

**TEVANO SYSTEMS HOLDINGS INC.
CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (the “**Code**”) has been approved by Tevano Systems Holdings Inc.’s Board of Directors and applies to Tevano Systems Holdings Inc. (the “**Company**”).

1. GENERAL

The Code applies to the directors, officers (which term shall include executive officers) and employees (which term shall include consultants and contractors working for the Company under services agreements) of the Company and its subsidiaries. Directors, officers and employees are responsible for reading, understanding and complying with the Code.

No written Code can cover every situation that may arise nor set forth a rule to follow in all cases. Consequently, if a director, officer or employee is confronted with a situation where further guidance is required, the matter should be discussed with your supervisor or a member of the Company management team. If the matter cannot be resolved, it must be referred to the Chief Executive Officer or the Company’s outside legal counsel or the Corporate Secretary, who have overall responsibility to provide guidance and ensure all enquiries and issues are addressed in a timely manner.

Nothing in this Code alters the terms and conditions of an employee’s employment or service provider arrangement.

This Code is meant to supplement and not replace any operating procedures or policies adopted by the Company or its subsidiaries in connection with their respective obligations under any other laws applicable to the Company’s operations.

The Company is committed to conducting its business affairs in compliance with all applicable laws, statutes, rules, regulations and stock exchange policies and expects directors, officers and employees acting on its behalf to do likewise. In addition, business dealings among directors, officers and employees, and by directors, officers and employees, with shareholders, customers, suppliers, licensors, licensees, community organizations and governmental and regulatory authorities must be based on principles of honesty, integrity and the ethical standards outlined in the Code.

2. SAFEGUARDING COMPANY ASSETS

2.1 Integrity of Records and Compliance with Sound Accounting. Accuracy and reliability in the preparation of all business records is of critical importance to the decision-making process and to the proper discharge of financial, legal and reporting obligations. All business records, expense accounts, invoices, bills, payroll and employee records and other reports are to be prepared with care and honesty. False or misleading entries are not permitted in the Company’s books and records. All of the Company’s assets and liabilities are to be recorded in compliance with the Company’s accounting and internal control procedures.

2.2. Protection and Proper Use of Assets. All directors, officers and employees have a responsibility to protect the Company’s assets against loss, theft, abuse and unauthorized use or disposal. the Company’s assets should only be used for legitimate business purposes.

The term “the Company’s assets” refers to all property whether tangible, intangible or electronic in form, which includes the Company’s products, inventory, equipment, office supplies, facilities, vehicles, computers and software, intellectual property, including but not limited to proprietary information, trade secrets and confidential information.

2.3 Confidentiality. During the normal course of business, directors, officers, and employees will have access to business and information records of a confidential nature. In some cases, the information may

affect the value of the Company's shares or those of another company. Such confidential business information is not to be disclosed externally or used as a basis for trading in shares.

The confidential nature of any such information could include information developed by other employees or information acquired from outside sources, sometimes under obligations of secrecy. Directors, officers and employees are expected to utilize such information exclusively for business purposes and this information must not be disclosed externally without a confidentiality agreement and/or the prior approval of the Chief Executive Officer or Chairman.

Examples of Confidential Information include:

- marketing strategies and promotional plans,
- pricing lists,
- supplier arrangements,
- new technology,
- legal proceedings,
- internal audit reports and files,
- security reports,
- training materials,
- human resource programs,
- personnel information,
- sales volume, profit and inventory statistics,
- long-range strategic planning, specifications, drawings, models,
- records, manuals, reports and papers,
- customer lists,
- employee lists,
- software, methods, and programs,
- new or improved technology,
- controls and processes,
- client and retailer information,
- annual and quarterly financial results (before press release),
- new products, relationships and services,
- business plans,
- restructuring plans,
- sales results,
- merger, divestiture, or acquisition plans,
- management changes, and
- information provided to the Company by third parties on the basis that it be kept confidential or which is otherwise confidential or proprietary to a third party.

