

GREAT OAK ENTERPRISES LTD

CODE OF BUSINESS CONDUCT AND ETHICS

1. PURPOSE OF THIS CODE OF BUSINESS

- 1.1 This Code of Business Conduct and Ethics (“**Code of Business**”) is intended to document the principles of conduct and ethics to be followed by employees, officers, and directors of Great Oak Enterprises Ltd. (the “Corporation”). Its purpose is to:
- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) promote avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
 - (c) promote full, fair, accurate, timely and understandable disclosure in reports and documents that Corporation files with, or submits to, the securities regulators and in other public communications made by Corporation;
 - (d) promote compliance with applicable governmental laws, rules and regulations;
 - (e) promote the prompt internal reporting to an appropriate person of violations of this Code of Business;
 - (f) promote accountability for adherence to this Code of Business;
 - (g) provide guidance to employees, officers and directors to help them recognize and deal with ethical issues;
 - (h) provide mechanisms to report unethical conduct; and
 - (i) help foster the Corporation’s culture of honesty and accountability.
- 1.2 The Corporation expects all its employees, officers and directors to comply at all times with the principles in this Code of Business. Violations of this Code of Business are grounds for disciplinary action up to and including immediate termination of employment and possible legal prosecution. For the purpose of this Code of Business, the Corporation’s Chief Risk Officer shall be its Chief Financial Officer.

2. RESPONSIBILITY

- 2.1 This Code of Business outlines a framework of guiding principles. As with any statement of policy, the exercise of judgment is required in determining the applicability of this Code of Business to each individual situation.
- 2.2 It is the responsibility of every Corporation employee, officer and director to read and understand the Code of Business. Individuals must comply with the Code of Business in both letter and spirit. Ignorance of the Code of Business will not excuse individuals from its requirements.

3. COMPLIANCE WITH LAW

- 3.1 Each employee, officer and director must at all times comply fully with applicable laws and avoid any situation that could be perceived as improper, unethical or indicate a casual attitude towards compliance with the law.
- 3.2 No employee, officer or director shall commit or condone an illegal act or instruct another employee to do so.
- 3.3 Employees, officers, and directors are expected to be sufficiently familiar with any legislation that applies to their circumstances and shall recognize potential liabilities, seeking advice where appropriate.
- 3.4 When in doubt, employees, officers, and directors are expected to seek clarification from their immediate supervisor or the Chief Risk Officer.
- 3.5 Where it is not possible for the employee, officer, or director to address a particular concern in consultation with his/her immediate supervisor or the Chief Risk Officer, they may seek clarification from the Audit Committee Chairperson. An email may be sent via confidential e-mail to the Audit Committee Chairperson at [email address TBD after ASGM on October 22, 2021].

4. CONFLICTS OF INTEREST

- 4.1 Employees, officers, and directors shall avoid situations where their personal interest could conflict with, or appear to conflict with, the interests of the Corporation and its shareholders.
- 4.2 Conflicts of interest arise where an individual’s position or responsibilities with the Corporation present an opportunity for personal gain apart from the normal rewards of employment to the detriment of the Corporation. They also arise where an individual’s personal interests are inconsistent with those of the Corporation and create conflicting loyalties. Such conflicting loyalties can cause an individual to give preference to personal interests in situations where corporate responsibilities should come first. Employees, officers, and directors shall perform the responsibilities of their positions on the basis of what is in the best interests of the Corporation and free from the influence of personal considerations and relationships.

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- 4.3 If a potential conflict of interest arises and the individual involved is an employee of the Corporation, the individual involved must immediately notify their immediate supervisor and the Corporation's Chief Risk Officer, or the Audit Committee Chairperson, in writing and no further action may be taken unless authorized in writing by the individual's immediate supervisor and by the Corporation's Chief Risk Officer, or the Audit Committee Chairperson. If such individual is an officer of the Corporation, the Chair of the Board of the Corporation as well as the Corporation's Chief Risk Officer must be immediately notified in writing and no further action may be taken until authorized in writing by the Chair of the Board and by the Corporation's Chief Risk Officer. If such individual is a director of the Corporation, the CEO of the Corporation as well as the Corporation's Chief Risk Officer must be immediately notified in writing and no further action may be taken until authorized in writing by the CEO and by the Corporation's Chief Risk Officer.
- 4.4 The requirement of freedom from conflict of interest applies with equal force to the spouse, children and other close relatives of each employee, officer, and director. This policy applies to all employees, officers, and directors of the Corporation with respect to all of the affairs of the Corporation.
- 4.5 While it is not possible to detail every situation where conflicts of interest may arise, the following policies cover the areas that have the greatest potential for conflict:

