

DATA COMMUNICATIONS MANAGEMENT CORP.

BUSINESS CODE OF CONDUCT

Compliance with the Laws of the Land and General Standards of Behaviour

DATA Communications Management Corp. (“DATA” or the “Company”) and its employees must at all times comply with all applicable laws and regulations in the regions of the countries where we operate. Our conduct must be well above the minimum required by the law and able to withstand public scrutiny.

The Company will not condone the activities of any employee who achieves results through violation of the law or unethical business dealings. We will not knowingly aid or abet any person or company to circumvent laws, evade taxes or commit fraud.

Employees have a duty to keep themselves informed of laws with respect to those affairs of DATA under their control.

Employees must use their own sound judgment and moral integrity to assess situations for potential conflicts and unacceptable behaviour. Whenever employees are in doubt about the application or interpretation of any legal requirement, they should refer the matter to their superior, who may, in turn, consult a more senior Manager or may seek legal advice if it is thought necessary.

DATA is committed to the free enterprise system and encourages fair competition. This means we will avoid breaching laws that prohibit restraint of trade, unfair methods of competition, deceptive acts or practices, and we will compete fairly.

Privacy Policy

PIPEDA, or the *Personal Information Protection & Electronic Documents Act*, came into effect on January 1, 2004 for private sector commercial activity. Provincial legislation related to the use & disclosure of personal information also exists in Alberta and British Columbia (PIPA). In Québec the relevant legislation is *Loi sur la Protection des Renseignements Personnels*.

Our Privacy Policy may be viewed at: www.datacm.com

The company is committed to respecting the privacy of employees, clients, suppliers, customers and business partners.

In the course of your employment, you may have access to confidential information and as such, it is critical and mandatory that you maintain confidentiality regarding this information. (Please refer to your Employee Confidentiality Agreement).

As an employer, the Company takes very seriously, its responsibility with regard to the collection, use, disclosure and retention of any personal information related to its employees. Access to personal information is limited to only those persons for whom the information is essential e.g. for administration of compensation, pension and benefit plans. A copy of the Company's Policy on Protection of Employee Personal Information is available from Human Resources or on the Human Resources Intranet site.

Any questions or concerns related to privacy should be addressed to the Chief Privacy Officer or your Human Resources representative.

Fair Employment Policy

DATA will hire and pay on the basis of ability to do the job and promote on the basis of performance. Hiring and promotions will be conducted without regard to any prohibited ground of discrimination, including age, race, ancestry, place of origin, colour, record of offences, sex, sexual orientation, disability, ethnic origin, citizenship, creed or marital and family status.

Work Environment

The work environment of the Company must be free from discrimination and harassment based on any prohibited ground of discrimination, including age, race, ancestry, place of origin, colour, record of offences, sex, sexual orientation, disability, ethnic origin, citizenship, creed or marital and family status or other factors unrelated to the Company's legitimate business interests.

Harassment Policy

DATA is committed to providing and maintaining a workplace free from any form of harassment. Our working environment must at all times promote respect, dignity and self-esteem of all individuals. DATA will not tolerate any form of harassment.

Every person who is an employee has the right to freedom from harassment in the workplace by his or her employer, agent of the employer, or by another employee.

Harassment is not only a breach of Company policy but also a violation of a number of statutes and laws.

The policy applies to all DATA employees including management and regular, full-time or part-time, temporary and contractual employees among themselves or in their dealings with customers, as well as with suppliers of goods or services.

Definition

Harassment means engaging in a course of vexatious or abusive comment, or conduct that is known or ought to be known to be unwelcome.

Harassment requires a "course of conduct" which means that a pattern of behaviour or more than one incident is usually required. However, one incident can be a case of harassment.

Harassment may be related to any of the discriminatory grounds contained in current Human Rights legislation, such as race, gender, disability, sexual orientation, or age. Behaviour may be verbal, physical, deliberate, or unwelcome. It includes gestures, comments, insults, racial slurs, questions, representations, jokes, or other behaviour that might reasonably be known to be unwelcome by the recipient.

