

Innovium Media Properties Corp.

Code of Conduct

Innovium Media Properties Corp. (“Innovium” or the “Company”) ascribes the highest value to operating fairly and ethically, both as an intention and in practice. We aim to conduct our business affairs within the letter and the spirit of the law.

1. Innovium operates in strict compliance with all applicable laws, rules, and regulations, whether local, national or international, while simultaneously striving to heed a strong sense of ethical behaviour.
2. Innovium is committed to providing a safe, and healthy work environment. Every Director, officer and employee is responsible for compliance with environmental, health, and safety laws and regulations.
3. Each Director, officer and employee has a duty to every other Director, officer and employee to treat that person with the same level of courtesy and respect that they would expect to be afforded. Any form of harassment and interference of a sexual nature is explicitly forbidden.
4. Every Director, officer and employee has a duty to avoid financial, business, or other relationships that might be opposed to the interests of Innovium or might cause a conflict with the performance of their duties. Directors, officers and employees should conduct themselves in a manner that avoids even the appearance of conflict between their personal interests and those of the Company.
5. Innovium’s business affairs should always be free from even the inference or perception that favorable treatment was sought, received, or given on the basis of furnishing or receiving gifts, entertainment favors, hospitality, or other gratuities. Innovium specifically prohibits offering, giving, soliciting, or receiving any form of bribe or kickback. These are criminal acts.
6. The Directors, officers and employees of Innovium are likely to pursue other interests, including civic, communal, and political involvements as well as other business-related associations. None of these additional activities should take precedence over the respective Director’s, officer’s or employee’s duties to Innovium. It is the responsibility of each Director, officer and employee to acquaint his or her superiors, colleagues or associates with each of his or her respective non-Innovium involvements so that potential conflicts or concerns may be readily identified and resolved.
7. Innovium Directors, officers and employees are not permitted to accept any funds in any form or amount, nor any gift that has retail or exchange value exceeding \$500 or more from individuals, companies, or representatives of companies having or seeking business relationships with Innovium. It is the responsibility of each Director, officer or employee to report to his or her superiors, colleagues or associates any gift received or any attempt to gift funds to him or her.
8. The Company’s financial statements and all books and records on which they are based must reflect accurately all transactions of the Company.

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9. Every Director, officer and employee is charged with the duty to preserve the Company's assets, its property and equipment, as well as the property and equipment of its investee companies.

Questions regarding interpretations of specific laws, regulations, or policies shall be submitted to the Corporate Secretary, the Chairman of the Board of Directors, or the Chairman of the Audit Committee.

Every Director, officer and employee has a duty to report violations or apparent violations of the Code of Conduct, and every Director, officer and employee should familiarize themselves with the procedures set out for reporting apparent violations of this Code of Conduct under the Innovium Whistleblower Policy.

Adopted by the Innovium Board of Directors on December 20, 2006