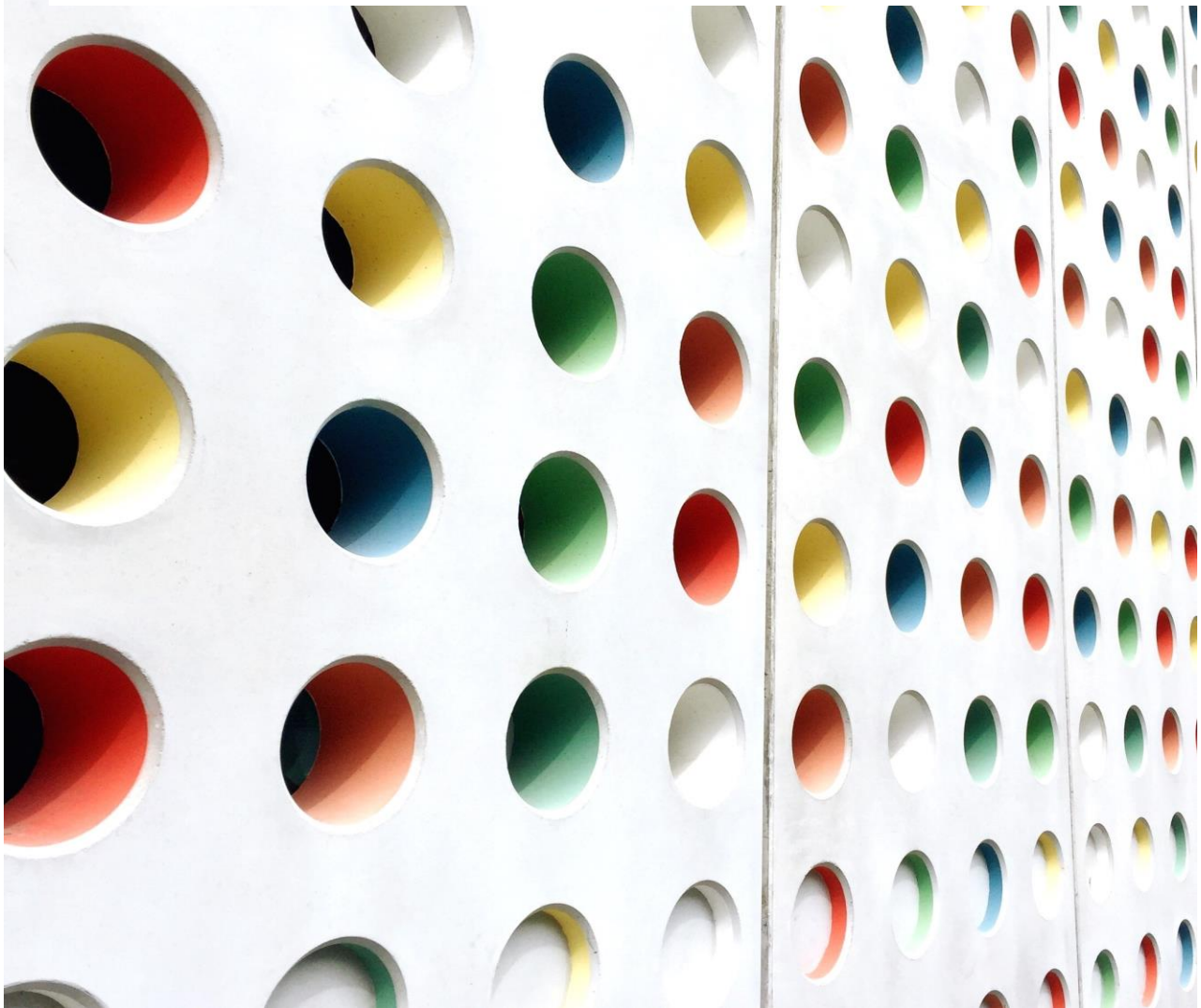


# BioMarker Solutions Group



## Stakeholders Code of Conduct and Ethics

### Purpose

This Stakeholders Code of Conduct and Ethics (this “Code”) is intended to govern the conduct of all stakeholders of BMSG and its subsidiaries when doing business with or on behalf of BMSG.

### Policy Statement

BMSG’s purpose statement is *“We Pursue a Higher Standard”*. We are committed to seeking and delivering a higher standard of ethics and integrity in every aspect of our business, including in our interactions with our Stakeholders, and we expect the same commitment from our Stakeholders. Our goal is to **“Protect, Develop and Deliver”**.

