including export control laws, anti-terrorism laws and anti-boycott laws, where we operate. If you are unsure whether a global trade control applies, consult a member of the Legal Department.

14.1. PARTICIPATING IN THE POLITICAL PROCESS

Employees can participate in the political process as candidates, campaign managers, fundraisers or volunteers. However, they must ensure that their involvement is separate from their responsibilities as employees of the Company. They must also ensure that any statements made as private citizens in connection with their political activities are strictly personal and cannot be construed as representing the views of **FSG**.

14.2. LOBBYING EFFORTS

As a corporate citizen, **FSG** may take positions on public issues that could impact the Company. Only specific individuals authorized by **FSG** may engage in lobbying efforts on behalf of the Company. They shall avoid communicating with a public office holder in an attempt to influence a decision regarding the development, introduction, amendment or defeat of any legislative or regulatory proposal, resolution, policy, program or course of action or the issuance of any license, certificate, or other authorization and the awarding of any contract other than by competitive bidding on behalf of **FSG**.

15.1. SOCIAL RESPONSIBILITY

FSG recognizes that it has a social responsibility and seeks to contribute to the quality of life in the communities in which it operates. For FSG, social responsibility means paying particular attention to actions that affect its employees and society. FSG has several strategies to improve and maintain healthy working relationships and conditions for its employees. FSG encourages investment in volunteer work individually and promotes community life. It also works with communities to promote respectful dialogue while supporting local development.

15.2. DONATIONS AND SPONSORSHIPS

FSG fulfills its role as a responsible citizen by supporting environmental and social causes. FSG encourages communities' human and economic development by using donations and sponsorships to support various causes and events.

16.1. FSG'S POLICY

FSG operates internationally and is subject to various laws and regulations. FSG's policy is to comply with applicable laws and regulations in the countries in which it does business, including employment, labour, non-discrimination, occupational health and safety, privacy, competition, securities, transportation, immigration, language and environmental laws. No employee or stakeholder has the authority to violate any law or regulation.



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