

Code of Business Conduct and Ethics



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Our core value to maintain our company's position as a market leader is Trust, it is crucial for us to earn the trust of our customers, our employees, our investors, and the communities in which we operate.

Gaining that trust starts with understanding the Code of Business Conduct and Ethics and then putting it into practice every day.

SKA is known for conducting business with integrity. The Code of Business Conduct and Ethics explains our ethical standards, and it is important for all of us to become familiar with it and use it as a guideline as you conduct business on behalf of.

SKA is committed to complying with all applicable laws and regulations. We are equally dedicated to establishing a workplace where every employee is afforded opportunities to succeed. As an employee of, we are expected to obey the letter and spirit of all applicable laws and regulations and we are expected to conduct ourselves with integrity and respect.

We can only keep these commitments if we work together and the Code of Business Conduct and Ethics explains how we can do our part. If you have questions or you suspect there has been a violation of our Code of Business Conduct and Ethics, you should report such violation through one of the various communication channels described in this Policy.

You are encouraged to ask questions, and we are all obligated to report compliance violations. We will not tolerate retaliation against anyone who asks questions or reports violations in good faith.

The Code of Business Conduct and Ethics is intended to be a living document that will be updated from time to time to accommodate our ever-changing world. As an ambassador for SKA, you are encouraged to review it often.

INTRODUCTION

Purpose and Scope

SKA is committed to conducting its business ethically and in compliance with the letter and spirit of all applicable laws. As an employee, officer or director of SKA, each one of us is responsible for maintaining this standard of excellence by conducting ourselves with Courage, Integrity, Honesty and Respect.

This Policy has been established not only to promote such behaviour but also to empower you to raise good faith concerns on a confidential basis and free from retaliation.

This Policy is not intended to be a one-time read. This Policy and the other SKA policies referenced herein are living documents that may be updated from time to time. As you conduct business on behalf of SKA, you are encouraged to use this Policy as a guideline for doing the right thing.

If you are ever unsure about how this Policy applies to you or your situation or if you have concerns or questions, you should seek clarification from your manager or the HR Manager as outlined herein.

This Policy applies to all employees, officers and directors of SKA and its affiliates and subsidiaries around the world. Adherence to this Policy is a condition of employment, and failure to adhere to this Policy is considered a serious violation of the employment relationship and will lead to disciplinary action that may include dismissal.

We also expect all our vendors, contractors and partners to conduct themselves in a manner consistent with this Policy.
Important

Notice: This Policy and the other policies and guidelines described herein are not contracts of employment. SKA does not create any contractual rights by issuing this Policy.

COURAGE

We understand that speaking up might not always seem easy. SKA is proud of every employee who decides to speak up in good faith if they observe a violation of this Policy, other Company policies, or any law, regulation, or accounting practice, or any misconduct that may adversely impact our company, employees, or stockholders. Our reputation and high ethical standards are of the utmost importance. Therefore, we encourage all employees to report violations of this Policy. Retaliation against an employee who reports a violation of this Policy in good faith will not be tolerated.

ZERO TOLERANCE FOR RETALIATION

If you retaliate against a person who has reported a violation in good faith, you will be subject to disciplinary action that may include dismissal. No one who raises a concern, asks for advice or submits a report under this Policy in good faith should suffer retaliation, harassment, or an adverse employment consequence because of these actions. SKA takes all claims of retaliation very seriously. Allegations of retaliation will be thoroughly investigated and appropriate disciplinary action will be taken.

ASKING QUESTIONS AND REPORTING VIOLATIONS

If you have knowledge of a potential, suspected or actual violation of this Policy, other Company policies or any law, regulation or accounting practice, or know of any misconduct that may adversely impact our company, employees or stockholders, you must promptly report relevant information. We have a number of communication channels that you may use to ask a question or to report such information.

If you raise a concern with one of these contacts and the issue is not resolved, you should raise it using one of the other channels.

You may disclose your identity but you are not required to do so. Confidentiality of the reporting person will be maintained to the fullest extent possible consistent with applicable law and the need to conduct an adequate investigation.

