



NANOXPLORE SUPPLIER CODE OF ETHICS & CONDUCT

Nano  Plore

Company Overview

NanoXplore Inc. all its operating divisions and subsidiaries (collectively, “NanoXplore” or the “Company”) stands at the forefront of the nanotechnology revolution, leading the charge in the development and application of graphene-enhanced materials. Driven by an unwavering commitment to innovation, we leverage the extraordinary properties of graphene to create pioneering solutions that not only redefine industries but also propel sustainable progress forward.

At the heart of our success lies our dedication to environmental responsibility, manifested through our clean technology initiatives aimed at minimizing our carbon footprint and maximizing our social impact. We prioritize investing in our people, fostering health, upholding human rights, and promoting social responsibility throughout our entire value chain. From revolutionizing energy storage and electronics to enhancing the performance of composites and polymers, NanoXplore's groundbreaking technologies empower businesses across diverse sectors to achieve unparalleled efficiency, durability, and environmental consciousness.

With a visionary team and an unyielding commitment to excellence, NanoXplore continues to pioneer the future of materials science, shaping a smarter, more sustainable world for generations to come.



Introduction

Welcome to the NanoXplore Supplier Code of Ethics and Conduct, a foundational document that outlines our expectations and standards for all suppliers who collaborate with us.

At NanoXplore, we are committed to upholding the highest levels of integrity, transparency, and responsibility in our business practices.

Purpose

The NanoXplore Suppliers Code of Ethics and Conduct serves as a cornerstone document that outlines our commitment to ethical business practices and responsible sourcing. Its purpose is to provide clear guidance and expectations for all suppliers who engage in business with NanoXplore.

By adhering to the principles outlined in this Code, suppliers demonstrate their alignment with NanoXplore's core values of integrity, transparency, and sustainability. Ultimately, the Code aims to foster trust, promote mutual respect, and ensure the highest standards of conduct throughout our supply chain.

Scope

The NanoXplore Suppliers Code of Ethics and Conduct applies to all suppliers, vendors, contractors, and partners who provide goods, services, or support to NanoXplore.

It encompasses a wide range of business activities, including but not limited to procurement, manufacturing, distribution, and delivery.

The Code sets forth expectations regarding health & safety, ethical behavior, fair labour practices, environmental responsibility, legal compliance, and business integrity. It applies to all interactions and transactions between NanoXplore and its suppliers, regardless of geographical location or industry sector. Compliance with this Code is mandatory for all suppliers, and NanoXplore reserves the right to evaluate and enforce adherence to these standards through audits, assessments, and corrective actions as necessary.



NANOXPLORE'S SUPPLIER EXPECTATIONS

:12 KEY REQUIREMENTS

NanoXplore expects its suppliers to cascade these requirements across their entire supply chain, encompassing their own suppliers, contractors, and subcontractors. This expectation is especially pertinent for entities directly engaged in manufacturing products or providing services for any entity within the NanoXplore, which includes their parent, subsidiary, or affiliated entities. Moreover, this obligation extends to all personnel associated with these entities, such as full and part-time employees, contractors, trainees, temporary workers, management, members of the board of directors, and agents, among others.



1 Health and Safety

Suppliers must prioritize the health and safety of their workers and stakeholders, implementing measures to prevent accidents, injuries, and occupational hazards in accordance with relevant laws and industry best practices.



2 Quality Standards

Suppliers must adhere to quality standards to ensure the delivery of products and services that meet or exceed NanoXplore's expectations and industry benchmarks.



3 Ethical Conduct

Suppliers are expected to conduct their business affairs with the highest level of integrity, honesty, and ethical behavior, aligning with NanoXplore's values and ethical standards.