(a) Speculation in Corporation Securities and Use of Inside Information

Numerous laws, both federal and provincial, regulate transactions in corporate securities and the securities industry. Violation of these laws may lead to civil and criminal actions against the individual and the Corporation involved. All employees, officers and directors will take all steps to be in compliance with such laws and in order to do so will adhere to the Disclosure, Confidentiality, and Insider Trading Policy.

(b) Personal Financial Interest

Employees, officers, and directors should avoid any outside financial interests which might influence their corporate decisions or actions. An employee of the Corporation whose corporate duties bring them into business dealings with a business in which they or a member of their family has a financial interest or to which they or a member of their family has an indebtedness, or a business employing a relative or close friend, must immediately notify his or her immediate supervisor and the Corporation's Chief Risk Officer in writing, and a transaction may not be completed unless properly authorized in writing by both the employee's immediate supervisor and the Corporation's Chief Risk Officer, after full disclosure of the relationship in writing. An officer or director of the Corporation whose corporate duties bring them into business dealings with a business in which they or a member of their family has a financial interest or to which they or a member of their family has an indebtedness, or a business employing a relative or close friend, must immediately notify the Lead Independent Director of the Corporation as well as the Corporation's Chief Risk Officer and a transaction may not be completed unless properly authorized in writing by both the Lead Independent Director and the Corporation's Chief Risk Officer, after full disclosure of the relationship in writing.

An employee, officer or director may not perform work or services for an organization doing or seeking to do business with the Corporation without appropriate prior written approval of such individual's immediate supervisor and the Corporation's Chief Risk Officer in the case of an employee, and of the Lead Independent Director and the Corporation's Chief Risk Officer, in the case of an officer or director of the Corporation. An employee, officer or director may not be a director, officer, partner or consultant of an organization (other than an organization in which the Corporation holds an interest or in which the Corporation has the right to nominate a director, officer, partner or consultant) doing or seeking to do business with the Corporation, nor may they permit their name to be used in any way indicating a business connection with such an organization, without appropriate prior written approval of their immediate supervisor and the Chief Risk Officer in the case of an employee, and of the Lead Independent Director and the Corporation's Chief Risk Officer in the case of an officer or director of the Corporation.

An employee shall not accept for themselves, or for the benefit of any relative or friend, any payments, loans, services, favours involving more than ordinary social amenity, or gifts of more than nominal value from any organization doing or seeking to do business with the Corporation, except in accordance with this Code of Business and within normal business practices.

(c) Outside Activities

Employees and officers of the Corporation should avoid outside activities which would impair the effective performance of their responsibilities to the Corporation, either because of demands on their time, or because the outside commitments can be contrary to their obligations to the Corporation.

(d) Protection and Proper Use of Corporation Assets

All employees, officers and directors have an obligation to protect the Corporation's assets, including opportunity, information and the Corporation's name, and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Corporation's profitability. All of the Corporation's assets must be used only for legitimate business purposes and not for personal use.

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(e) Corporate Opportunities

Officers and directors will not (a) take for themselves personally, opportunities that are discovered through the use of corporate property, information, or position; (b) use corporate property, information, or position for personal gain; or (c) compete with the Corporation, in a manner which conflicts with fiduciary and other duties under the Canada Business Corporations Act and other applicable law. Officers and directors owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises.

Employees will not (a) take for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) use corporate property, information, or position for personal gain; or (c) compete with the Corporation, without appropriate prior written approval of such individual's immediate supervisor and the Corporation's Chief Risk Officer.

