

# **CODE OF BUSINESS CONDUCT AND ETHICS OF INVENT VENTURES, INC.**

## **I. Introduction and Purpose**

This Code of Business Conduct and Ethics (this "Code") applies to Invent Ventures, Inc. and its subsidiaries (collectively, the "Company"). We expect all employees, officers ("employees"), and members of the Board of Directors ("directors") to uphold the highest standards of honesty, integrity, and ethical conduct. Adherence to this Code and all applicable laws is fundamental to maintaining our reputation and ensuring proper compliance.

All employees and directors are expected to read and personally commit to this Code. Non-compliance may result in disciplinary action, including termination of employment.

For questions regarding this Code or to report potential violations, contact the Company's **Chairperson of the Audit Committee**. The Company will not tolerate retaliation against any employee or director for good faith reports.

Any waiver of this Code's provisions for executive officers or directors must be approved by the Board or a committee thereof and promptly disclosed to stockholders.

This Code will be posted on the Company's website and will be available upon request to shareholders. Its availability will be disclosed annually in the Company's Form 10-K filing with the Securities and Exchange Commission ("SEC"). This Code is not exhaustive and is supplemented by other Company policies and rules.

## **II. Core Responsibilities and Principles**

**A. Compliance with Laws, Rules, and Regulations** All employees and directors must respect and obey all applicable federal, state, and local laws in all jurisdictions where the Company operates. Questions about legal applicability should be directed to the Chairperson of the Audit Committee.

**B. Conflicts of Interest** A conflict of interest arises when an employee's or director's private interest interferes, or appears to interfere, with the Company's interests. This includes situations where an individual or their family member receives improper personal benefits due to their Company position, or where personal interests impede objective decision-making. All conflicts or potential conflicts, unless pre-approved in accordance with Company policy, are prohibited and must be reported immediately to the Chairperson of the Audit Committee.

**C. Company Opportunities** Employees and directors are prohibited from taking for themselves, or diverting to others, opportunities discovered through the use of Company property, information, or position. They must not use Company assets or information for personal gain, nor directly or indirectly compete with the Company. All employees and directors have a duty to advance the Company's legitimate interests.

**D. Insider Trading** All employees and directors must strictly comply with the Company's Insider Trading Policy. This policy prohibits buying or selling Company securities while in possession of material, non-public information. It also prohibits "tipping" such information to others who might trade on it. Additionally, you may not trade in securities of other companies about which you learn material, non-public information through your employment or service. Copies of the Insider Trading Policy are available from the Chairperson of the Audit Committee. Questions regarding materiality or adequate disclosure should be directed to the Chairperson of the Audit Committee.

**E. Confidentiality** Employees and directors must maintain the confidentiality of non-public information entrusted to them by the Company or its customers and suppliers, unless disclosure is authorized or legally mandated. "Confidential information" includes any non-public information potentially useful to competitors or harmful to the Company, its customers, or suppliers if disclosed. This obligation continues after leaving the Company. Questions regarding confidential information should be directed to the Chairperson of the Audit Committee.

**F. Fair Dealing** Each employee and director must endeavor to deal fairly with the Company's competitors, suppliers, customers, and employees. No one should take unfair advantage of another through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

**G. Protection and Proper Use of Company Assets** All employees and directors have a duty to protect Company assets and ensure their efficient use. This includes tangible property and intellectual property (e.g., patents, trademarks, trade secrets, business plans, financial data). Company assets are for legitimate business purposes only, and measures must be taken to prevent their theft, damage, or misuse. Unauthorized use or distribution of Company information is a violation of this Code.

**H. Accuracy of Records and Reporting** All Company books, records, accounts, and financial statements must be maintained accurately, in reasonable detail, reflect related matters appropriately, and conform to legal requirements and internal controls. False or misleading records are strictly prohibited. Records must be retained or destroyed only in accordance with the Company's document retention policies. Questions should be directed to the Chairperson of the Audit Committee.

