



MindWalk Holdings Corp. Code of Ethics and Business Conduct

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1. Introduction.

1.1 The Board of Directors of **MindWalk Holdings Corp.** (together with its subsidiaries, the “**Company**”) has adopted this Code of Ethics and Business Conduct (the “**Code**”) in order to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, regulatory authorities pursuant to applicable securities laws, rules or guidelines, and in other public communications made by the Company;
- (c) promote compliance with applicable governmental laws, rules and regulations;
- (d) promote the protection of Company assets, including corporate opportunities and confidential information;
- (e) promote fair dealing practices;
- (f) deter wrongdoing and promote the prompt internal reporting of violations of the Code to the appropriate persons identified herein; and
- (g) ensure accountability for adherence to the Code.

1.2 All directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below in Section 14, Reporting and Enforcement.

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2. Honest and Ethical Conduct.

2.1 The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Employees may not falsify or improperly modify records, reports, correspondence, or other documents, whether in dealing with colleagues or people outside the Company. The best way to deal with difficult situations is by addressing them quickly and directly.

2.2 Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees, government agencies and anyone else with whom he or she has contact in the course of performing his or her job.

2.3 Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. The Company controls risk by doing business with high ethical standards as required by law. Sections 8 and 9 of this Code outline the Company's policy regarding compliance with anti-bribery and anti-corruption laws and with fair competition practices.

3. Workplace.

3.1 The Company fosters a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not discriminate against employees, officers, directors or potential employees, officers or directors on the basis of race, color, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal or provincial laws and regulations, or any laws or regulations applicable in the jurisdiction where such employees, officers or directors are located. The Company is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective

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action and will not tolerate discrimination by its employees and agents. Employees, officers and directors are encouraged to speak out when conduct makes them uncomfortable, and to report harassment when it occurs.

3.2 The Company will not tolerate harassment of its employees, customers or suppliers in any form.

3.3 Sexual harassment is illegal and all employees, officers and directors of the Company are prohibited from engaging in any form of sexually harassing behavior. Sexual harassment means unwelcome sexual conduct, either visual, verbal or physical, and may include, but is not limited to, unwanted sexual advances, unwanted touching and suggestive touching, language of a sexual nature, telling sexual jokes, innuendoes, suggestions, suggestive looks and displaying sexually suggestive visual materials.

3.4 The Company is committed to maintaining a safe and healthy work environment free of substance abuse. Employees, officers and directors of the Company are expected to perform their responsibilities in a professional manner and, to the degree that job performance or judgment may be hindered, be free from the effects of drugs and/or alcohol.

3.5 The workplace must be free from violent behavior. Threatening, intimidating or aggressive behavior, as well as bullying, subjecting to ridicule or other similar behavior toward fellow employees or others in the workplace will not be tolerated.

4. Conflicts of Interest.

4.1 A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes or even appears to or has the potential to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee,

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officer or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company.

4.2 Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer are expressly prohibited.

4.3 Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described in Section 4.4.

4.4 Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with and seek a determination and prior authorization or approval from, their supervisor or the Chief Financial Officer. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Financial Officer with a written description of the activity and seeking the Chief Financial Officer's written approval. If the supervisors involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Financial Officer. If a conflict of interest should arise after an employee is appointed or engaged, the employee must disclose all relevant facts to the same positions referred to above.

4.5 Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

4.6 Directors and senior officers must also make appropriate disclosure in accordance with applicable laws. Any material transaction or relationship involving a director of the Company that reasonably could be expected to give rise to a

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conflict of interest must be disclosed as required by the *Business Corporations Act* (British Columbia) and any other applicable legislation.

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5. Compliance.

5.1 Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.

5.2 Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. All employees, officers and directors must comply with the Company's insider trading policy and trading blackout notices, which are circulated by the Company. Questions about compliance should be addressed to the Chief Financial Officer who will seek Legal advice, when appropriate.

5.3 No director, officer or employee may purchase or sell any Company securities while in possession of material nonpublic information (MNPI) regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of MNPI regarding that company. It is against Company policies and illegal for any director, officer or employee to use MNPI:

(a) Buy, sell or otherwise trade in any security of any public company while in possession of MNPI about that company;

(b) directly or indirectly disclose or pass on (i.e., "tip") MNPI about a public company to any other person, including family members, friends or others who do not have access to such MNPI and who might make an investment decision on the basis of that information; or

(c) advise, recommend or express opinions to

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any person as to trading in a public company's securities (including the Company's) on the basis of MNPI about that company.