Examples of Harassment

- Verbal, written or sent by email threats, derogatory remarks, jokes, innuendo or taunts about appearance or beliefs, or physical abuse;
- The display of pornographic, racist or offensive images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, either indirect or explicit;
- Sexual harassment, including repeated, unsolicited verbal comments, questions, representations or physical contact of a sexual nature that might reasonably be known to be unwelcome by the recipient; or

Intimidation, leering or other objectionable gestures, condescension or paternalism that undermines self-confidence; unwanted physical touching, patting, pinching or punching; harassment can also be outright physical assault.

The above does not constitute exhaustive list of examples of harassment.

Responsibility

Employee: All employees must maintain and promote standards of behavior that enable the promotion and maintenance of a work environment free from all forms of harassment. DATA expects full cooperation from everyone and encourages all employees to express their disapproval towards harassment. All employees are invited to contact their location Human Resources representative should they have any questions with respect to the policy.

Management: Upon becoming aware that harassment may be occurring, anyone in a supervisory or management position is expected to immediately refer the matter to Human Resources for investigation. Failure to report and investigate a complaint may have legal and cost implications.

Company: Human Resources will investigate any complaints or allegations of harassment as quickly as possible. If it is determined that an employee, supervisor or manager has engaged in or failed to report harassment of another employee or co-worker, disciplinary action will be taken up to and including dismissal with cause.

Complaint Procedure and Process

If the harassment continues, whether an employee has attempted to deal with the harasser on an informal basis or not, it should be reported to the employee's immediate supervisor. Should an employee feel uncomfortable discussing the problem with his or her supervisor or manager, the employee may contact Human Resources directly. The Company has an open door policy to ensure the effective resolution of any serious situation. It is important that a complaint is made immediately so it may be dealt with promptly. Confidentiality will be maintained except when discourse is necessary for investigating the complaint or taking appropriate remedial action.

If the supervisor or manager is the harasser, the employee should approach the next most senior member of management with the complaint who will contact Human resources and following the steps outline above.

The appropriate manager, in consultation with Human Resources, will review the results of the investigation and depending on the circumstances will recommend corrective actions that may include:

- an apology
- verbal or written reprimand
- participation in a training program on the subject of harassment
- counselling
- suspension without pay
- transfer
- demotion
- termination

Customers

DATA is dedicated to serving customers through excellence of products and service.

We will maintain a professional image in all business transactions and ensure that the Company is represented well to the business community and to its clients.

Communications should be handled promptly, courteously and efficiently.

Full Commitment to DATA

The Company believes that its employees should be active in their communities. However, the Company requires a full-time commitment to any position of employment unless there has been a written agreement to the contrary.

Staff members may not undertake any activity whether commercial or non-commercial, which might interfere with their regular work, or assist companies in competition with DATA.

During their period of employment, employees will not engage in the same or similar line of business as that carried on by DATA and will not serve, advise or be employed by any individual, firm or corporation engaged in a similar line of business.

Activities undertaken outside normal employment will be handled in such a way as to avoid real conflicts of interest and also perceived conflicts of interest.

Employees are not to misuse or improperly disclose corporate trade secrets or other Company or customer proprietary information, either during the course of employment or after.

Upon termination of employment, employees agree to relinquish or return all records pertaining to DATA or its customers and all property of DATA or its customers which is in their possession or under their direction or control.

Recording and Reporting Information

The Company's books and records must reflect, in an accurate and timely manner, all Company transactions.

All expenditures must be approved by appropriate management levels. Employees must record and report all information honestly and accurately.

Information must be reported honestly to organizations and people outside the Company. Dishonest reporting could lead to civil or even criminal liability for the employee and DATA. This includes not only reporting information inaccurately, but also organizing it in a way that is intended to mislead or misinform. Care must be taken to avoid making false or misleading statements in financial reports, environmental monitoring reports, etc.