4 Compliance with Laws and Regulations

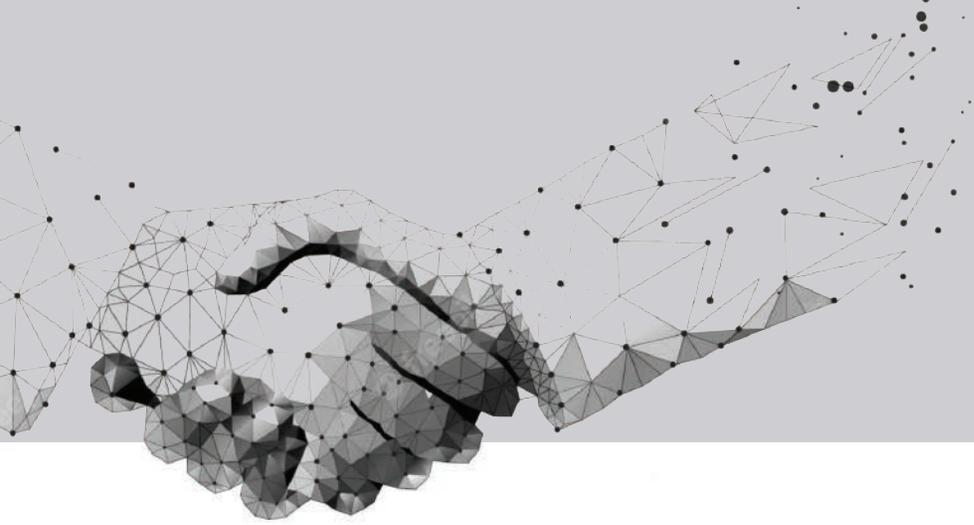
Suppliers must comply with all applicable laws, regulations, and industry standards governing their operations, including but not limited to environmental, labour, health, and safety regulations.



5 Environmental Responsibility

Suppliers are encouraged to minimize their environmental impact by implementing sustainable practices, reducing waste, conserving resources, and promoting eco-friendly solutions throughout their operations.





Social Responsibility

Suppliers are expected to uphold principles of social responsibility, including respect for human rights, fair labour practices, diversity, inclusion, and community engagement.



Transparency and Communication

Suppliers must maintain open and transparent communication with NanoXplore, providing timely updates, information, and feedback regarding product quality, delivery schedules, and any potential issues or concerns.



Continuous Improvement

Suppliers are encouraged to continuously improve their processes, products, and services to enhance quality, efficiency, and customer satisfaction, fostering a culture of innovation and excellence.



Collaboration and Partnership

Suppliers are viewed as strategic partners, and collaboration is encouraged to foster mutual success, drive innovation, and achieve shared goals.



Conflict-Free Sourcing

Suppliers must ensure that their supply chains are free from conflict minerals or any materials obtained through unethical or illegal means, promoting responsible sourcing practices. Suppliers are required to adhere to NanoXplore's Conflict and Critical Materials Policy directives.



Confidentiality and Intellectual Property

Suppliers are required to protect NanoXplore's confidential information and intellectual property rights, ensuring their proper handling and safeguarding against unauthorized disclosure or use.



Precautionary Principles

Suppliers must embrace precautionary measures to anticipate and address potential risks to human health, safety, and the environment in their operations. This includes proactively assessing and mitigating any foreseeable hazards to prevent harm and uphold the highest standards of precautionary care.



ENVIRONMENTAL STEWARDSHIP AND RESOURCE MANAGEMENT



At NanoXplore, our commitment to environmental stewardship is fundamental to who we are. We deeply value environmental sustainability and recognize our responsibility to reduce our ecological footprint for the benefit of future generations. This dedication is central to our vision of building a brighter future.

Environmental Responsibility Across the Supply Chain

We understand that our suppliers play a crucial role in shaping environmental outcomes. Therefore, we extend our commitment to environmental responsibility throughout our entire supply chain. It's essential that sustainable practices are integrated into every aspect of our supply chain operations. Together, we can prioritize environmental responsibility and work towards creating a healthier planet.

