

CODE OF CONDUCT / WHISTLEBLOWER POLICY

Standards

The Company will uphold the highest standards of ethical conduct in all of its activities. The Company will conduct its business in a manner consistent with the values of honesty, integrity, fairness, respect and responsibility. Furthermore, the Company will obey the law in all matters, at all times. All illegal activities or illegal conduct are prohibited whether or not they are specifically identified in this Policy or elsewhere.

This Policy applies to all directors, officers and employees (collectively, “Employees”) of the Company and its subsidiaries (the “Company”). Every Employee of the Company has a responsibility to understand and comply fully with this Code of Conduct and all other policies of the Company.

All Employees must comply with the following:

Conflicts of Interest

No Employee shall place him/herself in, or be in, a position of Conflict of Interest where his/her personal interests interfere in any way with the interests of the Company, including receiving improper personal benefits as a result of his/her position in the Company. A Conflict of Interest is any situation in which an Employee has a private interest which:

- influences, has the potential to influence, or appears to influence the Employee’s conduct of work duties;
- interferes with the Employee’s objective exercise of his/her responsibilities; or,
- results in a personal opportunity or advantage for the Employee by virtue of his/her position with the Company.

Here are some examples of potential conflicts of interest:

Family Members: Gifts to Employee family members by a supplier of the Company are considered gifts to the Employee and should be reported if they involve more than ordinary social amenity or gifts of more than nominal value from any organization doing or seeking to do business with the Company. Nominal value generally refers to items such as pens, notepads, t-shirts, small gift baskets and coffee mugs. Doing business for the Company with organizations where family members are employed or that are partially or fully owned by family members or close friends may create a conflict or the appearance of a conflict of interest. For purposes of the Code “family members” include any child, stepchild, grandchild, parent, step-parent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and adoptive relationships.

Gifts, Entertainment, Loans, or Other Favors: Employees shall not seek or accept personal gain if it is more than ordinary social amenity or of more than nominal value from anyone soliciting business from, or doing business with the Company, or from any person or

entity in competition with us. Examples of such personal gains are gifts, non-business-related trips, gratuities, favors, loans, and guarantees of loans, excessive entertainment or rewards. However, Employees may accept gifts of an ordinary social amenity or of nominal value. Nominal value generally refers to items such as pens, notepads, t-shirts, small gift baskets and coffee mugs. Other than common business courtesies, Employees must not offer or provide anything to any person or organization for the purpose of influencing the person or organization in their business relationship with the Company.

Employees are expected to deal with advisors or suppliers who best serve the needs of the Company as to price, quality and service in making decisions concerning the use or purchase of materials, equipment, property or services. Employees who use the Company's advisors, suppliers or contractors in a personal capacity are expected to pay market value for materials and services provided.

Outside Employment: Employees may not participate in outside employment, self-employment, or serve as officers, directors, partners or consultants for outside organizations, if such activity:

- Reduces work efficiency;
- Interferes with the ability to act conscientiously in the Company's best interest; or
- Requires the employee to utilize Company proprietary or confidential procedures, plans or techniques.

Employees must inform their direct supervisor of any outside employment, including the employer's name and expected work hours.

Employees should report any actual or potential conflict of interest involving themselves or others to their supervisor or the CEO. Officers and directors should report any actual or potential conflict of interest to the Chair of the Audit Committee of the Board of Directors.

Confidentiality

Employees are required to maintain and protect the confidentiality of all information and materials entrusted to them. Employees must comply with the Company's Employee Confidentiality, Intellectual Property and Non-Competition Agreement.

Employee Trading

Employees must comply with (1) the Company's Disclosure Policy & Insider Trading Guidelines and (2) the Company's Employee Confidentiality, Intellectual Property and Non-Competition Agreement (collectively the "Policies") which prohibit insider trading in the Company's securities and promote confidentiality and timely disclosure of material information about the Company.

Fair Dealings

Employees are required to deal fairly with the Company's employees, customers, suppliers and competitors in a business-like manner, free from discriminatory practices, including harassment.

Bribery

Employees are strictly forbidden from offering, promising or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent or other intermediary which is prohibited by law. Those offering and/or paying a bribe may subject the Company and themselves to civil and criminal penalties. When dealing with government customers or officials, no improper payments will be tolerated. If an Employee becomes aware of any offer of money or gifts that are intended to influence a business decision, it should be reported to your supervisor or the CEO immediately.

The Company prohibits improper payments in all of its activities, whether these activities are with governments or in the private sector.

Financial Transactions

Employees must maintain the integrity of the Company's financial records and ensure full, fair, accurate and timely disclosure of financial information. Employees are prohibited from directly or indirectly falsifying or causing to be false or misleading any financial or accounting book, record or account. Further, Employees are prohibited from directly or indirectly manipulating an audit, and from destroying or tampering with any record or document with the intent of obstructing a pending or contemplated audit, review or legal investigation.