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INTEGRITY

SKA is committed to conducting business with integrity and we expect each of our employees to hold themselves to an equally high ethical standard. This means you should avoid engaging in activities like insider trading or acts that result in a conflict of interest. You are expected to obey all applicable laws and protect SKA's and a third party's assets, confidential information and intellectual property. It is a top priority to earn and keep the trust of those with whom we do business

CONFLICT OF INTEREST

Employees are expected to be loyal to SKA and act in the best interest of the Company. Conflicts of interest arise where your private interest interferes in any way, or even appears to interfere, with the best interests of the Company. Conflicts can arise where you take action or have interests that may make it difficult to perform your duties to the Company objectively and effectively, or where you or a member of your family receives improper personal benefits as a result of your position in the Company. You should avoid activities or relationships that may cause potential conflicts with your job or SKA's best interests or that may reflect negatively on SKA's image. Furthermore, you should avoid acquiring financial interests in an entity that is a competitor, customer of or a supplier to SKA, or that is in a partnering alliance with SKA, including those entities known to you to be considering any such relationship.

SKA directors and executive officers must notify the management once he or she has determined to accept any invitation to serve on another corporate board or with any governmental advisory or charitable organization.

DISCLOSING CONFLICTS OF INTEREST

You must disclose any matter that may present a conflict of interest. This disclosure is made for the purpose of determining whether or not a conflict of interest exists and whether or not you can proceed with the proposed activity or conduct.

Directors and officers should disclose any such situation that reasonably could be expected to give rise to a conflict of interest or the appearance of a conflict to the management before the individual can proceed.

LOANS AND GUARANTEES

Except where credit may be extended as part of the Company's ordinary course of business, SKA does not provide loans or guarantees of personal obligations to any employees, officers, directors, or their family members. In all cases personal loans to executive officers and directors are prohibited.

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ANTI-CORRUPTION/ANTI-BRIBERY

You must treat customers, suppliers, competitors, regulators and all other persons with complete impartiality and according to SKA's best interests. No payments, gifts, kickbacks, employment or benefits may be offered to any person in an attempt to gain an advantage in any situation or to influence improperly that person's performance of duties. In addition, you are strictly prohibited from offering money, merchandise, favour, or services to any agent or organization in a position to benefit SKA.

You are not permitted to accept any cash, gift, kickback or benefit that is intended to or could be interpreted as intended to influence the performance of your duties. This prohibition extends to members of your immediate family. If you are offered any cash, gift, or benefit, notify the head of department responsible for your department. If it is more than a common business courtesy, return the gift or refuse the benefit immediately.

All commissions, rebates, discounts, credits, and allowances must be in the form of written instruments made out to the business entity involved, and approved in the relevant company policies.

COMPLIANCE WITH LAWS

We are committed to compliance with all applicable laws, rules and regulations in the jurisdictions where we conduct business. We have specifically addressed some of those laws in this Policy; however, this Policy is not intended to be an exhaustive list of the laws with which we must comply.

CONFIDENTIALITY

You are required to maintain the confidentiality of non-public information obtained in the course of your duties. This information may belong to SKA or its partners or customers. You cannot use the information for personal benefit or release it to inappropriate parties. Partners, customers or other third parties may have a nondisclosure agreement with SKA which subjects their information to additional restrictions and procedures. Before disclosing any information to a third party, you are responsible for ensuring such disclosure is made in accordance with any such nondisclosure agreement and this Policy.

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You occupy a position of trust within the Company. Never disclose confidential information in any form (e.g. records, reports, financial and sales information, project details, acquisitions or plans involving SKA or its customers, suppliers, or competitors, such as customer names that have not been publicly announced) to an outside party or to an employee who does not have authorized access. Use of confidential information for personal gain or to influence business transactions is not permitted.

Confidential information should only be discussed in a secure environment and only amongst employees with authorized access and on a “need to know” basis. Care should be taken while having business discussions in public environments such as on airplanes, elevators, in restaurants and other public venues that are not considered secure.

If you receive an external request for confidential SKA information, refer such requests to the member responsible for your department. If a government agency has issued notice that by law it is required to release confidential SKA information to a third party, you must escalate the matter by providing written notice to the Dept. Head responsible for your department, prior to the release of the information.

You must safeguard confidential documents, laptop computers, and other SKA property that is required to be taken outside the workplace for legitimate business reasons.