Expectations for Supplier Environmental Practices

We expect our suppliers to share our dedication to environmental stewardship. Specifically, we ask that suppliers:

- **Minimize Environmental Impact:** Implement measures to reduce energy consumption, water usage, and waste generation.
- **Adhere to Environmental Regulations:** Comply with all relevant environmental laws, regulations, and standards.
- **Promote Sustainable Sourcing:** Prioritize the use of sustainable materials and resources, including renewable energy and recycled materials.
- **Reduce Emissions:** Take steps to minimize greenhouse gas emissions and other pollutants.
- **Manage Chemicals Responsibly:** Safely handle chemicals and hazardous substances, ensuring proper storage, handling, and disposal.
- **Protect Natural Resources:** Implement strategies to conserve biodiversity, protect ecosystems, and preserve natural resources.

Encouraging Innovation for Sustainable Solutions

We encourage our suppliers to innovate and develop sustainable products and solutions that align with our environmental goals. Through a culture of innovation, we can collectively address environmental challenges and deliver solutions that meet customer needs while minimizing environmental impact.



**Sustainable replacement
for Carbon Black**



Increase Recycled Content



**5x recycling
LONGER lifespan**



GRAPHENEBLACK™
A NanoXplore Product



**BE PART _____
& OF THE SOLUTION
NOT THE POLLUTION**

FAIR LABOUR PRACTICES AND HUMAN RIGHTS



At NanoXplore, we are deeply committed to upholding human rights and labor standards across our operations and supply chain. We believe in the inherent dignity and rights of every individual, and we are dedicated to ensuring fair and ethical treatment throughout our organization.

Prohibition of Modern Slavery and Forced Labour

We unequivocally prohibit the use of modern slavery and forced labor in any form. Suppliers, including their recruitment agencies, must comply with all laws and regulations related to labour practices, including those pertaining to minimum working age and the prohibition of forced or compulsory labour. Suppliers must have policies, risk assessments, and due diligence processes to prevent and address such issues, following ILO conventions No. 29 on Forced Labour and No. 105 on the Abolition of Forced Labour. We encourage collaboration with stakeholders to raise awareness and prevent these abuses.

Respect for Children's Rights

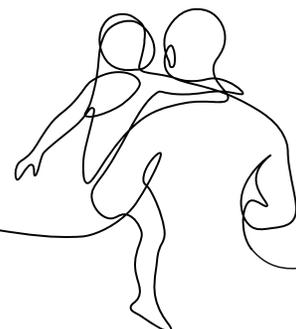
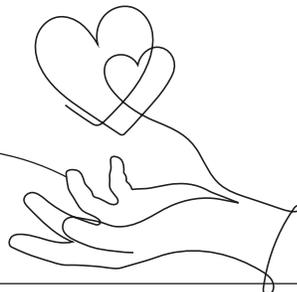
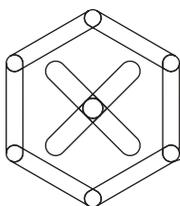
NanoXplore is steadfast in its commitment to protecting children's rights, and we categorically reject the use of child labour in any aspect of our supply chain. Suppliers must have adequate policies, risk awareness, and risk assessments in place to prevent child labour. Additionally, they are required to align with the principles outlined in the UN Convention on the Rights of the Child, ensuring that children are not exploited for labour and that all laws and regulations regarding the employment of minors are strictly adhered to. NanoXplore encourages ongoing collaboration with stakeholders, experts, and others to build awareness and proactively work toward the prevention of child labour.

