



CODE OF BUSINESS CONDUCT AND ETHICS POLICY

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CODE OF BUSINESS CONDUCT AND ETHICS POLICY

Maxim Power Corp.'s ("MAXIM") principle objective in directing and managing its business and affairs is to enhance shareholder value. MAXIM directors, officers, employees, consultants and contractors (collectively "**Employees**") achieve this objective while upholding the highest level of ethical conduct and meeting responsibilities as good corporate citizens. This Code of Business Conduct and Ethics Policy (the "**Code**") applies to and has been adopted by MAXIM, its wholly-owned subsidiaries and MAXIM-operated joint ventures and partnerships when MAXIM is responsible for the management of the entity.

This Policy emphasizes MAXIM's commitment to the highest standard of ethical conduct expected of all its Employees in all countries in which MAXIM operates, unless the laws of those countries require a higher standard. All are responsible for complying with the Code and its associated corporate policies and to act in a manner that will enhance MAXIM's reputation for honesty, integrity and reliability. This Code is a statement on MAXIM's Business Practices and on how we do business.

Questions about this Code or its application should be brought to the attention of MAXIM's Chief Financial Officer, a Vice President, the Chief Executive Officer or the Chairman of the Board.

COMPLIANCE WITH LAWS

MAXIM will conduct its business in compliance with all laws, regulations, market rules, tariffs and other legal requirements applicable wherever MAXIM is carrying on business and do so in such a manner that relationships with third parties and the public are, and are perceived to be, conducted with integrity and in a responsible, fair, honest and ethical manner.

Employees are expected to be sufficiently familiar with any legislation and/or regulation that applies to MAXIM related activities, to recognize potential liabilities, and to know when to seek legal advice. When in doubt Employees must ask for clarification from their immediate supervisor or, as appropriate, the Chief Financial Officer, a Vice President or Chief Executive Officer. Employees must not engage in, or give the appearance of being engaged in, any illegal or improper conduct that is in violation of this Code.

ETHICAL BUSINESS CONDUCT

MAXIM and its Employees must act honestly, fairly and with integrity in all business relationships with competitors, potential business partners, suppliers, customers, government officials and each other. Employees must not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, falsification, misrepresentation of material facts or any other intentional unfair dealing practice. Employees must exercise good business judgment in extending business courtesies and never accept or offer bribes, favours or "kickbacks" for the purpose of securing business transactions. Employees must ensure that all payments are necessary, lawful and properly documented.

COMPETITION

MAXIM competes dynamically in an ethical and legitimate manner, complying with the competition and anti-trust laws of the jurisdictions in which it does business. MAXIM and its Employees do not collude or collaborate with competitors to divide markets, restrict production or fix prices. Employees must not engage in unethical business strategies to obtain a market monopoly. Employees must not slander competitors or their products, improperly seek competitor information or attempt to influence suppliers illegally.

EMPLOYMENT PRACTICES

MAXIM is committed to a workplace environment where individuals are treated with dignity, fairness and respect. All Employees have the right to work in an atmosphere that provides equal employment opportunities and is free of discriminatory practices and harassment. MAXIM's actions will be consistent with accepted labour standards and will support the protection and observance of human rights and individual freedoms.

- **Discrimination** – Neither MAXIM nor any person acting on behalf of MAXIM shall refuse to employ or continue to employ, nor shall they discriminate against any person with regard to employment, term or condition of employment, based on race, national or ethnic origin, colour, religion, age, sex (including pregnancy or child-birth), sexual orientation, marital status, family status, disability and conviction for which a pardon has been granted, all as defined by the Canadian Human Rights Act or other similar applicable law.
- **Harassment** – Any form of harassment or any other conduct that interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment will not be tolerated.
- **Drug and Alcohol Policy** – MAXIM is committed to providing a safe and healthy work environment. The use of illicit drugs, the inappropriate use of alcohol and the misuse of medications and other substances is prohibited.

HEALTH, SAFETY AND ENVIRONMENT

MAXIM is committed to providing a safe and healthy working environment and protecting the public interest with standards and programs that meet or exceed industry standards and applicable government codes, standards and regulations, in all jurisdictions in which we do business.