5.4 All directors, officers and employees must comply with the Company's insider trading policy, including any black-out notices issued in connection therewith.

6. Disclosure.

6.1 The Company's periodic reports and other documents filed with the Securities and Exchange Commission (SEC), including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. The Company makes timely, complete and accurate disclosures in such reports and documents as well as in other public communications, such as press releases and presentations.

6.2 Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

6.3 Each director, officer and employee who is involved in the Company's disclosure process must:

- (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting;
- (b) report any non-compliance with our disclosures policies and procedures and any suspicion of any hidden fund or asset, any false or artificial entry into the financial records of the Company or any inappropriate payment in accordance with the procedures in Section 10 of this Code; and

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(c) take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

7. Protection and Proper Use of Company Assets.

7.1 All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.

7.2 All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.

7.3 The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties. Directors, officers and employees should use good judgment when disclosing any proprietary or confidential information to other Company employees and do so only on a "need to know" basis.

8. Anti-Bribery and Anti-Corruption.

8.1 The Company prohibits bribery and corruption of any form in the conduct of its business activities. Employees, officers and directors may not, directly or indirectly, offer, authorize, provide, solicit, or receive a bribe, kickback, other corrupt payment of anything of value, directly or indirectly, to any government official improperly to influence the actions of a government official; to obtain an improper or unfair advantage in connection with the Company's business; or to retain or direct business to any person.

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8.2 The Company is subject to, and committed to complying with, all applicable anti-corruption laws and regulations, including but not limited to the U.S. Foreign Corrupt Practices Act and the Canadian Corruption of Foreign Public Officials Act. The requirements of these laws are strictly enforced by the Company in its efforts to recognize, detect and prevent potential anti-corruption violations in a timely and effective manner.

8.3 Employees, officers and directors must not use their status with the Company to obtain personal gain from those doing or seeking to do business with the Company.

8.4 The Company has a zero-tolerance approach towards bribery. Employees, officers and directors must not pay bribes in furtherance of the Company's business, and the Company directs you not to do so on its behalf. A bribe is anything of value that is offered, promised, given, authorized, or received to influence a decision of a government official; to gain an improper or unfair advantage; or to retain or direct business to any person. Bribery may not always be in the form of cash payments and may take many other forms, including but not limited to the following examples if they are not related to a legitimate business purpose:

- (a) non-arm's length loans or other transactions;
- (b) disingenuous jobs or "consulting relationships";
- (c) donations or gifts to charities or other third parties that are controlled by or related to government officials; and
- (d) payment or reimbursement of unreasonable meal, travel, and entertainment expenses.

8.5 Employees, officers and directors must ensure that Company books and records accurately reflect all expenses incurred during the course of the Company's business, and that the Company's books and records do not disguise any bribes or other improper payments.

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9. Fair Competition Practices.

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9.1 We believe in competing in a lawful and ethical manner and we do not seek to benefit from any competitive intelligence or information that has been obtained improperly, unfairly or illegally. Employees, officers, and directors must be careful to not accept or use competitive information unless there is reason to believe that it has been obtained through lawful and ethical means.

9.2 Employees, officers and directors must be careful to rely on publicly available sources and refrain from soliciting or accepting information from current or former employees of, or third parties with access to confidential information about, competitors.

9.3 We are committed to promoting free and fair competition and do not engage in restrictive, unfair or anti-competitive practices. We require strict compliance with the competition and antitrust laws of the countries in which we operate. Generally, employees, officers, and directors are required to refrain from engaging in:

- (a) agreements with competitors that improperly restrict competition by allocating markets, restricting output, fixing prices, or otherwise creating undue obstacles to fair competition that are contrary to law;
- (b) false or unfounded disparaging statements and remarks about third party products and services in order to promote the Company's offerings.
- (c) agreements to engage in unlawful boycotts of countries or persons;
- (d) false claims about the Company's products, including claims about the Company's products that do not conform to the Company's specifications;

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- (e) unfair trade practices, misappropriation of trade secrets of other parties, manipulation, concealment, deception, abuse of privileged information or misrepresentation of facts or any other unfair dealing practice;
- (f) any other prohibited unfair or deceptive trade practices; and
- (g) any kind of fraud directly or indirectly.

10. **Use of Corporate Property.** We are entrusted with the care, management and cost-effective use of the Company's property and we do not make use of these resources for our own personal benefit or purposes. We ensure that all corporate property assigned to us is maintained in good condition and we should be able to account for such equipment. We may not dispose of corporate property except where authorized to do so by the Company management. Access to the Company's information technology is restricted. Passwords are to be kept confidential and use of the information technology is limited to authorized business purposes.