No Employee may directly or indirectly:

- Make or cause to be made a materially false or misleading statement; or
- Omit to state, or cause another person to omit to state, any material fact necessary to make public statements misleading

in connection with the audit of financial statements by independent accountants, the preparation of any required reports whether by independent or internal accountants or any other work which involves or relates to the filing of a document with the applicable Canadian securities' regulatory authorities.

Corporate Opportunities and Use and Protection of Company Assets

Employees are prohibited from:

- Taking for personal gain opportunities that are discovered through the use of Company property, information or position;
- Using Company property, information or position for personal gain; or
- Competing with the Company.

Employees have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Employees are responsible and accountable for the proper expenditure of Company funds, including money spent for travel expenses or for business entertainment. Employees are also responsible for the proper use of property over which they have control, including both Company property and funds and property that has been entrusted to their custody. Company assets must be used only for proper purposes.

Company property should not be misused. Company property may not be sold, loaned or given away regardless of condition or value, without proper authorization. Each Employee should protect company assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Company assets should be used only for legitimate business purposes.

Political Contributions

Employees must refrain from making any use of Company, personal or other funds or resources on behalf of the Company for political or other purposes which are improper or prohibited by the applicable federal, provincial, territorial, state, local or foreign laws, rules or regulations. Company contributions or expenditures in connection with election campaigns may be permitted only to the extent allowed by federal, provincial, territorial, state, local or foreign election laws, rules and regulations.

Reporting Violations and Whistleblower policy

Employees are required to report known or suspected violations of the Code. Titan Logix Corp. employees can utilize the Titan Logix Corp. anonymous Whistleblowing Compliance Hotline, of which the contact details are included below.

General

Titan Logix Corp.'s Code of Conduct requires Directors, Officers and Employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Employees of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Further, as part of Audit Committee requirements, public companies must provide a means for confidential and/or anonymous reporting of questionable accounting or auditing procedures for their Employees.

Reporting Responsibility

It is the responsibility of all Employees to comply with the Code and to report violations or suspected violations, including those relating to accounting, internal controls or auditing matters, in accordance with this Whistleblower Policy.

No Retaliation

No Employee who, in good faith, makes a report pursuant to this Policy shall suffer harassment, retaliation or adverse employment consequences. An Employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable Employees to raise concerns within the Company rather than seeking resolution outside the Company.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code, including accounting matters. Any allegations that prove not to be substantiated and which prove to be have been made maliciously or were knowingly false will be viewed as a serious offence and the person making such complaints or submissions may be subject to disciplinary action, up to and including termination of employment.

Reporting Violations

In most cases, your Supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your Supervisor or you are not satisfied with the response, you are encouraged to speak with someone in the Human Resources Department or anyone in management you are comfortable in approaching. Supervisors and Managers are required to report suspected violations of the Code to the Audit Committee Chairperson, who has specific and exclusive responsibility to investigate all reported violations.

Confidentiality

Suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation. When possible, the Employee who filed the report will be provided with a summary of the findings of the investigation.

Compliance

The matters covered in this Code are of the utmost importance to the Company and are essential to our ability to conduct our business in accordance with our stated values and in compliance with laws and regulations. Any breach of this Code of Conduct may result in discipline, up to and including termination of employment.

Whistleblowing Compliance Contact Information

If you suspect illegal or questionable accounting, auditing, or human resource matters or are not satisfied with the response of your supervisor, Human Resources or the Manager on other areas of concern, you are encouraged to report such matters to our independent whistleblowing service provider, Cornerstone Governance Corporation.

All reports are handled confidentially by Cornerstone Governance Corporation, an independent third-party organization, and will be forwarded to Titan's - Chair of the Audit Committee for review and investigation.

When submitting your report, please consider the following:

- Provide as many details as possible, including names, dates, places, and the events that took place. Also, include your perception of why the incident(s) may be a violation.
- You will remain anonymous whether or not you choose to include your contact information in your report.

Any employee, consultant, or contractor who reports a violation or incident in good faith and with the absence of malice will not be the subject of retaliatory actions against them by Titan Logix Corp.

How To Submit Your Report to Cornerstone Governance Corporation

Titan Logix Corp. has retained Cornerstone Governance Corporation, an independent service provider, to receive all incident reports. Please review the "How to File an Incident Report" document (filed with Company HR documents) before submitting your report to ensure you include the information necessary to conduct a thorough investigation.

Submission by Internet

- Go to the reporting website: <https://reporting.cornerstonegovernance.com>
- Enter the Login ID: titn72LX
- Follow the steps of the reporting system and be sure to write down your receipt number so that you can log back in to check for a response or to provide additional information.

Submission by Telephone and Fax

- Toll-free in Canada and the United States:
1-888-650-7768
- When using the telephone service, you will be instructed to leave a voice message with the details of your report.
- The toll-free number does not subscribe to call display.

Employees are encouraged to seek guidance when unsure about the best course of action in a particular situation.