## Protect people, places and planet:

- Health & Safety – Each individual working at one of our sites is responsible for his or her own health and safety and the health and safety of those around him or her.
- Alcohol & Drugs – We have a zero tolerance for drugs and alcohol at our sites and for working while under the influence of drugs or alcohol.
- Environmental Responsibility – We protect the environment and the communities in which we operate.

## Develop quality resources, growth & people:

- Information and Assets – We expect our Stakeholders to maintain the confidentiality of information disclosed or made available by BMSG;
- Record Keeping – We expect Stakeholders to keep accurate business records about their work with BMSG;
- Anti-Discrimination & Anti-Harassment – All individuals working at our sites, including our Stakeholders, have the right to work in an environment that is free from discrimination, harassment, and bullying. We expect our Stakeholders to treat each other, BMSG employees and others at our sites with respect and dignity.

## Deliver impactful results through teamwork:

- Legality – Stakeholders must comply with all applicable laws.
- Anti-Bribery & Anti-Corruption – Our Stakeholders are prohibited from paying or accepting bribes or other improper payments (in any form).
- Conflicts of Interest – We expect our Stakeholders to act ethically and refrain from taking any action that would create a conflict of interest with respect to the services they provide to BMSG. Any conflict of interest or potential conflict of interest must be immediately reported to BMSG;
- Fair Dealing – We expect our Stakeholders to deal with BMSG and with other business partners fairly and with integrity.

## PROTECT

### Health, Safety and Environmental Practices

Safety is always the Company's first consideration. Stakeholders must apply safe work practices (including regulatory and contract specific requirements) and hold high regard for the quality of the environment in their conduct of all activities and exercise good judgment in work decisions. Stakeholders performing work on our property or on BMSG's behalf must instill health, safety, and environmental regard in every aspect of their work processes and in the attitude and behaviour of all their employees, subcontractors and others representing BMSG. In addition, BMSG is focused on protecting the communities and environments in which we operate. By way of example and not limitation, Stakeholders performing work at BMSG's sites or on our behalf must:

1. Complete all health and safety training required by the Company and by law prior to any visit or to conducting work or business on any of BMSG's sites.
2. Obtain, comply, and keep current all required environmental permits and registrations.
3. Identify, control, and mitigate any unsafe condition, immediately report unsafe working conditions if unable to control and mitigate.
4. Reduce, control and/or eliminate waste and pollution as appropriate.
5. Identify, manage, store, move and handle hazardous substances in accordance with applicable law(s).

6. Conform to applicable labelling, signage and warning requirements.

7. Immediately report any environmental, health or safety incidents.

You are directed to review BMSG's Environmental, Health, Safety and Corporate Responsibility Policy posted on our website.

BMSG has a zero-tolerance policy for the use of drugs or alcohol by our Stakeholders and for the presence of drugs or alcohol at our sites. All Stakeholders are required to strictly comply with all Company drug and alcohol policies. Stakeholders must not report to work or engage in any work for or on behalf of the Company, or in any fashion represent, or make any representations on behalf of the Company, while under the influence of illegal drugs or alcohol. In addition, Stakeholders may not possess illegal drugs or controlled substances while on the Company's premises or while conducting business with or for the Company. This prohibition also applies to marijuana in jurisdictions where its sale or use is legal, but this prohibition does not apply to legally obtained medications used as directed by a licensed medical practitioner that do not create a safety risk.

### Human Rights

BMSG has the highest regard for the dignity, well-being, and human rights of our employees, the communities in which we work and live, and other stakeholders affected by our operations. We expect our Stakeholders to observe these principles as well, including compliance with our Human Rights Policy, which can be found on our website. We do not tolerate any human rights abuses by our Stakeholders. We do not tolerate child labour or forced labour of any kind even if a Stakeholder's practices or conduct do not violate the laws of the jurisdictions in which it operates. Local laws may in some instances be less restrictive than the guidelines set forth in this Code or in our Human Rights Policy.

## DEVELOP

### Workplace Standards and Practices; Compliance with the Law

Stakeholders shall comply with all applicable laws and regulations in every jurisdiction in which the Stakeholder operates, including those in which the Stakeholder conducts business with, or on behalf of, BMSG. Stakeholders must uphold the human rights of all workers by treating them with dignity and respect. Stakeholders are expected to comply with this Code, even if the conduct would otherwise be legal under applicable local laws. If local laws are more restrictive than this Code, Stakeholders are expected to, at a minimum, comply with applicable local laws.

