



VENDOR CODE OF CONDUCT

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CAT5 VENDOR CODE OF CONDUCT

CAT5 Resources LLC (including CAT5 Resources Caribbean LLC) must at all times conduct its business activities with integrity and in full compliance with the laws and regulations that govern its global business activities. To that end, CAT5's Code of Business Ethics (the Ethics Code) establishes the set of standards of business practices and regulatory compliance that apply to all CAT5 employees, directors and officers. The Ethics Code reflects our values and our commitment to Building a Better Tomorrow, including ethical business practices, the highest level of professional standards, and regulatory compliance.

CAT5 expects that its vendors will share and embrace the letter and spirit of our commitment to integrity. Our Ethics Code is maintained on our public website at www.CAT5resources.com. The provisions of the Ethics Code that apply to our vendors are incorporated into this Vendor Code of Conduct (the Vendor Code), which is also maintained on our public website.



This Vendor Code shall apply to interactions between a vendor and a Cast5 client (including its employees) for whose benefit the vendor may be providing goods or services. By “vendor” we mean any firm or individual that provides a product or service to CAT5 or indirectly to any of our clients. We understand that vendors are independent entities, but the business practices and actions of a vendor may significantly impact and/or reflect upon us, our reputation and our brand, which is one of our most important assets.

Because of this, CAT5 expects all vendors and their employees, agents and subcontractors (their representatives) to adhere to this Vendor Code while they are conducting business with and/or on behalf of CAT5 for the benefit of its clients either as agent or principal. All vendors should educate their representatives to ensure they understand and comply with this Vendor Code. Among other things, this means that the representatives of our vendors must always behave in a respectful and civil manner when interacting with CAT5 employees or with CAT5's clients and other third parties when acting on CAT5's behalf.

CAT5 VENDOR PARTNERSHIPS

At CAT5, we are committed to sustaining our business. This means successfully managing the financial, environmental and social risks our company faces, and helping our customers do the same. Not just because it's the right thing to do, but because it adds lasting values to customers, employees, owners, communities and our industry. Everything we do today should contribute to society.

Our activities in this vein has 4 focus areas:

- Generating lasting value for Customers
- Engaging our People
- Transforming our Workplaces
- Supporting our Communities

Legal and regulatory compliance practices

All CAT5 vendors and their representatives shall conduct their business activities in full compliance with the applicable laws and regulations while conducting business with and/or on behalf of CAT5 for the benefit of its customers. In addition to any specific obligations under the vendor's agreement with CAT5, all vendors shall:

- Comply with the anti-corruption laws and not offer, make or promise to make any illegal direct or indirect payments or promises of payments to any customers, government officials (including employees of state- owned enterprises) or anyone else for the purpose of inducing the individual to misuse his or her position to obtain or retain business. Our policy is not to make "facilitating payments" in any amounts to anyone.
 - Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they operate, and uphold standards of fair dealing.
 - Comply with all applicable anti-money laundering laws, and never knowingly participate in a scheme to launder money, under-report the size of a cash transaction, or wrongfully avoid tax liability.
 - Comply with all applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal and release of such materials.
 - Comply with all laws and regulations regarding the privacy of information (including personal and sensitive information), data protection and cross- border data transfers.
- Be honest, direct and truthful in discussions with regulatory agencies and any government officials.
 - Comply with all applicable trade restriction and sanctions laws, and not knowingly employ or do business with anyone suspected of being connected with criminal or terrorist activities or who is subject to applicable trade sanctions.
 - Obtain all necessary licenses and permits to conduct the activities for which they have been hired by CAT5.

Business practices

CAT5 vendors and their representatives shall conduct their business interactions and activities with integrity and in accordance with their obligations under their specific agreements with CAT5. In addition to those obligations, all of our vendors shall:

- Provide their services in compliance with their own applicable professional standards, including requirements established by any organizations (such as licensing commissions) regulating their activities.
- Honestly and accurately record and report all business information and comply with all applicable laws regarding completion and accuracy.
- Create, retain and dispose of business records in compliance with all applicable legal requirements.
- Protect and responsibly use both the physical and intellectual assets of CAT5 or our customers, including their property, supplies and equipment.
- Use information technology and systems provided by CAT5 or our customers (including email and any social media platforms) only for authorized business-related purposes. CAT5 strictly prohibits vendors and their representatives from using CAT5 or customer-provided technology and systems to create, access, store, print, solicit or send any material that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate and/or send any false, derogatory or malicious communications using such information assets and systems.
- Comply with all CAT5 and customer requirements for maintenance of passwords, confidentiality, security and privacy procedures as a condition of receiving access to the CAT5 or customer internal corporate network, systems and buildings. All data stored or transmitted on CAT5 or customer owned or leased equipment is to be considered private and is the property of CAT5 or such customer.
- CAT5 may monitor all uses of its corporate networks and all systems (including email and other social media platforms) and/or access, review, and process all data and communications stored or transmitted using the CAT5 network, and customers may do the same. There should be no expectation of privacy with respect to technology provided by CAT5 or any customer.
- Comply with the intellectual property ownership rights of CAT5, customers and others including but not limited to copyrights, patents, trademarks, and trade secrets. Use software, hardware, and content only in accordance with their license or terms of use.
- Communicate with the media on CAT5's or any customer's behalf only if the vendor and/or representative is expressly authorized in writing to do so by a CAT5 or customer communications professional.
- Use good judgment, discretion and moderation when offering gifts or entertainment to CAT5 or customer employees. In doing so, the vendor and or its representatives must not give CAT5 or customer employees an individual gift or a combination of gifts, or provide any entertainment, that would violate the Ethics Code, including by appearing to be an attempt to influence anyone's business judgment in an improper way. In any event, no vendor may ever offer a bribe, kickback, bartering arrangement for goods or services and/or any other incentive to a CAT5 or customer employee in order to obtain or retain their business, or appear to attempt to influence a business decision.