**I. Disclosure Controls and Procedures** The Company maintains effective disclosure controls and procedures to ensure timely and accurate reporting of financial and non-financial information to senior management and in SEC filings. All employees, within their scope of duties, are expected to support the effectiveness of these controls and promote full, fair, accurate, timely, and understandable disclosure in all public communications.

**J. Improper Influence on Audits** No employee shall fraudulently influence, coerce, manipulate, or mislead any independent public or certified accountant performing an audit of the Company's financial statements, or any internal auditor conducting an internal audit or investigation. All employees must cooperate fully with any such audit or investigation.

**K. Interaction with Public Officials; Entertainment and Gratuities** When dealing with public officials, employees and directors must avoid illegal or unethical activities. Giving gifts, including meals, entertainment, transportation, and lodging, to government officials is restricted by law. Pre-approval from the Chairperson of the Audit Committee is required before providing anything of value from the Company to a government official or employee (excluding lawful political contributions from non-Company sources). The U.S. Foreign Corrupt Practices Act strictly prohibits illegal payments to foreign government officials or political candidates to obtain or retain business.

For non-governmental customers and suppliers, business decisions should be based solely on competitive factors. Gifts and entertainment of nominal value are permissible to foster goodwill, provided they do not create an obligation or violate applicable law or the recipient's policies. Employees should exercise good judgment and moderation.

**L. Environmental Protection** The Company is committed to protecting the environment and human health. All employees must comply with environmental laws and regulations. Supervisors and managers are responsible for staying current with relevant laws, seeking professional guidance when necessary, and ensuring compliance. Accidental environmental incidents must be reported immediately, and measures undertaken to minimize impact. Knowing violations of environmental law will result in disciplinary action, up to and including discharge and prosecution.

**M. Use of Electronic Technology Resources** The Company's electronic resources (computers, internet, email, etc.) are provided primarily for Company business. While occasional, non-work, non-prohibited use is permitted, employees have no right to privacy concerning information transmitted or stored on Company systems, other than specific legal exceptions. Employees are responsible for ethical and legal use, ensuring it does not interfere with productivity or operations. Sending, saving, or viewing offensive material (including, but not limited to, sexual comments, racial slurs, or discriminatory content based on race, color, creed, sex, age, national origin, or disability) is strictly prohibited and subject to disciplinary action, including discharge.

### **III. Compliance Standards and Procedures**

**A. Compliance Oversight:** The Company's Chief Financial Officer, Alan Lewis is the primary point of contact for *all* compliance oversight for the Code has been designated with responsibility for overseeing and monitoring compliance with this Code.

**B. Reporting Violations:** Employees are encouraged to speak with their supervisors, managers, or other appropriate personnel when in doubt about appropriate conduct. In most instances, questions regarding this Code should be directed to the Chairperson of the Audit Committee.

We encourage all employees to promptly report any actual or apparent violations of this Code or any laws, rules, or regulations to the appropriate Company personnel. The Company prohibits retaliation or discrimination against employees who, in good faith, report possible illegal or unethical conduct. However, knowingly false reports are a violation of Company policy.

**C. Anonymous Communications:** To communicate anonymously, written reports without identifying information should be sent to: Alan Lewis, Chief Financial Officer. The Company will maintain confidentiality to the extent possible under applicable laws.

**D. Investigations:** Reported violations will be promptly investigated. Employees reporting violations should not conduct their own investigations but are expected to cooperate fully with any Company investigation.

**E. Accountability:** Employees and directors who violate this Code may face disciplinary action, including termination of employment. Knowledge of a violation and failure to promptly report or correct it may also result in disciplinary action. Some violations may also lead to civil and criminal liability.

I hereby acknowledge that I have reviewed and understand all provisions of the Code of Business Conduct and Ethics of Invent Ventures, Inc.

\_\_\_\_\_  
Name

Date: \_\_\_\_\_