Stakeholders are fully responsible for the quality, performance, behaviour, supervision and protection of their personnel and subcontractors. We require our Stakeholders to distribute this Code to their subcontractors and suppliers and to require compliance of their subcontractors and suppliers with this Code. The Company retains the right in its absolute discretion to require the removal of any personnel or subcontractor (or personnel of a subcontractor) of a Stakeholder from a job site in appropriate circumstances, including, but not limited, to:

- (a) if there is reasonable cause to believe a person is under the influence of alcohol, drugs or other substances that may adversely affect that person's work or create a safety risk.
- (b) for commission of an illegal act.
- (c) for threatening or harassing the public or a Company employee, or otherwise engaging in abusive or disruptive conduct.
- (d) for violation of a Company policy.
- (e) for performing an unsafe act.

**Non-Discrimination:** Stakeholders are expected to judge their employees and subcontractors based upon their ability to do their jobs and not upon their physical and/or personal characteristics or beliefs. Stakeholders must not discriminate based on race, colour, gender or gender identity, religion national origin, sexual orientation or any other characteristic or status protected by applicable law.

**No Harassment:** Stakeholders shall treat every employee with respect and dignity and shall not subject any employee to physical, sexual, psychological or verbal harassment or abuse. Similarly, BMSG will not tolerate any harassment directed towards BMSG employees or our other business partners.

**Wages and Benefits:** Stakeholders are expected to compensate their employees fairly and competitively relative to their industry and in full compliance with applicable local and national wage and hour laws.

### Proper Use of Company Assets and Information

Stakeholders shall protect and conserve any resources made available by the Company and shall use them only for purposes authorized by the Company. Company resources include tangible items, such as vehicles, equipment, facilities, consumables and computer and communication systems, as well as intangible items, such as the Company's good name and reputation, employee productivity and sensitive or confidential information.

Stakeholders shall respect and not infringe upon the intellectual property ownership rights of the Company or third parties, including, but not limited to, proprietary information, copyrights, patents, trademarks and trade secrets.

Stakeholder acknowledges that BMSG's information is a valuable asset. Stakeholders shall protect the Company's confidential information and shall not divulge, dispose of inappropriately or copy any Company information that a prudent businessperson would consider sensitive, or which is designated as sensitive, proprietary or confidential, whether delivered or granted access to in oral, written, electronic or visual form and whether or not marked as "confidential." Such information includes, but is not limited to, strategic, personal, or financial or information about unpatented technology. Stakeholders shall not use or allow the use of such information for securities transactions or any improper benefit or gain. It may be appropriate in some cases for the Company and Stakeholders to agree to additional specific nondisclosure provisions. Stakeholder shall not claim or imply any endorsement by the Company or the Company's employees without the prior written consent of the Company.

Except as required by any applicable law, or otherwise permitted by the prior written consent of the Company, Stakeholders are not permitted to use the Company's name, logo or trademarks or to make any public announcements or disclosures in relation to the subject matter of their contract or their dealings with any personnel of the Company.

### Accuracy of Business Records

Stakeholder shall make and keep books and records that accurately and fairly reflect the Stakeholder's transactions and dispositions with the Company, and to devise and maintain an adequate system of internal accounting controls. Stakeholder must comply with all record keeping and retention best practices and laws, including the Foreign Corrupt Practices Act. Stakeholder must record and report facts accurately, honestly and objectively. Stakeholder shall not hide, fail to record, or make false entries. All financial books and records must conform to generally accepted accounting principles.

## DELIVER

### Business Ethics

Stakeholders must be committed to the highest standards of ethical conduct when dealing with their employees, subcontractors, government and regulatory authorities, local communities, and the Company. All forms of illegal or unethical activity, including, but not limited to, corruption, misrepresentation, extortion, embezzlement or bribery, are strictly prohibited and may result in immediate termination of any or all agreements with the Company and possible legal action. Records prepared for the Company, including records of work time and expenses, shall be accurate, truthful, and complete, and shall meet applicable standards and requirements. Most countries around the world have laws that prohibit making payments or giving anything of value to

improperly influence government officials. All Stakeholders are expected to comply with all applicable anticorruption laws, including, but not limited to, the U.S. Foreign Corrupt Practices Act of 1977, as amended, which prohibits offering, promising, paying or providing, or authorizing the payment or providing of anything of value, directly or indirectly, to a foreign government official to improperly influence the recipient to misuse his or her official position for the purpose of obtaining or retaining business for or with, or directing business to, any person, or obtaining any improper business advantage.