5. FAIR DEALING

- 5.1 Directors should endeavour to deal fairly with the Corporation's clients, service providers, suppliers, and employees. No director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

6. COMPETITIVE PRACTICES

- 6.1 Management of the Corporation firmly believes that fair competition is fundamental to continuation of the free enterprise system. The Corporation complies with and supports laws of all countries which prohibit restraints of trade, unfair practices, or abuse of economic power.
- 6.2 The Corporation will not enter into arrangements which unlawfully restrict its ability to compete with other businesses, or the ability of any other business organization to compete freely with the Corporation. Corporation policy also prohibits employees, officers, and directors from entering into, or even discussing, any unlawful arrangement or understanding.
- 6.3 These principles of fair competition are basic to all the Corporation's operations. They are integral parts of the following sections that cover the Corporation's dealings with suppliers and public officials.

7. DEALING WITH SUPPLIERS

- 7.1 The Corporation is a valuable customer for many suppliers of goods, services, and facilities. People who want to do business, or to continue to do business, with the Corporation must understand that all purchases by the Corporation will be made exclusively on the basis of price, quality, service and suitability to the Corporation's needs.
- 7.2 "Kickbacks" and Rebates. Purchases of goods and services by the Corporation must not lead to employees, officers or directors, or their families, receiving any type of personal kickbacks or rebates. Employees, officers or directors, or their families, must not accept any form of "under-the-table" payment.
- 7.3 Receipt of Gifts and Entertainment. Even when gifts and entertainment are exchanged out of the purest motives of personal friendship, they can be misunderstood. They can appear to be attempts to bribe the Corporation's employees, officers or directors into directing business of the Corporation to a particular supplier. To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards will apply to the receipt of gifts and entertainment by employees, officers, and directors of the Corporation:

(a) Gifts

- (i) Employees, officers, and directors are prohibited from soliciting gifts, gratuities, or any other personal benefit or favor of any kind from suppliers or potential suppliers. Gifts include not only merchandise and products but also personal services and tickets to sports or other events. The Corporation acknowledges however that as part of normal good business relationships, suppliers may offer tickets to sports and other events, meals and other forms of normal client development gifts or services. Employees, officers, and directors are prohibited from accepting gifts of money.
- (ii) Employees, officers, and directors may accept unsolicited non-monetary gifts provided:
- they are items of nominal intrinsic value;
 - they are appropriate and customary client development gifts for the industry, and they may not reasonably be considered extravagant for such employee, officer or director; or
 - they are advertising and promotional materials, clearly marked with the Corporation or brand names.
- (iii) Any gift falling outside of the above guidelines must be reported to the Corporation's Chief Risk Officer to determine whether it can be accepted.
- (iv) In the transaction of some international business, it is lawful and customary for business leaders in some countries to give unsolicited gifts to employees, officers, or directors of the Corporation. These gifts can be of more than

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nominal value. Moreover, under the circumstances, returning the gifts or payment for them may constitute an affront to the giver. In such cases, the gift must be reported to the Corporation's Chief Risk Officer who may permit the retaining of the gifts.

- (v) In all other instances where gifts cannot be returned or may adversely affect the Corporation's continuing business relationships, the Corporation's Chief Risk Officer must be notified. The Corporation's Chief Risk Officer can require employees, officers and directors to transfer ownership of such gifts to the Corporation.

(b) Entertainment

- (i) Employees, officers, and directors shall not encourage or solicit entertainment from any individual or Corporation with whom the Corporation does business. Entertainment includes, but is not limited to, activities such as dining, attending sporting or other special events, and travel.
- (ii) From time-to-time employees, officers and directors may accept unsolicited entertainment, but only under the following conditions:
 - a) the entertainment occurs infrequently;
 - b) it arises out of the ordinary course of business;
 - c) it involves reasonable expenditures (the amounts involved should be ones employees, officers and directors are accustomed to normally spending for their own business or personal entertainment); and
 - d) the entertainment takes place in settings that also are reasonable, appropriate, and fitting to employees, officers and directors, their hosts, and their business at hand.

