

## CODE OF BUSINESS CONDUCT

### SMART EMPLOYEE BENEFITS INC. (SEB)

#### Introduction

Smart Employee Benefits Inc. (the “Corporation”) expects the highest professional and ethical conduct from its directors, officers and employees. All directors, officers and employees of the Corporation are expected to adhere to the principles and procedures set forth in this Code of Business Conduct and Ethics (the “Code”), as applicable. All consultants retained from time to time are also expected to adhere to this Code. This Code outlines the general standards of conduct expected in business practices undertaken by or on behalf of the Corporation.

#### Conflicts of Interest

A “conflict of interest” arises when a director, officer or employee takes actions or has interests that conflict in any way with the interests of the Corporation. These conflicts may make it difficult for the director, officer or employee to perform his or her work objectively and effectively. Conflicts of interest also arise when a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Corporation.

Directors, officers and employees should take care to avoid any conflicts of interest or the appearance of impropriety and should disclose to their supervisors or, in the case of directors and executive officers, to the Governance and Compensation Committee any activities that reasonably could be expected to give rise to a conflict of interest.

Activities that may give rise to potential conflicts of interest include investment or business relationships that conflict with the interests of the Corporation, payments, gifts or entertainment by or to a director, officer or employee in conjunction with business (other than normal business practices) or loans or guarantees of obligations of a director, officer or employee or his or her family members by the Corporation.

Such activities are prohibited unless approved in guidelines established by the Board of Directors or a committee of the Board of Directors or specifically approved by the Board of Directors or the appropriate committee of the Board of Directors.

#### Confidential Information

Directors, officers and employees shall maintain the confidentiality of all confidential information received by them in connection with the business of the Corporation. They will not use confidential information for their own advantage or profit, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might prejudice the ability of the Corporation to pursue certain objectives, be of use to competitors or harmful to the Corporation, its suppliers or its customers, if disclosed.



## **Fair Dealing**

The Corporation is committed to the concept of fair dealing. Each director, officer and employee should deal fairly with the Corporation's suppliers, customers, employees and competitors. No one should undertake unfair advantage of another by manipulation, concealing information, misrepresentation or other similar practice.

## **Public Reporting Requirements**

All disclosures in financial reports and public documents the corporation files with or submits to the Canadian securities regulators and the Toronto Stock Exchange (the "TSX") should consist of full, true and plain disclosure. Senior management has the general responsibility for preparing such filings and such other communications and will at all times endeavour to ensure that such filings and communications comply with this Code. Directors, officers and employees of the Company should provide all necessary information to management when requested and must inform management if they become aware that information in any such filing or communication was untrue or misleading at the time such filing or communication was made or if they have information that would affect any such filings or communications to be made in the future.

If any director, officer or employee has any concerns or complaints regarding accounting, internal control or auditing matters of the Corporation, such concerns may be anonymously submitted to the Audit Committee. The Audit Committee will, subject to any duties arising under the law or the requirements of any stock exchange, treat such submissions confidentially.

## **Compliance with Laws**

All directors, officers or employees shall comply fully with all laws affecting the business of the Corporation. The consequences to the Corporation and its directors, officers and employees of any departure from this policy can be very serious. If a criminal violation has occurred, the Corporation will take appropriate steps to stop the criminal conduct and to prevent such conduct from reoccurring.

## **Corporate Opportunities**

Employees, officers and directors may 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. Directors, officers and employees owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises.

## **Protection and Proper Use of the Corporation's Assets**

All directors, officers, and employees should protect the Corporation's assets and ensure their efficient use. Theft, carelessness and waste may have an impact on the Corporation's profitability. All assets should be used for legitimate business purposes.

## **Compliance with Law and Policies**

All directors, officers and employees should comply with all the laws of Canada, its provinces, territories and other jurisdictions where the Corporation carries on business and all policies of the Corporation including the Corporation's Insider Trading and Disclosure Policies.



## **Violations of Code**

Each director, officer and employee is expected and encouraged to report what he or she believes in good faith are violations of this Code, whether accidental or deliberate, by any director, officer or employee. If you become aware of any conflict, relationship, payment or other action, involving yourself or others, which could conflict with this Code, it is your obligation to disclose the matter fully and in writing to your supervisor, the Audit Committee or the Chairman of the Board of Directors. Reports of possible violations will be acted upon promptly and in a manner consistent with the circumstances.

Employees will not be disciplined or suffer retribution for reporting honestly and in good faith suspected or actual violations.

## **Waiver, etc.**

This Code may be amended, modified or waived by the Board of Directors or the Governance and Compensation Committee of the Board of Directors. Any waiver must be disclosed as required by law.

The Corporation (acting through its Board of Directors) may in its sole discretion from time to time permit departures from the terms hereof, either prospectively or retrospectively, and no provision of this Code is intended to give rise to civil liability on the part of the Corporation or its directors or officers, to shareholders, suppliers, customers, competitors, employees or other persons, or to any other liability whatsoever on their part.

Questions and concerns regarding this Code should be addressed to the Chairperson of the Governance and Compensation Committee.