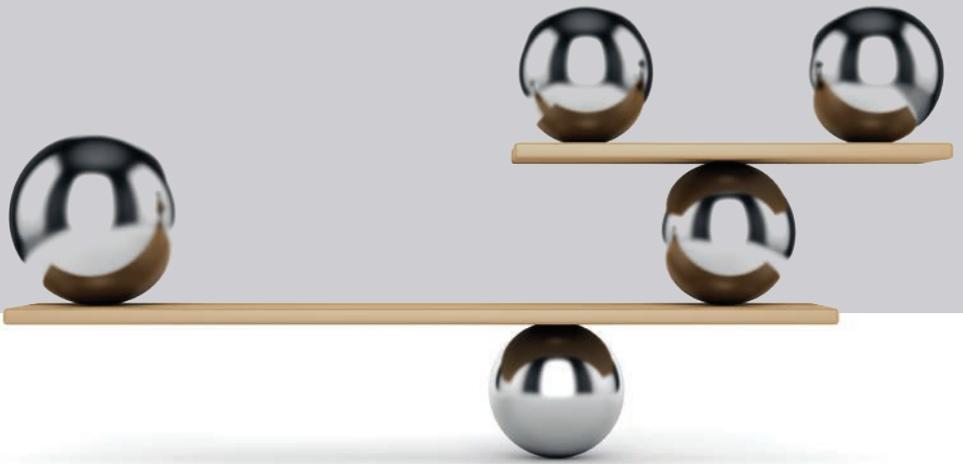
Fair Treatment and Non-Discrimination

We are dedicated to providing a workplace environment characterized by fairness, respect, and equal opportunities for all. Suppliers must uphold principles of non-discrimination, ensuring that all workers are treated with dignity and respect, regardless of race, ethnicity, gender, religion, age, disability, or any other characteristic protected by law.

Working Hours, Leave, and Work-Life Balance

We value the well-being of our workers and recognize the importance of work-life balance. Suppliers must comply with all laws and regulations related to working hours, breaks, and leave entitlements, ensuring that workers have adequate time for rest and relaxation.





Health and Safety Standards

The health and safety of workers are of paramount importance to us. Suppliers are expected to adhere strictly to NanoXplore's policies and protocols while operating on our sites. Suppliers are required to maintain safe and healthy working conditions in accordance with applicable laws and industry standards. This includes providing appropriate safety equipment, training, and procedures to prevent accidents and eliminate occupational hazards.

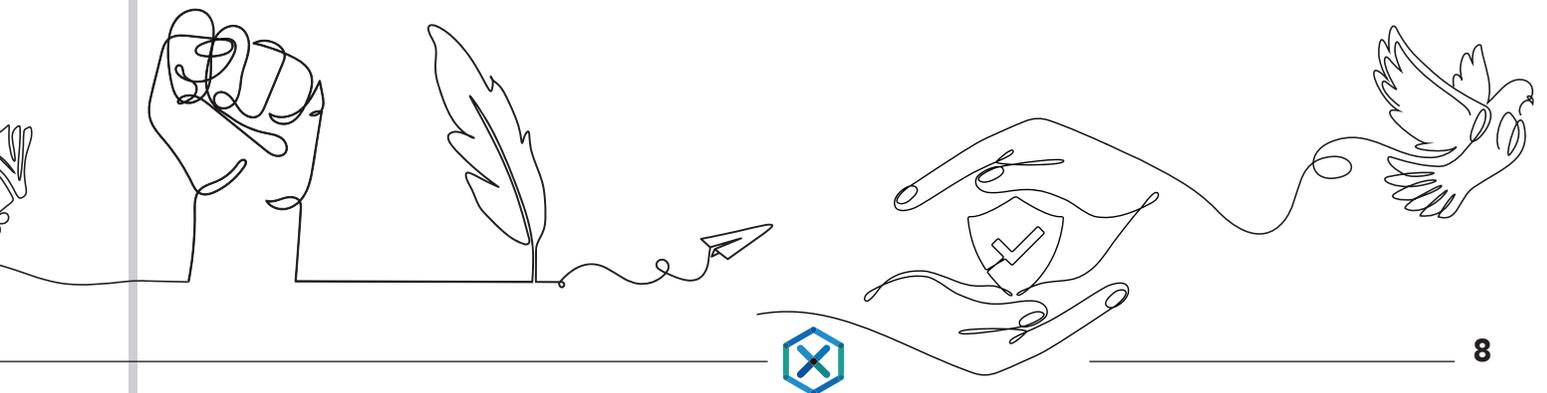
Freedom of Association and Collective Bargaining

We respect the rights of workers to freely associate and engage in collective bargaining. Suppliers must uphold workers' rights to form and join trade unions or other worker organizations of their choosing, in accordance with local laws and international conventions. Employees have the right to seek representation without fear of retaliation or discrimination. We encourage supplier's adherence to ILO conventions No. 87 on the Freedom of Association and No. 98 on the Right to Organize and Collective Bargain in all procedures and policies.

