

**POLICY ON INTERNAL CODE OF
BUSINESS CONDUCT & ETHICS
FOR ALL DIRECTORS &
EMPLOYEES INCLUDING
POLICIES ON TRADING IN THE
ENTITY'S LISTED SECURITIES**

1.PURPOSE

The Board of Directors of Softlogic Capital has adopted the following code of Ethics to apply to the company's directors and employees. This code is intended to focus directors and employees on areas of ethical risk, provide guidance to help them recognize & deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and financial reporting.

No code or policy can anticipate every situation that may arise. Accordingly, this code is intended to survive as a source of guiding principles. Employees are encouraged to bring questions about particular circumstances that may involve one or more of the provisions of this code to the attention of their supervisors. Directors and employees should bring any such questions to the Head of the Audit Committee, who may consult with inside or outside legal counsel as appropriate.

2.INTRODUCTION

Each director or employee is expected to adhere to a high standard of ethical conduct. The good name of the company depends on the way directors and employees conduct business & the way public perceives that conduct. Unethical actions or the appearance of unethical actions, are not acceptable. Directors and employees are expected to be guided by the following principles in carrying out their responsibilities:

- Loyalty - Directors and employees should not be, or appear to be, subject to influences, interests or relationships that conflict with the interests of the company
- Compliance with Applicable laws - Directors and employees are expected to comply with laws, rules and regulations applicable to the company's activities.
- Observance of Ethical Standards – Directors and employees must adhere to high ethical standards in the conduct of their duties. These include honesty & fairness.

3. INTEGRITY OF RECORDS & PUBLIC REPORTING

Directors and employees should encourage the accurate and reliable preparation and maintenance of the company's financial and other records. Diligence in accurately preparing and maintaining the company's records allows the company to fulfil its reporting obligations and to provide shareholders, governmental authorities and the general public with full, fair, accurate and timely disclosure. In this regard, directors and employees should accurately document and account for transactions on the books and records of the company and diligently maintain reports, vouchers, bills, invoices, payroll and service records, business measurement and performance records and other essential data. Senior financial officers must also ensure that they produce or cause to be produced, full, fair, accurate, timely and understandable disclosure in reports filed with the Securities and Exchange Commission and other regulatory bodies.

4. CONFLICT OF INTEREST

Directors and employees must ethically handle actual or apparent conflicts of interest between themselves and the company. Any situation that involves a conflict of interest with the company should be disclosed promptly. Employees should report the conflict of interest by bringing it to the attention of their supervisor or by calling the Chief Financial Officer or Managing Director. Directors should

bring the conflict of interest to the attention of the Board of Directors, who may consult with inside or outside legal counsel.

A “conflict of interest” can occur when an individual’s personal interest is adverse to or appears to be adverse to the interest of the company. Conflicts of interest also can arise when an individual, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position with the company.

Some of the more common conflicts from which directors and employees must refrain, however, are set forth below.

- Improper conduct and activities.
- Compensation from non-company sources
- Gifts
- Personal use of company assets

5.CORPORATE OPPORTUNITIES

Directors and employees are prohibited from taking for themselves personally opportunities related to the company’s business (using the company’s property, information, or position for personal gain or competing with the company for business opportunities)

6.CONFIDENTIALITY

Directors and employees shall maintain the confidentiality of information entrusted to them by the company and any other confidential information about the company, its business, customers or suppliers that come to them, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this code, “confidential information” includes all non-public information relating to the company, its business, customers or suppliers.

7.COMPLIANCE WITH LAWS, RULES & REGULATIONS

Directors and employees shall comply with all laws, rules & regulations applicable to the company, including insider trading laws. Transactions in company securities are governed by the company’s insider trading policy.

8.REPORTING ILLEGAL OR UNETHICAL BEHAVIOR

Employees should report any actual or suspected violations of this code promptly by bringing them to the attention of their supervisor and the supervisors must escalate in line with the whistle blower policy. Employees may also directly contact the appropriate person in accordance with the company’s whistle blower Policy.

Directors should communicate any actual or suspected violations of this code to the Board of Directors.

Reported violations to the Board of Directors of this code will be investigated by The Board of Directors or by a person or persons designated by the Board. Any other reported violations will be managed in accordance with the whistle blower policy.

Appropriate disciplinary action will be taken in the event of any violations of this code, including termination. Directors, employees may not be retaliated against for reporting actual or suspected

violations of this code in good faith. If a director or employee believes that he or she has been discharged, disciplined or otherwise penalized for reporting a violation in good faith, he or she should immediately report that belief to the Board of Directors.