The list above is not exhaustive.

In cases where information or records are obtained under an agreement with a third party, such as license agreements or technology purchases, employees must ensure that the provisions of such agreements are strictly adhered to so that the Company will not be deemed to be in default. Unauthorized disclosure or use of information or records associated with these agreements could expose the employee involved and/or the Company to serious consequences.

Nothing contained in Section 6 of this Code limits the Company's directors, officers, employees and consultants' ability 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.

2.4 Computer and Network Security. Computers are an essential work tool. To protect the Company's computer system and associated software programs from accidental or wilful destruction, theft or corruption you must take the following precautions:

- Ensure access to computers is granted only to authorized users,
- Follow Company policy on purchase and use of authorized software programs,
- Computer system passwords must be used, kept confidential and changed periodically, and
- Computer terminals must not be left logged on and unattended where they can be accessed by others

Occasional personal use of computers is permitted but personal commercial use is not.

The use of computers is subject to other Company policies in place from time to time including but not limited to policies about e-mail and internet access and network security.

It is also important to remember that all communications contained on thumb drives, cloud services, voice mail, e-mail, instant messages, computer files and in our workspaces are Company property.

3. CONFLICT OF INTEREST

3.1 General. Directors, officers, and employees should not engage in conduct, which is harmful to the Company or its reputation.

All directors, officers and employees have an obligation to be free of conflicting interests when they represent the Company in business dealings or are making recommendations which could influence the Company's subsequent actions.

In general terms, a conflict of interest would exist when an obligation or situation arising from the personal activities or financial affairs of a director, officer or employee, may adversely influence their judgment in the performance of their duties to the Company. It should be understood that the conflicting interest referred to throughout this section may be direct or indirect. For example, the interest may be that of the director, officer, employee, a family member, a relative, or a business enterprise in which any of these individuals has an interest, financial or otherwise.

3.2 Financial Interests. A conflict of interest will likely exist when a director, officer or employee who is able to influence business with the Company, owns, directly or indirectly, a beneficial interest in an organization which is a competitor of the Company, or which has current or prospective business as a supplier, licensors, licensees, customer, or contractor with the Company. A conflict is not likely to exist, however, where the financial interest in question consists of shares, bonds or other securities of a company listed on a securities exchange and where the amount of this interest is less than one percent of the value of the class of security involved.

3.3 Outside Work. A conflict of interest will likely exist when a director, officer or employee, directly or indirectly, acts as a director, officer, employee, consultant, or agent of an organization that is a competitor of the Company, or which has current or prospective business as a supplier, licensors, licensees, customer or contractor with the Company. Similarly, a conflict of interest may exist when an employee undertakes to engage in an independent business venture or to perform work or services for another business, civic or charitable institution to the extent that the activity involved prevents such employee from devoting the time and effort to the conduct of the Company's business, which the employee's position requires.

If a director, officer or employee has an agreement with the Company with respect to non-competition and/or non-solicitation, such agreement shall govern only to the extent of any conflict between this Code and such agreement.

3.4 Gifts or Favours. A conflict of interest will arise when a director, officer or employee, either directly or indirectly, solicits and/or accepts any gift or favour from an organization which is a competitor of the Company, or which has current or prospective business with the Company as a customer, supplier, licensors, licensees or contractor. In such cases, the acceptance or prospect of gifts or favours may tend to limit or give the appearance of limiting the director-, officer- or employee-recipient from acting solely in the best interests of the Company in dealings with these organizations.

For this purpose, a "gift" or "favour" includes any gratuitous service, loan, discount, money or article of value. It does not include loans from financial institutions on customary terms; articles of nominal value

normally used for sales promotion purposes; or ordinary business meals or reasonable entertainment consistent with local social or business customs.

3.5 Trading with the Company. A conflict of interest may exist when a director, officer or employee is directly or indirectly a party to any business transaction with the Company.