8. DEALING WITH PUBLIC OFFICIALS

- 8.1 Domestic and foreign laws and regulations require the Corporation to be in contact with public officials on a wide variety of matters. Employees, officers and directors who regularly make these contacts have special responsibilities for upholding the Corporation's good name.
- 8.2 No employee shall make any form of payment, direct or indirect, to any public official as inducement to procuring or keeping business or having a law or regulation enacted, defeated, or violated.
- 8.3 When not prohibited by law, employees, officers, and directors are allowed to give to public officials gifts where the presentation and acceptance of gifts is an established custom and a normal business practice. All such gifts shall be of reasonable value and the presentation approved in advance by the Corporation's Chief Risk Officer. Moreover, such gifts must be presented in a manner that clearly identifies the Corporation and the occasion that warrants the presentation.
- 8.4 On special ceremonial occasions, senior officers of the Corporation may publicly give gifts of more than nominal value to public institutions and public bodies. Such gifts can commemorate special events or milestones in the Corporation's history.
- 8.5 From time-to-time employees, officers and directors may entertain public officials, but only under the following conditions:
 - (a) it is legal and permitted by the entity represented by the official;
 - (b) the entertainment is not solicited by the public official;
 - (c) the entertainment occurs infrequently;
 - (d) it arises out of the ordinary course of business;
 - (e) it does not involve lavish expenditures, considering the circumstances; and
 - (f) the settings and types of entertainment are reasonable, appropriate and fitting to the Corporation's employees, officers or directors, their guests, and the business at hand.

9. POLITICAL ACTIVITIES AND CONTRIBUTIONS

(a) Canada

- (i) Employees, officers, and directors who participate in political activities must make every effort to ensure that they do not leave the impression that they speak or act for the Corporation.
- (ii) The Corporation encourages its employees, officers, and directors to participate in political activities in their own time and at their sole expense. No corporate action, direct or indirect, will be allowed that infringes on the right of any employee individually to decide whether, to whom, and in what amount, they will make personal political contributions. The same is true of volunteer political donations of personal service time, so long as it does not interfere with the working status of employees, officers, or directors.

(b) Outside Canada

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- (i) No employee, officer or director is permitted to use the Corporation 's funds, facilities, or other assets, to support either directly or indirectly any political candidates or political parties, without advance authorization in writing from the Corporation 's Chief Risk Officer. The policy of the Corporation is that officers, directors and employees, officers and directors should not participate in political activities in countries of which they are not nationals. However, such persons, of course, are free to participate in political activities in countries of which they are nationals in their own time and at their own expense.

10. EQUAL OPPORTUNITY

- 10.1 The Corporation supports the principle that every individual must be accorded an equal opportunity to participate in the free enterprise system and to develop their ability to achieve their full potential within that system.
- 10.2 There shall be no discrimination against any employee or applicant because of race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap (unless demands of the position are prohibitive). All employees, officers and directors will be treated with equality during their employment without regard to their race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap, in all matters, including employment, upgrading, promotion, transfer, layoff, termination, rates of pay, selection for training and recruitment. The Corporation will maintain a work environment free of discriminatory practice of any kind.
- 10.3 No employee shall have any authority to engage in any action or course of conduct or to condone any action or course of conduct by any other person which shall in any manner, directly or indirectly, discriminate or result in discrimination in the course of employment, termination of employment, or any related matter where such discrimination is, directly or indirectly, based upon race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap.

11. HEALTH, SAFETY, AND ENVIRONMENTAL PROTECTION

- 11.1 It is the Corporation 's policy to pay due regard to the health and safety of its employees, officers and directors and others and to the state of the environment. There are federal, provincial, state and local workplace safety and environmental laws which through various governmental agencies regulate both physical safety of employees, officers and directors and their exposure to conditions in the workplace. Should an employee, officer or director be faced with an environmental health issue or have a concern about workplace safety, they should contact the Chair of the Board of Directors immediately. Any violations of laws or regulations governing workplace safety and the environment must be reported as soon as practicable, and it is the observer's responsibility to do so.