- Avoid the appearance of or actual improprieties or conflicts of interests. Vendors or their representatives shall not deal directly with any CAT5 or customer employee whose spouse, domestic partner or other family member or relative holds a significant financial interest in the vendor. Dealing directly in the course of negotiating the vendor agreement or performing the vendor's obligations with a spouse, domestic partner or other family member of relative who is employed by CAT5 or customer is also prohibited.
- Take reasonable steps to protect against all forms of cyber-attacks or other intrusions into electronic systems as the result of which data of CAT5 or its customers may be lost, stolen or corrupted.

Health and Safety

CAT5 is fully committed to providing a workplace that prevents injury and ill-health and ensures that all people return home to their families safely.

We recognize that we cannot achieve this goal on our own, but rather need the support, commitment and dedication of all our business partners, including our Vendors.

Further to that, we expect our Vendors to, at a minimum:

- Comply with all relevant health and safety laws and regulations as well as customer, CAT5 and/or industry requirements;
- demonstrate a cultural commitment to maintaining a safe working environment;
- ensure employees are qualified, and equipped, to perform activities safely;
- develop health and safety procedures that are relevant to the activities of the Vendor, and in keeping with appropriate best practices;
- provide resources to manage safety and to ensure that personnel understand and, properly apply, safety standards and procedures;
- immediately inform CAT5 of any health and safety incidents that occur while performing services for, or delivering goods to, CAT5 or its customer;
- ensure employees (or others under the vendor's control) do not possess weapons of any kind when at CAT5 offices or customer properties.

We are building a strong safety culture, and health and safety performance and awareness will play a key role in our Vendor selection process.

Employment practices

CAT5 respects and supports human rights principles as defined by the Universal Declaration of Human Rights (UDHR), the International Labor Organization's Declaration on Fundamental Principles and Rights at Work ("ILO Declaration") and the United Nations Global Compact. CAT5 expects its vendors to share our commitment to human rights and equal opportunity in the workplace. CAT5 vendors shall conduct their employment practices in full compliance with all applicable laws and regulations, and shall:

- Cooperate with CAT5's commitment to a workforce free of harassment and unlawful discrimination. While we recognize and respect cultural differences, we believe that vendor companies should not engage in discrimination in hiring, compensation, access to training, rewards, promotion, termination, or retirement based on race, color, caste, ethnicity or national origin, religion, age, disability, gender, marital status, pregnancy, sexual orientation, sexual or gender identity or expression, union membership, political affiliation, covered veterans status, or protected genetic information.
- Prohibit the use, possession, distribution and sale of illegal drugs while on CAT5 owned, leased, or customer property.
- Prohibit the possession of unauthorized weapons while on CAT5 owned, leased, or customer property.
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, or prison labor by a CAT5 vendor or its subcontractors is prohibited.
- Not require workers to lodge "deposits" or their identity papers with their employer and keep them free to leave their employer after reasonable notice without penalty.
- Comply with all local minimum working age laws and requirements and not utilize child labor. Vendors may not employ an individual under the age of 21.
- We only support the development of legitimate workplace apprenticeship programs for the educational benefit of younger people and will not do business with those who abuse such systems.
- Not engage in physical discipline or abuse.
- Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation is prohibited. We also expect our vendors to communicate with all individuals with civility and respect.
- Pay living wages under humane conditions. All workers shall be provided with clear, written information about their employment conditions with respect to wages before they enter employment and as needed throughout their term of employment. Deductions from wages as a disciplinary measure shall not be permitted unless permitted by national or applicable local law. All disciplinary measures should be recorded. Wages and benefits paid for a standard working week must meet, at a minimum, national or applicable local legal standards.
- Not require workers to work more than the maximum hours of daily labor set by national or applicable local laws; ensure that overtime is voluntary and paid in accordance with local laws and regulations.
- Maintain a healthy relationship with union employees, support the right to exercise freedom of association, and comply with the provisions expressed in collective bargaining agreements.

- Keep employee records in accordance with local and national regulations.
- Maintain an internal process to allow employees to confidentially and anonymously report allegations of mistreatment, discrimination, abuse, violations of law, violations of this Vendor Code, or other ethical violations.
- Conduct a prompt and thorough investigation of any such report and take corrective action as necessary and appropriate; and cooperate with CAT5 in any such investigation and provide CAT5 with such information as CAT5 may reasonably request.
- Not retaliate against any employee (or any CAT5 employee) who reports in good faith any potential violation of this Vendor Code of Conduct.