3.6 Misappropriation of Business Opportunities. A conflict of interest will exist when a director, officer or employee, without the knowledge and consent of the Company, appropriates for their own use, or that of another person or organization, the benefit of any business venture, opportunity or potential about which the director, officer or employee may have learned or may have developed during the course of his/her association with the Company. Employees, officers and directors of the Company are prohibited from: (i) taking for themselves personal opportunities that are discovered through the use of corporate property, information or position; (ii) using corporate property, information, or position for personal gain; and (iii) competing with the Company.

3.7 Family and Personal Relationships. Sometimes personal and business lives overlap and members of the Company may find they are in a position of considering a business relationship with a relative, spouse or close friend or their employer. If an issue compromises, or creates the appearance or perception of compromising, your ability to act in the Company's best interests, you must discuss the matter with the Chief Executive Officer and Chief Financial Officer of the Company. Issues that merit discussion would include:

- Hiring of a relative or close personal friend,
- A family member is employed by a competitor at a senior level,
- A person with whom we have a close personal relationship is a major shareholder or an executive with a competitor, or
- Purchasing goods or services for Company use from a family member or close friend.

3.8 Membership on Boards of Directors. Occasionally, employees may be asked to become members of a Board of Directors. The prior approval of the Chief Executive Officer is required, except in the case of service on the board of a local non-profit, charitable or public service organization. Approval, where required, and service on a Board of Directors will require that:

- The organization is not a competitor or supplier,
- All activities are conducted on your own time and
- Service on the Board does not involve divulging confidential or non-public information about the Company.

Exceptions to this policy may be approved by the Chief Executive Officer or the Chief Financial Officer or the Board of Directors of the Company.

3.9 Steps to Take if Potential Conflict of Interest Identified. In accordance with all applicable privacy legislation, the Company respects the right of employees to privacy in their personal activities and financial affairs. The prime purpose of this section of the Code is to provide guidance to directors, officers and employees so that they can avoid situations in their personal activities and financial affairs, which are, or may appear to be, in conflict with their responsibility to act in the best interests of the Company.

Employees are requested to inform management and bring any potential or actual conflict of interest situation to the attention of the Chief Executive Officer or Chairman for discussion, review and written approval, if required.

As soon as a director or officer becomes aware that he or she has a potential or actual conflict of interest situation he or she must bring such conflict to the attention of the Board either in writing or in person at the next Board meeting.

In respect of a conflicted officer, the Board shall determine whether the conflict is material or of sufficient concern to necessitate termination of such officer's involvement with the Company. If not, the Board shall determine what, if any, procedures shall be implemented to ensure that such officer's potential or actual conflict does not interfere with his or her duties to the Company and that he or she is not part of any decision-making process where his or her potential or actual conflict could reasonably impair his or her ability to act in the Company's best interests.

In respect of directors, all directors must keep the Board informed of actual or potential conflicts so that the disinterested Board members may adopt appropriate procedures in light of such actual or potential conflict. Without limiting the foregoing, a director that has declared a potential conflict because he or she is (i) a party to a material contract or transaction or proposed material contract or transaction with the Company; or (ii) a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Company, shall not attend any part of a meeting of the Board during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is:

One that relates primarily to his or her remuneration as a director of the Company or an affiliate thereof; (a) one for indemnity or directors and officers' liability insurance; or (b) one with an affiliate of the Company.

Public disclosure shall be made with respect to the material interest of any officer or director of the Company in any material agreement or proposed agreement between the Company and that director or officer. The majority of disinterested directors must consider the proper scope and nature of the disclosure.

4. WORK ENVIRONMENT

4.1 Human Rights Legislation. The Company does not discriminate on the basis of citizenship, race, colour, religion, sex/pregnancy, age, place of origin, ethnic origin or ancestry, sexual orientation, gender identity or expression, disability, veteran status, marital or family status, political affiliation, receipt of public assistance or any other factors prohibited by federal, state/provincial, or local law. This policy applies to all terms and conditions of employment including but not limited to hiring, placement, promotion, termination, layoff, transfers, leave of absence, compensation and training. In addition, the Company does not and will not condone any discriminatory conduct of its agents and non-employees who have contact with employees during working hours.