All MAXIM operations are to be conducted in a manner that protects the health and safety of our employees and all people in the communities where MAXIM operates. All Employees are responsible for supporting MAXIM's commitment to environmental responsibility.

CONFLICT OF INTEREST

Employees must avoid any activity that could compromise, or appear to compromise judgment or objectivity in the performance of their duties with MAXIM. It is critical that Employees conduct their activities objectively and do not engage in any activity that could give rise to, or could be perceived to give rise to, a conflict between the interests of a director, shareholder or employee and MAXIM. This ability is compromised if Employees have personal interests or obligations

that conflict or compete with MAXIM's legitimate business interests. It is equally important that Employees avoid apparent conflicts of interest – those situations where a reasonable observer might assume there is a conflict of interest, and therefore, a loss of objectivity in their dealings on behalf of MAXIM.

If MAXIM Employees have, or may be perceived to have, a personal interest that could be construed to be in conflict with their position as an Employee, they must disclose such interest to their respective supervisor, or as appropriate, to the Chief Financial Officer, a Vice President or the Chief Executive Officer, for direction.

While it is not practical to list every situation in which such a conflict could arise, some examples of practices that would constitute a conflict of interest are included in Appendix I to this Code.

CONFIDENTIAL INFORMATION

In the course of employment, Employees may have access to information of MAXIM that is non-public, confidential, privileged, or of value to competitors of MAXIM or that may be damaging to MAXIM if improperly disclosed. Employees may also have access to the confidential information of companies with which MAXIM does business. Employees must protect the confidentiality of information concerning MAXIM and its business activities as well as that of companies having business dealings with MAXIM. Individuals who leave MAXIM have an ongoing obligation to keep such information confidential. It is the responsibility of all individuals to review and comply with these policies, which are maintained as part of MAXIM's Disclosure Policy.

FISCAL INTEGRITY AND RESPONSIBILITY

MAXIM Employees are responsible for protecting MAXIM assets. Management is specifically responsible for establishing and maintaining appropriate internal controls to safeguard MAXIM assets against loss from unauthorized or improper use or disposition, theft or loss:

- **Reporting Integrity** – No false, artificial or misleading entries in the books, records and documents of MAXIM shall be made for any reason and no Employee shall engage in any arrangement that results in such prohibited acts. All periodic reports filed by MAXIM shall include full, fair, accurate, timely and understandable disclosure.
- **Use of MAXIM Resources** – Employees must protect MAXIM resources including MAXIM time, materials, supplies, equipment, information, electronic mail and computer systems, and do not use them for personal use unless otherwise authorized.
- **Use of MAXIM Computers** – Employees must maintain, protect and keep secure MAXIM's computer hardware equipment and software programs, including internet and e-mail files, from unauthorized access and usage.
- **Intellectual Property** – Employees must not reproduce, distribute or alter, without authorization, MAXIM's intellectual property. Inventions, discoveries and copyright materials, made or developed by Employees in the course of, and relating to, their employment with MAXIM, are the property of MAXIM unless a written release is obtained or covered by contract.

- **Use of MAXIM Name** – Employees must not use their employment status to obtain personal gain from those doing or seeking to do business with MAXIM. Employees may not, unless otherwise authorized in advance, use the MAXIM name or purchasing power to obtain personal benefits, discounts or rebates.
- **Accounting Principles and Internal Controls** – Employees must comply with generally accepted accounting principles and internal controls at all times, and ensure MAXIM's books of account, reports, records and other documents accurately reflect their nature and account for and report all assets, liabilities and financial transactions affecting MAXIM. In this regard Employees must:
 - Not intentionally cause MAXIM's books and records to be incorrect or misleading in any way;
 - Not create or participate in the creation of any MAXIM record intended to conceal anything that is improper;
 - Not destroy or condone the destruction of any MAXIM record, except in accordance with MAXIM policies;
 - Properly and promptly record all receipts and disbursements of funds;
 - Cooperate and ensure full disclosure in our communications with external auditors, Securities Regulators and the Chief Financial Officer;
 - Promptly disclose knowledge or any untruthful or inaccurate statements or records whether intentionally or unintentionally made; and
 - Promptly bring to the attention of their supervisors any transaction that does not seem to serve a legitimate commercial or business purpose.
- **Contracts and Undertakings** – Employees will, as far as practicable, avoid ambiguity, conjecture or speculation in contracts and undertakings to which MAXIM is a party, and which should be in writing; and
- **Records Retention** – Business documents and records (voice, paper and electronic) are to be retained in accordance with the law and MAXIM's record retention policies.