Use of Company's Assets

Employees are responsible for the protection of corporate property. They may not use or lend out DATA property that is not associated with the discharge of their job function without permission.

DATA does not permit the use of Company time, facilities or resources for activities other than recognized Company business.

Purchasing

DATA operations should purchase in-house whenever in-house services are available. Exceptions to this policy must be approved by the division head.

In situations where purchasing in-house is not possible, we believe that all suppliers should be given a fair opportunity to present their goods and services to help meet our needs. We should treat suppliers in the same way we would expect to be treated were the roles reversed.

All expenses must be approved by appropriate management levels.

Whistleblower Policy

As a public Company, DATA is required to comply with securities laws. These laws require the implementation of a direct reporting system that allows employees to report anonymously and confidentially any cases of financial misconduct within the Company. The Company has established such a system through ClearView Strategic Partners Inc.

ClearView is an independent Canadian service provider of these types of reporting systems. Employees, customers, suppliers, shareholders and all interested third parties can report any concerns that they may have about accounting or financial irregularities or breaches in our Business Conduct and Guidelines. Reports can be made through an interactive website (www.clearviewconnects.com), a toll-free telephone reporting line (1-877-821-5801) or by mail to:

ClearView Connects
P.O. Box 11017
Toronto, Ontario
M1E 1N0

If the report is mailed, the Company name must be included with the report. Reports can be made by phone or on-line and supporting documentation can be sent by mail.

The ClearView reporting service is available 24 hours/day, 7days/week. Reports submitted through ClearView are forwarded anonymously to designated senior Company individuals for investigation. All reported concerns or complaints regarding accounting practices, internal controls or auditing are referred directly to the Audit Committee of the Board of Directors.

In accordance with DATA's open door policy, for other questions or concerns that employees feel should be reported such as issues related to workplace safety or harassment, employees should first bring these issues to the attention of someone who can address them properly. In most cases this will be a Manager/Supervisor or a Human Resources Representative. If necessary, such issues can also be reported through the ClearView system.

All reports will be promptly investigated and appropriate corrective action will be taken when warranted by the investigation.

No employee who in good faith reports a violation shall be subject to retaliation or adverse employment consequence.

Conflicts of Interest

Gifts, Bribes, Entertainment

Accepting or providing entertainment, gifts or favours intended to influence a decision by an individual on behalf of DATA constitutes a conflict of interest.

Modest favours, gifts or entertainment may be furnished or accepted by employees in connection with their duties provided all of the following criteria are met:

- They are consistent with accepted business practice
- They are not in cash or securities
- They are of sufficiently limited value so as not to be capable of being construed as a bribe, payoff or other improper payment
- They do not contravene any law and are made in accordance with generally accepted ethical standards; and
- The public disclosure of the facts would not embarrass the Company, the employee or the recipient/donor

Personal Financial Interest

Employees may not have any financial interests that could conflict with the discharge of their duties.

For example, they may not invest in a business that has a relationship with DATA, if such investment might influence their decisions in the performance of their duties.

Hiring Relatives

Supervising directly or indirectly, being in a position of authority over, or being in a position to influence the career of a family member, constitutes a conflict of interest. Our hiring practices should not result in such conflicts of interest arising.

Employees who feel there may be a conflict should report these matters to their Managers.

Donations

As a good corporate citizen, the Company contributes both financially and by providing in-house services to worthy organizations in the communities we share.

All requests for donations should be referred to the Chief Financial Officer of the Company.

Company Records

Any material, including photographs, which has historic value to DATA should be sent to the President for the Company archives. All of the Company's material including written copy and designs, concepts and photographs, video and other material, drawings, and artwork, pricing information and customer data, software, lists, plans, engineering data, sketches, presentations and memoranda are highly confidential and must be kept on the premises of the business.

Corporate Graphics and Letterhead

Any use of the Company's corporate symbol, signature or logo must conform to the style and design as approved by DATA's Marketing Department. Company letterhead is not for personal use and can only be issued by authorized employees in the course of their business conduct on behalf of the Company.