Discrimination will not be tolerated. Any discrimination should be reported to the Chief Executive Officer or any member of the Company management team.

4.1 Protection from Harassment. Every employee has a right to a workplace free from discrimination and harassment. The Company prohibits all types of unlawful discrimination and harassment in the workplace, whether directed at an individual or a group. "**Harassment**" means a course of conduct (including comments, gestures, innuendo and displaying materials of a sexual or other discriminatory nature) that is known or ought reasonably to be known to be offensive or unwelcome to the recipient. It can also be a course of conduct or behaviour that includes verbal, physical and emotional abuse which creates an intimidating or offensive work environment for the recipient.

Harassment will not be tolerated. Any harassment should be reported to the Chief Executive Officer or any member of the Company management team.

4.2 Employee Privacy. The Company respects all employees' privacy and only collects information about employees for lawful reasons relevant to the business. Information in personnel files and medical records is strictly confidential. Access is available only to authorized persons.

Therefore, all requests for references or employment information must be referred to the Chief Financial Officer.

4.4 Workplace Health & Safety. The Company is committed to create and maintain healthy and safe workplaces for its people. To uphold this goal, you must:

- Comply with all relevant health and safety legislation and regulations,
- Comply with all environmental safety regulations,
- Comply with Company health and safety policies which may be implemented,
- Wear and/or use the safety equipment, materials and devices required by legislation and/or Company policies,
- Take appropriate actions to eliminate, control or report hazardous conditions when observed; employees must never place their own safety at risk in attempting to correct a hazardous condition
- Follow safe work procedures in carrying out individual job duties

The Company will provide a copy of any health and safety policies adopted to all employees, director and officers of the Company.

5. RELATIONSHIPS WITH PARTIES OUTSIDE THE COMPANY

5.1 Fair Dealing. The Company competes for its business fairly. All directors, officers and employees must observe the highest standards of ethical conduct in dealing with the Company's employees as well as the outside parties with which the Company does business, including customers, suppliers and competitors. None of the directors, officers and employees should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

5.2. Improper Business Payments. The following are deemed improper business payments and are therefore prohibited:

- the offering or accepting of bribes, payoffs or kickbacks made directly or indirectly to obtain an advantage in a commercial transaction or to influence any decision; and
- the offering of gifts, gratuities, entertainment or other similar payments, except to the extent customary and reasonable in amount and not in consideration for any improper action by the recipient.

In addition, the United States *Foreign Corrupt Practices Act of 1977*, as amended (the "FCPA"), contains certain prohibitions with respect to giving anything of value, directly or indirectly, to foreign government officials or certain other individuals in order to obtain, retain or direct business for or to any person. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by the Company's directors, officers and employees or an agent acting on the Company's behalf to a government official or employee, employee or agent of a state-owned or controlled enterprise, employee or agent of a public international organization, political party or official or any candidate for political office, including any family member or household member of any of the above, for the purpose of influencing any act or decision of such party or person or inducing such party or person to use his or her influence or to otherwise secure any improper advantage, in order to assist in obtaining or retaining business for, or directing business to, any person. Please refer to the Company's Anti-Bribery and Anti-Corruption Policy for details concerning compliance with the FCPA by the Company's employees, agents and suppliers.

5.3 Customer Relations. Excellence in customer satisfaction along with consumer confidence form the foundation of the Company's business. All members of the Company must ensure that:

- Customers' personal information, such as names, addresses, telephone numbers, email addresses, and financial information to which the Company may have access, is kept confidential,
- The products and services the Company provides are of top quality,
- The Company practices the highest safety and sanitation standards when handling products, and
- The Company adheres to the philosophy of 'truth in advertising'.