Stakeholders should endeavour to deal fairly with the Company and its employees, directors, officers, and external advisers and with the Stakeholders subcontractors and other business partners. No Supplier should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice and uphold fair business standards in advertising, sales and competition. Employees, subcontractors, agents, or affiliates of Stakeholders must act in a fair and impartial manner and must avoid both real and perceived conflicts of interest in the business they conduct with or on behalf of the Company. In the event a Stakeholder identifies a real or potential conflict of interest, the Stakeholder must immediately inform BMSG.

Each Stakeholder must disclose information regarding its business activities, structure, financial situation, and performance in accordance with applicable law and prevailing industry practices as may be requested by BMSG from time to time.

**Gratuities:** Gifts, entertainment, travel, per diem reimbursements, or any other form of gratuity may not be given or received by Stakeholder's as a reward, encouragement, or improper influence for preferential treatment. Any Stakeholder that wishes to give or receive modest gifts and entertainment, to or from the Company or any of its employees, must receive pre-approval by the Company's senior management in accordance with the Company's policies, and no such approval may be requested in connection with or during any actual or anticipated bidding/tendering process.

**Subcontractors:** Suppliers must not use subcontractors in the performance of work for the Company without prior approval from the Company, and only after the subcontractor has agreed in writing to comply with this Code. Suppliers must ensure that any subcontractor used has ethical and business practices that are like the Company's standards and practices.

**Audits and Inspections:** Verification of compliance with this Code is subject to audits by the Company or a third party designated by or otherwise acceptable to the Company. Failure of a Stakeholder to comply, or failure to work with the Company or a third party engaged by the Company, to correct non-complying situations are grounds for cancellation of open orders, discontinued services or termination of existing contracts.

**Penalties for Non-Compliance:** The Company reserves the right to terminate its business relationship with any Stakeholder, including terminating then-existing agreements between the Company and the Stakeholder, who violates this Code or if any of Stakeholder's employees, agents or subcontractors violate this Code. The Company reserves the right to terminate its business relationship with any Stakeholder, including terminating then-existing agreements between the Company and the Stakeholder, who fails to provide written confirmation to the Company, upon request by the Company, that it has a program in place to monitor its suppliers and subcontractors for compliance with this Code. The Company reserves the right to require Stakeholders to certify and acknowledge receipt and understanding of this Code, as frequently as the Company may determine in its sole discretion.

### Relationship Between the Company & Stakeholder

This Code does not create a contractual relationship between the Company and any Stakeholder and does not confer, nor shall it be

interpreted, construed, or deemed to confer, any rights on the part of third parties, including any third-party beneficiary rights. For example, no employees of any Stakeholder shall have any rights or claims against the Company by virtue of this Code, nor shall such employees have any rights to cause the Company to enforce any provisions of this Code, the decision with respect to any such actions being reserved by the Company in its sole discretion.

*“We thank you for your compliance with this important Code and look forward to a mutually beneficial relationship with all of our Stakeholders based on the highest levels of ethical behaviour and in pursuit of a higher standard.”*

While this Code deals with major areas of concern, it cannot cover every situation which may arise. Stakeholders are expected to exercise their own best judgment and discretion within the parameters of this Code, keeping in mind the high standards to which the Company is committed. You can read more about our Purpose Statement in our Code of Conduct and Business Ethics on our website. All Stakeholders are expected to complete a due diligence questionnaire prior to beginning work at one of our sites; or becoming a supplier, contractor, or business partner. The questionnaire will be provided by BMSG and provides us with important information about our Stakeholders and compliance by Stakeholders with this Code. For the purpose of this Code, reference to “the Company” or “BMSG” shall mean BMSG, and/or any of its subsidiaries; “Stakeholder” shall mean any person, corporation or other legal entity that provides goods and/or services to BMSG or engages in any other commercial relationship with BMSG and shall include the employees, directors, officers, agents and subcontractors of such person or legal entity; “Code” means this Stakeholders Code of Business Conduct and Ethics, which may be amended from time to time.