DATA PRIVACY

SKA regards the lawful and correct treatment of personal information as very important to perform its functions successfully and efficiently, and to maintain the confidence of its customers and partners. Many countries have laws protecting personally identifiable information (“PII”). PII can include an individual’s name, telephone numbers, social security number, email addresses or home address. Certain PII, including, but not limited to, information about an individual’s medical records, financial records, employment history, religious background, political affiliations or sexual orientation may be subject to additional legal protections.

All PII should be considered confidential information and should be treated as such according to this Policy. You are required to handle, store and dispose of PII in compliance with the relevant laws that apply to the information. To the extent possible, you should limit your exposure and access to PII. You should only access PII to the extent necessary to perform your job duties.

If you suspect PII is being treated in a manner that is in violation of this Policy, you should report it immediately to the Dept. Head.

SAFEGUARDING INTELLECTUAL PROPERTY

You are responsible for protecting SKA's intellectual property (IP). SKA's IP may include, but is not limited to, patents, software code, technical product information, information regarding research and development, confidential market research, customer names, customer lists, pricing information, and trade secrets.

A trade secret is information, including formula, pattern, compilation, program, method, technique, or process, that:

(i) derives its value from not being known by others, especially competitors and

(ii) is the subject of reasonable efforts to maintain its secrecy.

Trade secrets by their nature derive their value from remaining secret. Therefore, when a trade secret is stolen, it immediately loses its value. You should use the utmost care in protecting SKA's IP and trade secrets, including treating such information as confidential according to this Policy. You must use SKA IP for its intended purpose: supporting and conducting company business.

SKA's IP also includes its logos, trademarks and copyrights. Before using or allowing a third party to use any of SKA's logos, trademarks or copyrights you should check with the HR Department.

In addition to protecting SKA's IP, you must also respect the intellectual property rights of others. SKA will not knowingly use the intellectual property of a third party without permission. This means you should not use software or other copyright-protected content without a proper license to do so. You may only use licensed materials in conformity with the terms and conditions of the applicable license agreement. If you suspect the IP rights of SKA or a third party have been violated, contact the HR Department immediately.

COMPANY PROPERTY

Company property includes telephones, copy machines, leased premises, company cards and email accounts. You must reasonably protect company property from misuse, damage or theft.

You can only use SKA property and opportunities for the intended purpose of supporting and conducting company business.

ANTI-TRUST

Many countries have adopted anti-trust laws intended to protect fair competition by prohibiting activities that result in monopolies or price fixing or otherwise limit competition. SKA is proud of its formidable position in the competitive marketplace and is committed to adhering to all applicable anti-trust laws.

Anti-trust laws are complicated, so you should always consult with the HR Department before entering into agreements or understanding, whether formal or informal, with customers, partners

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or competitors that could have the effect of limiting competition in the marketplace. Even the appearance of impropriety could raise concerns under anti-trust laws. As such, you should not discuss Company information like pricing, research and development, contract terms and conditions, prospective customer and partner opportunities, employment practices, marketing strategies with competitors unless you have received management approval.

DEALING WITH COMPETITORS

You are forbidden from sharing information with competitors about matters such as our pricing and conditions of sale, costs, our products and service offerings, market conditions or other confidential information, from which competitors could gain benefit over SKA or that would violate this Policy. In order to avoid violating this Policy or giving the appearance of impropriety, you should use extra caution when interacting with competitors. You must only accept, read, use or obtain information about competitors through lawful means.

HONESTY

SKA conducts business honestly and fairly. This means you are expected to do things like keep accurate and complete records and avoid activities like theft, fraud and money laundering.

SKA is committed to providing full, fair, accurate, timely, and understandable disclosure in all public communications

You should never modify records, omit important information or make statements that are intentionally misleading, including, but not limited to creating or maintaining undisclosed or unrecorded funds of money or other assets.

All SKA employees are required to maintain accurate records and reports including, but not limited to, expense reports, sales quotes, invoices, customer information, product information and company financial records.

SKA maintains internal controls and procedures designed to provide reasonable assurance of achieving (i) efficiency of operations; (ii) safeguarding and proper management of Company assets; (iii) reliability of financial reporting that is in Compliance with generally accepted accounting principles; and (iv) compliance with applicable laws and regulations.

Compliance with these controls and procedures is of paramount importance.