The Company also expects third parties who are providing a product or service to the Company's customers to reflect these principles in their dealings.

5.4 Relations with Competitors. The Company regularly engages in legal activities to obtain information about its competitors. The does not condone:

- Engaging in industrial espionage or theft,
- Buying information about the Company's competitors gained illegally from others,
- Coercing competitors' employees into divulging confidential information,
- Selling or divulging confidential information about the Company to competitors, or
- Misrepresenting or making disparaging remarks about the quality of the Company's competitors' products or services.

If employees, directors or officers of the Company sit on committees of regulatory, professional or other trade associations with competitors, they should discuss the nature of their planned involvement with the Chief Executive Officer or Chief Financial Officer to gain approval for and clarification of their role on such committees or with such associations.

5.5 Competition. The Company is committed to the ideals of free and competitive enterprise. To comply with fair competition laws, the Company is required to make its own decisions on the basis of the best interests of the Company and must do so independent of agreements and understandings with competitors. Certain statutes and regulations prohibit certain arrangements or agreements with others regarding product prices, terms of sale, division of markets, allocation of customers and any other practice, which restrains competition.

5.6 Political & Charitable Contributions. The Company and its subsidiaries make contributions to worthy organizations in the communities they serve. The use of Company funds, goods or services and contributions to political parties, candidates or campaigns must be authorized by the Chief Executive Officer.

If members of the Company choose to work on political or volunteer organizations, they must do so on their own time. Comments and actions should be stated to be a reflection of their own views and not be attributed to the Company.

Although the Company encourages involvement in community activities, employees, directors and officers should discuss the nature of their planned involvement with the Chief Executive Officer or Chief Financial Officer to gain approval for a clarification of their role on such committees and associations.

6. SECURITIES LAWS AND STOCK EXCHANGE POLICIES

6.1 Securities Laws. All directors, officers or employees must only trade in the shares of the Company in strict compliance with applicable securities laws. They must make themselves aware of matters pertaining to "insider trading" and the use of non-public information. Insider trading is a violation of the Company's rules and is against the law.

Any director, officer or employee who possesses material, non-public information may not buy or sell the Company securities while such information remains non-public. These trading prohibitions apply to directors, officers at all levels and employees. The prohibition on such trading is based on such information

potentially providing an unfair advantage to such director, officer, or employee. You should consider information to be material if there is a reasonable prospect that an investor would consider the information to be important in arriving at a decision to buy, sell or hold the Company securities. If you have any questions about whether information is material or public, contact the Company's legal counsel or Corporate Secretary. In this regard, you must also be familiar with and act in accordance with the Policy and with the Company's Insider Trading Policy.

6.2 Stock Exchange Policies. As a corporation listed on the Canadian Securities Exchange (the "CSE"), the Company is required to operate in strict compliance with the rules and policies of the CSE. All directors, officers and employees are responsible to ensure compliance with CSE policies insofar as they impact upon their field of responsibility. Any officer or employee that is not aware whether or how the policies of the CSE might impact on his or her role and responsibilities should discuss with his or her supervisor and/or the Company's external legal counsel. The CSE's rules and policies are also available to the public at <https://thecse.com>.

6.3 Public Company Reporting and Other Public Communication. As a public company, it is of critical importance that the Company's filings and submissions to securities regulatory authorities and stock exchanges are timely and accurate. Depending on his or her position with the Company, a director, officer or employee may be called upon to provide necessary information to assure that the Company's public reports and documents filed with the securities regulatory authorities and stock exchanges and other public communications by the Company are full, fair, accurate, timely and understandable. The Company expects its directors, officers and employees to provide prompt, accurate answers to inquiries related to the Company's public disclosure requirements.

All directors, officers and employees must, and must cause the Company to comply with the system of disclosure controls and procedures devised, implemented and maintained by the Company to provide reasonable assurances that information required to be disclosed by the Company in reports that it files or submits under the rules and regulations of the securities regulatory authorities or stock exchanges is properly authorized, executed, recorded, processed and reported. In this regard, you must also be familiar with and act in accordance with the Policy.