11. **Corporate Opportunities.** All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

12. **Confidentiality.** Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, and any other information that comes to them about the Company, except when disclosure is expressly authorized by the Audit Committee or Board of Directors or is required by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to

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the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed. The obligation to preserve confidential information continues even after employment ends.

All inquiries regarding the Company from non-employees, such as a financial analyst or journalist, should be directed to an executive officer of the Company. The Company's policy is to cooperate with every reasonable request of government investigators for information. However, the Company is entitled to all the safeguards provided by law for the benefit of persons under investigation or accused of wrongdoing, including legal representation. If a representative of any government or government agency seeks an interview or requests access to data or documents, refer to an executive officer of the Company. Preserve all materials, including documents and e-mails, that might relate to any pending or reasonably possible investigation. In addition, the Company may collect, use and store personal information about its employees, contractors, customers, suppliers, associates and others in the course of its business activities. This collection, use and disclosure of personal information is subject to provincial, federal and international laws. The Company respects the privacy rights of all individuals.

Nothing contained in this Code, or any confidentiality policy of the Company, limits the Company's directors, officers, employees and others in possession of material non-public information to file a charge or complaint with a governmental regulatory agency and nothing herein limits their ability to communicate with any such agencies or otherwise participate in any investigation or proceeding that may be conducted by any such agency, including providing documents or other information, without notice to the Company.

13. **Environmental, Health and Safety.** Each director, officer and employee is encouraged to take environmental, health and safety concerns and risks seriously in their work and follow health and safety rules by reporting accidents, injuries, unsafe equipment, procedures or work conditions to their supervisor and/or the Company's health and safety officers.

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13.1 The Company is committed to sound environmental management and compliance with all environmental legislation, regulations, permits and licenses. It is the intent of the Company to conduct itself in partnership with the environment and community at large as a responsible and caring business entity. The Company is committed to managing all phases of its business in a manner that minimizes any adverse effects of its operations on the environment.

13.2 The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Employees must be aware of the safety issues and policies that affect their job, other employees and the community in general. Managers, upon learning of any circumstance affecting the health and safety of the workplace or the community, must act immediately to address the situation. Employees must immediately advise their managers of any workplace injury or any circumstance presenting a dangerous situation to them, other co-workers or the community in general, so that timely corrective action can be taken.

14. Reporting and Enforcement.

14.1 Reporting and Investigation of Violations.

(a) Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee.

(b) Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the reporting person's supervisor or the Chief Financial Officer.

(c) After receiving a report of an alleged prohibited action, the Audit Committee, the relevant supervisor or the Chief Financial Officer must promptly take all appropriate actions necessary to investigate.

(d) All directors, officers and employees are expected to cooperate in any internal investigation of

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misconduct.

(e) Directors, officers and employees must not use these reporting channels in bad faith or in a false or frivolous manner.

14.2 Enforcement.

(a) The Company must ensure prompt and consistent action against violations of this Code.

(b) If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.

(c) If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the Chief Financial Officer determines that a violation of this Code has occurred, the Chief Financial Officer will report such determination to the Audit Committee.

(d) Upon receipt of a determination that there has been a violation of this Code, the Board of Directors will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities. Where appropriate, the Company will not limit itself to disciplinary action but may pursue legal action against the persons who contravene in this Code.

14.3 Waivers.

(a) Each of the Board of Directors (in the case of a violation by a director or executive officer) and the Audit Committee (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.

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(b) Any waiver for a director or an executive officer shall be disclosed as required by SEC and Nasdaq rules.

14.4 Prohibition on Retaliation.

The Company does not tolerate and forbids acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code. Any person who participates in any such retaliation is subject to disciplinary action, including termination of service.

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15. Annual Review.

This Code has reviewed and authorized by the Board of Directors. The Board of Directors shall review and reassess the adequacy of this Code annually and make any amendments that it deems appropriate.



ACKNOWLEDGMENT OF RECEIPT AND REVIEW

To be signed and returned to the Chief Financial Officer.

I acknowledge that I have received and read a copy of the MindWalk Holdings Corp. Code of Ethics and Business Conduct. I understand the contents of the Code, and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Chief Financial Officer if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.

To the best of my knowledge, I have no actual or potential conflicts of interest to declare.

OR

I have an actual or potential conflict of interest to declare as attached.

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[NAME Company]

[NAME Representative]

[DATE]

[Signature]