PREVENTING THEFT AND FRAUD

We all understand that theft means taking something that doesn't belong to you without permission. Theft can be perpetrated by taking someone else's tangible property or money, or by committing fraud. Fraud is intentionally misleading someone in order to make them do (or not do) something based on the misleading statements or actions you made and which results in that person sustaining economic harm. SKA does not tolerate theft or fraud. Individuals who commit theft or fraud will be disciplined and may face criminal prosecution or civil penalties.

NO MONEY LAUNDERING OR TERRORIST FINANCING

Money Laundering is the process of concealing illegitimate funds by moving them through legitimate businesses, in other words, washing dirty money through clean companies. A related concern is the use of legitimate funds to finance or support terrorist groups or activities. Money laundering and terrorist financing are illegal. You must never knowingly participate directly or indirectly in money laundering or terrorist financing. Report suspicious activity, such as requests to transfer funds to or from countries or companies unrelated to your particular transaction, to the management immediately.

CORPORATE GIVING

Being a good corporate citizen and investing in the communities we serve is an important part of the way we do business at SKA. In addition to granting donations to organizations, we encourage our employees to become active members in our communities through volunteering. You can find out more about corporate giving at SKA on our website.

RESPECT

SKA is committed to maintaining a work environment that is grounded in respect for each individual and their personal dignity. This includes creating a work environment that is safe and a company culture that promotes success for all SKA employees.

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NO DISCRIMINATION AND NO HARASSMENT

Each individual has the right to work in a professional atmosphere that promotes equal opportunities and prohibits discriminatory practices. Discrimination means placing someone at a disadvantage. You cannot discriminate against someone based on their race, ancestry, religion, place of origin, colour, ethnic origin, citizenship, creed, gender, pregnancy, sexual orientation, age, marital status, family status, mental or physical disability, social conditions, political belief or any other factor unrelated to job requirements.

Harassment in the workplace is a form of discrimination. Harassment can take on many forms including jokes, slurs, unwelcome touching, assault, threats, unwelcome requests for sexual favours or dates, and derogatory comments, gestures, cartoons, photographs.

Harassment and discrimination are illegal and strictly prohibited. Any form of harassment or discrimination is unacceptable and will not be tolerated at SKA. Violation of this policy could result in immediate termination. You are required to comply with all laws and Company policies regarding discrimination and harassment.

NO SUBSTANCE ABUSE

SKA is committed to providing a safe work environment and to fostering the well-being and health of its employees. SKA seeks to foster a community where substance abuse is not condoned and where those with substance abuse problems are provided with assistance. SKA's primary approach to preventing substance abuse is to educate its employees regarding the medical and psychological hazards of substance abuse.

EQUAL OPPORTUNITY EMPLOYER

The goal of SKA is to provide a working environment that is inclusive of everyone regardless of race, ancestry, religion, place of origin, colour, ethnic origin, citizenship, creed, gender, gender, identification, veteran status, culture, national origin, pregnancy, sexual orientation, age, marital status, family status, mental or physical disability, social conditions, political belief or any other factor unrelated to job requirements or other basis protected by applicable laws. SKA believes that a diverse workforce has significant positive results in attracting and retaining talent.

HEALTH AND SAFETY

We provide employees with a safe and healthy working environment, and we recognize that an effective health and safety program is an integral part of every job activity in all of its operations. We have developed an Occupational Health and Safety Policy for you to review which outlines our commitment to providing a safe working environment.

PRIVACY

SKA respects the privacy of its employees and encourages a collaborative work environment. All employees should be aware that email, internet use, instant messaging, wikis and all forms of social computing are business tools and as such may be monitored and recorded by SKA to ensure compliance with this policy. SKA reserves the right to monitor its facilities and equipment in order to ensure safety, prevent illegal activity, investigate any reports of misconduct, comply with applicable laws, manage information systems, and for other reasonable business purposes.

Employees should be aware that data and other materials in files maintained on the network may be subject to review, disclosure or discovery.

INVESTIGATIONS AND DISCIPLINARY ACTION

Disciplinary action for violation of this Policy will correspond to the gravity of the offense. If you violate this Policy, appropriate corrective action will be taken, which may include loss of access to system accounts and/or other disciplinary action up to and including termination of employment.

CERTIFICATE OF COMPLIANCE

All directors, officers, and employees will be required to certify that they have read this Policy and will comply with it.