12. WORK ENVIRONMENT

- 12.1 The Corporation is committed to ensuring a safe and healthy working environment for all employees, free from violent threats, behaviour and actions and of harassment by another employee, contractor or visitor. Employees, officers, and directors must treat each other with professional courtesy, dignity, and respect at all times.
- 12.2 Any person who exhibits behaviour, actions or language causing or contributing to physical or verbal workplace violence or harassment on Corporation properties and worksites against another employee, contracted worker, or person, may be removed from the premises pending the outcome of an investigation.
- 12.3 Threats and intimidation made via telephone, fax, electronic or conventional mail or any other communication medium will result in prevention of that person entering Corporation sites or communicating with employees pending an investigation. Any type of workplace violence or harassment within the workplace or during work-related activities cannot be tolerated.
- 12.4 Employees witnessing, or who have been made aware of, threatening acts or behaviour or forms of harassment involving an employee must report the event to their supervisor immediately. The supervisor will take every reasonable precaution to protect an employee from physical injury. All reports will be investigated to identify all potential sources of such risk and to eliminate or minimize such risks or actions within the workplace. Employees who are concerned about reporting a threatening act or behaviour or forms of harassment involving an employee to their supervisor or reporting acts involving a supervisor should contact the CEO or, failing that, the Chair of the Audit Committee.
- 12.5 No person shall subject any other employee, officer, or director to unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct which might be construed as sexual in nature. Such conduct may constitute sexual harassment under federal or provincial law and may be the basis for legal action against the offending employee and/or the Corporation.
- 12.6 Any employee who believes that they have been subjected to sexual harassment should immediately advise their immediate supervisor and the Corporation 's Chief Risk Officer, or the Audit Committee Chairperson, that there are reasonable grounds to believe that an incident of sexual harassment has occurred. The identity of the employees, officers or directors

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involved will be kept strictly confidential and will not be revealed by the Corporation's management without the employee's permission. The alleged harassment will be thoroughly investigated and documented by the Corporation and appropriate action will be taken.

13. INTEGRITY OF RECORDS AND FINANCIAL REPORTS

13.1 As a public Corporation, it is of critical importance that the Corporation's filings with the appropriate regulatory authorities be accurate and timely. Depending on their position with the Corporation, an employee, officer or director may be called upon to provide necessary information to ensure that the Corporation's public reports are complete, fair and understandable. The Corporation expects employees, officers and directors to take this responsibility very seriously and to provide prompt accurate answers to inquiries related to the Corporation's public disclosure requirements.

13.2 The integrity of the Corporation's record keeping systems will be respected at all times. Employees, officers and directors are forbidden to use, authorize, or condone the use of "off-the-books" bookkeeping, secret accounts, unrecorded bank accounts, "slush" funds, falsified books, or any other devices that could be utilized to distort records or reports of the Corporation's true operating results and financial condition or could otherwise result in the improper recordation of funds or transactions.

14. USE OF AGENTS AND NON-EMPLOYEES, OFFICERS AND DIRECTORS

14.1 Agents or other non-employees cannot be used to circumvent the law. Employees, officers, and directors will not retain agents or other representatives to engage in practices that run contrary to this Code of Business.

15. INTERNATIONAL OPERATIONS

15.1 Corporate employees, officers and directors operating outside of Canada have a special responsibility to know and obey the laws and regulations of countries where they act for the Corporation. Customs vary throughout the world, but all employees, officers and directors must diligently uphold the integrity of the Corporation in other nations.

16. CONFIDENTIALITY

16.1 Employees, officers, and directors will comply with the Disclosure, Confidentiality, and Insider Trading Policy of the Corporation (the "Policy"). Employees, officers, and directors should review and become thoroughly familiar with the Policy and are encouraged to review the Policy throughout the year.

17. STANDARDS OF COMPLIANCE

(a) Initial Distribution

- (i) Current employees, officers and directors designated to receive the Code of Business will receive their copies immediately after publication.
- (ii) Future employees, officers and directors designated to receive the Code of Business will receive their copies at the time they are hired.