Expectations for Suppliers regarding Fair Labour Practices and Human Rights

In alignment with our commitment to fair labour practices and human rights, we expect our suppliers to:

- **Respect Workers' Rights:** Uphold the rights of workers as outlined in international labour standards, including freedom of association and collective bargaining. Prevent child and forced labor.
- **Ensure Fair Compensation:** Provide fair wages and benefits that meet or exceed legal requirements and industry standards.
- **Promote Work-Life Balance:** Encourage work-life balance and respect workers' rights to rest periods, breaks, and time off.
- **Prevent Discrimination, Harassment and Abuse:** Maintain a zero-tolerance policy for discrimination, harassment, abuse, or any form of mistreatment in the workplace.
- **Facilitate Grievance Mechanisms:** Establish mechanisms for workers to raise concerns or grievances in a safe and confidential manner, without fear of retaliation.



SUPPLY CHAIN TRANSPARENCY

Responsible and Ethical Sourcing

At NanoXplore, we prioritize responsible and ethical sourcing to uphold human rights, environmental stewardship, and social impact. This includes addressing critical and conflict minerals while fostering diversity among our suppliers. Suppliers are required to adhere to NanoXplore's Conflict and Critical Materials Policy directives.

Conflict Minerals, Extended Minerals and High-Risk Areas

Suppliers are required to adhere to the OECD Due Diligence Guidelines for Conflict Minerals, encompassing tantalum, tin, tungsten, gold (3TG), as well as the extended minerals copper, lithium, cobalt, and mica. They must provide valid CMRT or CRT reports, ensure smelters' involvement in third-party audits, and conduct due diligence on materials linked to human rights abuses or deforestation.

In addition to addressing conflict minerals and extended minerals, our commitment to responsible sourcing extends to high-risk areas. Suppliers are expected to conduct due diligence to identify regions that present heightened risks of human rights abuses, conflict financing, or environmental degradation.

Moreover, we recognize the significance of addressing additional materials deemed high ESG risks, which encompass, but are not limited to, aluminum and nickel. We expect suppliers to uphold the same rigorous standards of due diligence and transparency for these materials, ensuring adherence to best practices for mitigating ESG risks throughout the supply chain.

Expectations for Suppliers regarding Supply Chain Transparency

- **Due diligence:** Suppliers must trace mineral sources and assess the risk of financing armed conflict or human rights abuses.
- **Compliance:** Suppliers must follow relevant regulations and industry standards.
- **Transparency:** Suppliers must provide transparency into mineral supply chains, reporting origins and mitigation measures.
- **Promote Open Communication:** Maintain open lines of communication with NanoXplore and other stakeholders, responding promptly to inquiries and requests for information.





QUALITY AND PRODUCT SAFETY

NanoXplore is dedicated to providing products of the utmost quality and safety to our customers. We prioritize customer well-being and satisfaction, making quality and safety fundamental aspects of our operations. This dedication spans the entire product lifecycle, from design and development to manufacturing, distribution, and customer support.

Compliance with Industry Standards and Regulations

NanoXplore expects our suppliers to comply with all relevant industry standards, regulations, and best practices related to product quality and safety. This includes:

- **ISO Standards:** Adhering to International Organization for Standardization (ISO) standards pertinent to their industry, such as ISO 9001 for quality management systems and ISO 14001 for environmental management systems.
- **Product Safety Regulations:** Complying with product safety regulations and directives applicable to their products and geographic markets.
- **Industry-Specific Standards:** Abiding by industry-specific quality and safety standards relevant to their products and sectors, ensuring alignment with best practices and customer expectations.