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports filed with the securities regulatory authorities or stock exchanges is accumulated and communicated to the Company's management, as appropriate, to allow timely decisions regarding required disclosure.

7. PROVISIONS FOR COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT AND ETHICS

7.1. Reporting Violations. Directors, officers and employees are expected not only to comply with various laws, statutes, rules, regulations, stock exchange policies and the Code's ethical standards but are expected to report situations of non-compliance with respect to this Code of which they become aware. Beyond instances of non-compliance, directors, officers and employees may also report concerns relating to ethics and business conduct.

If any director, officer or employee chooses to remain anonymous, every effort will be made to respect this request. No one will be punished for asking about possible breaches of law, regulation or company policy.

It is corporate policy not to take any action against a director, officer or employee who reports in good faith regardless of whether or not the report proves to be accurate. Any allegation of a reprisal will be investigated. The Company has adopted a Whistleblower Protection Policy.

Any report can be made to the Company's Chairman of the Board, Chief Executive Officer or outside legal counsel.

7.2. Disciplinary Matters. A failure to comply with the Code may result in disciplinary actions up to and including termination of employment. the Company’s Board of Directors (the “**Board**”) shall determine or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was intentional or inadvertent, the extent of the likely damage to the Company and its shareholders resulting from the violation and whether the individual has committed previous violations of the Code or another policy, if any, of the Company concerning ethical behavior.

The Board will provide written notice to an individual involved in the violation stating that the Board or such designee has determined that there has been a violation and indicate the action to be taken by the Board against the individual.

7.3 Waivers of the Code. Waivers of any provisions of the Code will only be granted in exceptional circumstances. In the case of executive officers and members of the Board of Directors of the Company, waivers can only be granted by the Board of Directors of Empire, or designated Board committee, and will be publicly disclosed as required by law or regulation. Waivers for other employees can only be granted the Chief Executive Officer or Chief Financial Officer of the Company and must be fully documented and reported to the Corporate Secretary.

7.4 Reimbursement of Incentive and Equity Based Compensation. The Board of Directors may, in its sole discretion, to the full extent permitted by governing law and to the extent it determines that it is in the Company’s best interest to do so, require reimbursement under certain circumstances of all or a portion of annual and long-term incentive compensation received by certain designated executives including the Chief Executive Officer or Chief Financial Officer of the Company Specifically, the Board may seek reimbursement of full or partial compensation from an executive or former executive in situations where: (a) the amount of incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of the Company’s financial statements; and (b) the incentive compensation payment received would have been lower had the financial results been properly reported.

7.5. Amendment, Modification, Waiver and Termination of the Code

The Company reserves the right to amend, modify, waive or terminate the rules, guidelines and policies associated with this Code at any time for any reason.

The Company will report any changes to this Code to the extent required by applicable regulatory authorities.

Any waiver of any provision of this Code made to any officer or director may only be made by the Board and any waiver of any provision of this Code made to any employee, officer or director will be disclosed in accordance with the regulations set forth by applicable regulatory authorities, including the Canadian Securities Exchange.

7.6 Periodic Review and Revision. Responsibility for the periodic review and revision of this Code lies with the Company’s board of directors.

7.7 Questions. Questions concerning the Code should be referred to the Chief Executive Officer or Chairman.

8. PUBLICATION

This Code shall be posted on:

- SEDAR's website at www.sedar.com.
- The Company's website

9. POLICY HISTORY

The history of this policy is as follows:

- Originally approved by the Board of Directors on March 17, 2021.

**TEVANO SYSTEMS HOLDINGS INC.
CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGEMENT**

I, _____, acknowledge having received and read the contents of the Tevano Systems Holdings Inc. Code of Business Conduct and Ethics and I will abide by its terms.

Date

Signature of Recipient

Print Name of Recipient