(b) Initial Verification

- (i) Upon receiving their copy of this Code of Business, current and future employees, officers, and directors will:
 - e) Become thoroughly familiar with this Code of Business.
 - f) Resolve any doubts or questions about the Code of Business with their supervisors or the Chief Risk Officer.
 - g) Inform their supervisors and the Chief Risk Officer, or the Audit Committee Chairperson, of any existing holdings or activities that might be, or appear to be, at variance with this Code of Business.
 - h) Prepare written disclosures of such information, if requested, by supervisors or the Chief Risk Officer.
 - i) Take steps to correct existing situations and bring holdings and activities into full compliance with this Code of Business.

(c) Maintaining Compliance

- (i) Employees, officers, and directors have the responsibility to maintain their understanding of this Code of Business.
- (ii) Supervisors have the responsibility to maintain an awareness on the part of their employees of the importance of their adhering to this Code of Business and for reporting deviations to management.
- (iii) As requested by the Board of Directors or senior management, employees, officers, and directors will be asked to re-verify their understanding of this Code of Business and their compliance with this Code of Business from time to time.
- (iv) Employees, officers, and directors must inform their supervisors or the Chief Risk Officer of any changes in their holdings or activities that might be or appear to be in non-compliance with this Code of Business.
- (v) Employees, officers, and directors must prepare written disclosure of such information, if requested.

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- (vi) Employees, officers, and directors must take steps to correct any such changes, if necessary, to bring holdings and activities into full compliance with this Code of Business. Such steps will be approved in writing and will be based on the written disclosures submitted by employees, officers, and directors.

(d) Audits of Compliance

- (i) Regular audits of the Corporation will include procedures to test compliance with this Code of Business.

18. VIOLATIONS OF STANDARDS

- 18.1 Employees, officers, and directors must immediately report any violations of this Code of Business. Failure to do so can have serious consequences for the employees, officers or directors and the Corporation.
- 18.2 Reports of violations should be made by employees to their immediate supervisor and to the Corporation 's Chief Risk Officer, or the Audit Committee Chairperson, and by officers and directors to the Lead Independent Director and to the Corporation 's Chief Risk Officer.
- 18.3 After a violation is investigated, appropriate action will be taken. Management has the right to determine the appropriate disciplinary action for a violation up to and including termination of employment. All proposed disciplinary action is subject to review by senior management.
- 18.4 Employees, officers, and directors should be aware that in addition to any disciplinary action taken by the Corporation, violations of some of this Code of Business may require restitution and may lead to civil or criminal action against individual employees, officers and directors and any Corporation involved.
- 18.5 Supervisors have the responsibility of taking remedial steps to correct any operating procedures that may contribute to violations of this Code of Business.
- 18.6 Retaliation in any form against an individual who reports a violation of this Code of Business or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of retaliation should be reported immediately to their supervisor and the Chief Risk Officer, or the Audit Committee Chairperson.

19. AMENDMENT, MODIFICATION AND WAIVER

- 19.1 The Corporation will periodically review this Code of Business. This Code of Business may be amended, modified, or waived by the Board of Directors and waivers may also be granted by the Audit Committee, provided that any waivers granted to directors or executive officers of the Corporation by the Audit Committee must also be approved by the Board. Employees, officers, and directors will be fully informed of any material revisions to the Code of Business.

20. COMMITMENT

- 20.1 To demonstrate its determination and commitment, the Corporation asks each employee to review the Code of Business periodically throughout the year and discuss with management any circumstances that may have arisen that could be an actual or potential violation of these ethical standards of conduct.
- 20.2 Directors and officers are required to acknowledge they have read this Code of Business annually. Employees are required to sign the Code of Business when they are engaged or when the Code of Business is introduced.

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SCHEDULE “A”

Certification –Code of Business Conduct and Ethics of Great Oak Enterprises Ltd.

The undersigned hereby certifies that they have read and understand the Corporation ’s Code of Business Conduct and Ethics policy, a copy of which is attached hereto, and agree to promote and comply with the principles, procedures, and terms and conditions set forth therein.

Date: _____

Signature: _____

Name: _____

(Please print)