Expectations for Product Quality and Safety from Suppliers

NanoXplore holds our suppliers to the same high standards of quality and safety that we maintain internally. Suppliers are expected to:

- **Ensure Product Integrity:** Suppliers must deliver products that meet or exceed established quality and safety specifications, adhering to industry standards and regulatory requirements.
- **Conduct Quality Assurance:** Implementing rigorous quality assurance processes to prevent defects, errors, and deviations from quality standards throughout the production process.
- **Comply with Safety Regulations:** Adhering to all relevant safety regulations and standards applicable to their products, including certifications and labeling requirements.
- **Provide Product Testing Data:** Suppliers should furnish accurate and comprehensive product testing data and documentation to validate quality and safety claims and ensure regulatory compliance.

CONTINUOUS IMPROVEMENT

NanoXplore is committed to continuously improving our ethical practices to uphold the highest standards of integrity, transparency, and responsibility. We recognize that ethical conduct is an ongoing journey, requiring dedication and constant effort. As part of our culture, continuous improvement guides our efforts to create positive impact and foster sustainable growth.

Collaboration with Suppliers for Ethical Advancement

We believe that collaboration with our suppliers is essential for advancing ethical practices throughout our supply chain. Through active engagement, dialogue, and the sharing of best practices, we work together to identify opportunities for improvement and address challenges. By collaborating effectively, we can implement solutions and drive positive change that benefits all stakeholders.



BUSINESS INTEGRITY

Anti-Corruption, Anti-Bribery, Anti Money Laundering

Suppliers are expected to uphold the highest standards of integrity and adhere to all anti-corruption laws and regulations. They must refrain from any involvement, endorsement, or tolerance of bribery or corruption in any form, whether direct or indirect. Suppliers are prohibited from accepting or offering improper benefits from third parties, be they private or public entities, in exchange for preferential treatment. To prevent bribery, corruption, and money laundering in their operations and supply chain, suppliers must have robust policies, maintain risk awareness, and conduct thorough due diligence. Additionally, suppliers must comply with anti-money laundering laws, ensure financial transparency, and implement effective internal controls.

Conflicts of Interest

We expect all employees and suppliers to avoid conflicts of interest that may compromise their ability to act in the best interests of NanoXplore. Suppliers must disclose any potential conflicts of interest and take appropriate measures to mitigate them, ensuring that business decisions are made impartially and in accordance with ethical principles.

Export Controls and Economic Sanctions

Suppliers must adhere to all applicable export control regulations, economic sanctions, embargoes, and trade restrictions. They shall refrain from any actions that could potentially lead NanoXplore to violate these regulations or face adverse consequences. Suppliers must ensure that neither themselves nor any of their affiliates are designated for sanctions or export controls. Furthermore, suppliers are prohibited from providing NanoXplore with goods sourced from restricted parties or trans-shipped through countries subject to sanctions. Compliance entails conducting thorough screenings, accurate product classification, obtaining required licenses, maintaining detailed records, providing employee training, and promptly reporting any concerns or violations.

Fair Trade and Competition

Supplier are expected to adhere to fair trade principles, including pricing transparency, non-discrimination, and adherence to antitrust laws. We encourage open and fair competition among suppliers, promoting diversity, and providing equal opportunities for all. NanoXplore does not tolerate any form of anti-competitive behavior, including collusion, price-fixing, or unfair trade practices.

Accuracy of Records and Reporting

Maintaining accurate records and reporting is essential to our commitment to transparency and accountability. Suppliers are expected to maintain complete and accurate records of their business activities, financial transactions, and compliance efforts. Any discrepancies or irregularities must be promptly reported and addressed in accordance with established protocols.