Sustainability Practices

- CAT5 expects its vendors to share its commitment to sustainability by meeting or exceeding the requirements of environmental laws and regulations and promoting acceptable levels of energy consumption, water use and waste management in order to reduce the environmental impacts of our business operations and those of our clients.
- We expect our vendors to manage and reduce their social impacts, to support their employees and the communities in which they operate.

Ethical Treatment of Animals

As part of its commitment to engage in practices that enhance the public's welfare, CAT5 seeks to ensure the ethical treatment of animals in all respects at the facilities that CAT5 operates for itself as well as for customers. It is CAT5's policy to attempt to avoid the exhibition, use and/or sale of animals at all of such properties. Where animals are involved at any of such properties for valid reasons, they must be treated humanely and in compliance with applicable animal welfare regulations

Compliance with this vendor code

It is the responsibility of the vendor to ensure that its representatives understand and comply with this Vendor Code and to inform its CAT5 contact (or a member of CAT5 management) if the vendor knows, or has reason to believe, that a violation by it or its representatives may have occurred or may occur in the future. CAT5 vendors are expected to self-monitor their compliance with this Vendor Code. In addition to any other rights CAT5 may have under its agreement with vendor, CAT5 may request the immediate removal of any representative who behaves in a manner that is unlawful or inconsistent with the Code of Business Ethics, this Vendor Code of Conduct or any Company policy.

Compliance with client codes of conduct

In the situation where a vendor is hired by CAT5 on behalf of a customer, we also expect that the vendor will comply with all applicable rules, policies, procedures or codes of conduct maintained by the customer, including in the event they are more restrictive than the provisions of this Vendor Code of Conduct. If you believe that a customer rule conflicts with anything in this Vendor Code of Conduct and you are unsure of what to do as a result, you are expected to work with your primary CAT5 contact in order to resolve the situation in a mutually satisfactory manner.

Business continuity and crisis management

Subject to the terms of any specific contractual provisions that apply, we expect that each vendor CAT5 hires will have adequate business continuity plans in place to continue to provide its services to a reasonable degree in the aftermath of any kind of operational crisis, whether caused by a natural disaster, equipment malfunction, power failure, terrorist act, cyber-attack, or so forth. Upon request by CAT5, the vendor will disclose in reasonable detail and discuss the elements of its business continuity plans and its information security systems and controls.

Audits of internal controls and operating effectiveness of service providers

Subject to the terms of any specific contractual provisions that apply, we expect that each vendor CAT5 hires will make available to us, upon request, a copy of any audit that has been performed of the controls and/or operating effectiveness of the vendor as a service organization. In general, we also expect each vendor to provide us with responses to our reasonable requests for information about compliance with this Vendor Code, including as part of an audit by CAT5's Compliance Department.

Management accountability and responsibility

CAT5 vendors must designate a representative from senior management to be responsible for compliance with this Vendor Code. Each vendor's senior management shall also coordinate and oversee a training program, to the extent appropriate depending on the type of product or service being provided, for its employees and managers with respect to the processes and procedures necessary to comply with this Vendor Code.

Cooperation with investigations; compliance audits

We expect that each vendor CAT5 hires will cooperate with us in any investigation we or the vendor may be conducting into an allegation of inappropriate or unethical behavior involving either a CAT5 employee or an employee of the vendor where the allegation involves CAT5 or a customer for whom the vendor is providing products or services.

CAT5 requires our vendors to represent in their contracts their compliance with the principles of this Vendor Code. CAT5 may require a vendor to provide additional information regarding the vendor's compliance with this Vendor Code. In addition, CAT5

reserves the right to audit our vendors to determine compliance with this Vendor Code and expects our vendors to reasonably cooperate with any audit as a condition to continuing to work with CAT5.

No creation of third-party rights

This Vendor Code does not confer, nor shall it be deemed to confer, any rights on the part of third-parties, including any third-party beneficiary rights. For example, no employees of any vendor shall have any rights against CAT5 by virtue of this Vendor Code, nor shall such employees have any rights to cause CAT5 to enforce any provisions of this Vendor Code, the decision with respect to any such actions being reserved by CAT5 in its sole discretion.

Reporting of questionable behavior or possible violations

We expect each vendor to report timely to CAT5 any known violation of this Vendor Code. You are encouraged to raise any questionable business practice or compliance concern to your primary CAT5 contact. However, CAT5 recognizes that there may be times when this is not possible or appropriate. In such instances, please contact any of the following:

1. Email compliance@cat5resources.com
2. Send a letter to the Chief Executive Officer, Cat5 Resources, 3004 Nederland Avenue, Nederland, Texas 77627.

CAT5 will not tolerate any retribution or retaliation taken against any individual who has in good faith sought out advice or has reported questionable behavior or a possible violation.

We thank you for your compliance with this important policy and look forward to a mutually beneficial relationship with all of our vendors based on the highest levels of ethical behavior.