Protection of Intellectual Property Rights

We respect the intellectual property rights of others and expect our suppliers to do the same. Suppliers must safeguard confidential information and proprietary data belonging to NanoXplore and third parties, ensuring its protection from unauthorized access, use, or disclosure. Additionally, suppliers must respect and comply with all applicable laws and regulations regarding intellectual property rights.

Data Privacy

Data privacy is paramount in today's digital age, requiring meticulous safeguarding and protection of entrusted data from misuse. Suppliers must adhere to all applicable data privacy laws, including but not limited to what is outlined in NanoXplore contractual terms, when collecting, storing, using, processing, and sharing personal data. This includes implementing security measures to prevent unauthorized access, maintaining data accuracy, and ensuring data confidentiality and integrity.

Information Security

The Supplier is required to uphold stringent information security measures, including adherence to industry-leading cybersecurity standards such as ISO/IEC 27000 or equivalent frameworks. They must follow best practices to safeguard sensitive data and systems from unauthorized access, modification, or disclosure. Furthermore, in the event of any breaches or cybersecurity incidents, the Supplier is required to promptly notify NanoXplore to enable immediate response and mitigation efforts.

Expectations for Suppliers regarding Business Integrity

In alignment with our commitment to business integrity, we expect our suppliers to:

- **Operate Ethically:** Conduct business with honesty, integrity, and transparency, avoiding unethical practices and conflicts of interest.
- **Comply with Laws and Regulations:** Abide by all applicable laws, regulations, and industry standards related to business integrity, including anti-corruption and anti-bribery laws.
- **Maintain Accurate Records:** Keep accurate and complete records of business activities, financial transactions, and compliance efforts, ensuring transparency and accountability.
- **Protect Intellectual Property:** Respect and protect the intellectual property rights of NanoXplore and third parties, safeguarding confidential information and proprietary data.



CONCLUSION

In conclusion, NanoXplore remains steadfast in our commitment to upholding our core values of integrity, sustainability, and excellence. Our dedication to creating a better tomorrow through innovation, ethical conduct, and environmental stewardship guides everything we do. We are proud of the progress we have made and remain steadfast in our pursuit of excellence.

Commitment to Ongoing Review and Improvement

NanoXplore recognizes that the landscape of business ethics and sustainability is constantly evolving. Therefore, we are committed to regularly reviewing and improving our Supplier Code of Ethics to reflect the latest developments in ethical standards, industry best practices, and regulatory requirements. This commitment ensures that our code remains relevant, effective, and aligned with our values and objectives. We are dedicated to continuous learning and improvement, and we welcome feedback and input from all stakeholders to further strengthen our ethical practices and promote responsible business conduct throughout our supply chain.

Appreciation for Supplier Partnership

We extend our sincere appreciation to our valued suppliers who share our vision and commitment to ethical business practices. Your partnership is instrumental in helping us achieve our goals and deliver value to our customers and communities. Together, we can drive positive change, foster innovation, and create a sustainable future for generations to come.



Contact Information for Inquiries or Concerns

Should you have any inquiries or concerns regarding our Supplier Code of Ethics or our commitment to ethical conduct, please do not hesitate to contact us:

i) Write to us at:

NanoXplore Inc
Compliance
4500 boulevard Thimens
Saint-Laurent, Québec, H4R 2P2
Canada

ii) E-mail us at: compliance@nanoxplore.ca

To report any suspected violations of this Code by NanoXplore or its employees, please use the contact information provided below. Rest assured; all reports will be treated with strict confidentiality.

Your feedback is important to us, and we welcome the opportunity to address any questions or concerns you may have. Thank you for your partnership and continued support in our journey toward ethical excellence and sustainable success.

Acknowledgment

By signing this document, Supplier agrees to comply with the terms set forth herein for all of the Supplier's affiliated and related entities for any products and/or services supplied to NanoXplore and its affiliated and related entities.

Company: _____

Signature: _____

Date Signed: _____

Full Name: _____

Title: _____





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Performance Through Carbon Chemistry