COMPLIANCE AND ENFORCEMENT

MAXIM Employees are expected to understand and comply with all aspects of this Code and to support others in doing so. In the event that an Employee violates the Code, MAXIM policies and procedures or any of the laws that govern MAXIM's business, MAXIM will take immediate and appropriate action up to and including termination of employment, claims for reimbursement of losses or damages and reference to criminal authorities.

Violations or suspected violations of the Code must be reported promptly to the appropriate party. Employees' request for information or action will be handled promptly, discretely, and professionally. Discussions and inquiries will be kept in strict confidence to the extent appropriate or permitted by policy or law. No retaliatory action will be taken against any Employee for making a good faith report of a violation. However, subject to MAXIM's Whistleblower Policies for Accounting, Internal Accounting Controls or Auditing Matters; Compliance Matters and for Environmental/Safety Matters, if the Employee took part in the prohibited activity, the Employee may be disciplined even if the Employee is the party who

reported the prohibited activity. The Employee's decision to report will, in all cases, be given due consideration in the event any discipline is necessary.

CERTIFICATION

Each new Employee of MAXIM will be asked to certify his or her review of, and agreement to be bound by, this Code as a consideration of employment or contract.

All Employees of MAXIM will be asked to certify annually their review of and compliance with the provisions contained in this Code.

Each member of the board of directors (the "**Board**") or duly appointed officers of MAXIM will be asked to certify to the Corporate Secretary upon commencement of duties, and annually thereafter, his or her review of the provisions contained in this Code, including compliance therewith and with such other matters as are determined from time to time by the Board in consultation with the Corporate Secretary. Separate forms will be prepared for these certifications.

MAXIM reserves the right, in its sole discretion and without prior notice, to amend and/or modify any of the provisions of this Code.

APPENDIX I

CONFLICT OF INTEREST - EXAMPLES

As noted in the body of this Code, it is not practical to list all situations where a conflict of interest may arise. To assist in clarifying the nature of practices or situations that constitute a conflict of interest the following examples have been provided:

- **Outside Business Activities** – Employees shall not engage in any outside business or activity that is detrimental to MAXIM. Unless approved by MAXIM, Employees are expected to spend their full time and attention performing their jobs during normal business hours or as contracted.
- **Outside Directorships** – Employees shall not serve as a director, officer, partner, consultant or any other role in unaffiliated profit-making organizations if that activity is detrimental to MAXIM. Directorships in unaffiliated entities require the consent of an authorized MAXIM representative.
- **Payments** – The making of payments of any nature or the use of the funds or assets of MAXIM for any purpose that would be in violation of any applicable law, regulation or MAXIM policy or undertaking, is prohibited.
- **Gifts and Entertainment** – Gifts or benefits of any kind must not be given or received by an Employee or their immediate family, when it might be perceived that an obligation is created or a favour is expected of the recipient. The giving or receiving of gifts or promotional items of modest value, such as a lunch or dinner, is permissible as is entertainment if within the limits of reasonability and generally accepted business practices.
- **Customer and Supplier Relations** – All customers, suppliers and independent contractors purchasing or furnishing goods and services must be dealt with fairly. Decisions to hire a subcontractor or source materials from a particular vendor must be made on the basis of objective criteria.
- **Government and Community Relations** – Employees engaging in personal political activities must do so in their own right and not on behalf of MAXIM. Corporate donations to charities made on behalf of MAXIM shall be within budgets approved by the appropriate authority within MAXIM.
- **Personal Relations** – Employees shall avoid any arrangement or circumstance, including personal relationships that may compromise his or her ability to act in the best interest of MAXIM. Employees shall not supervise or be in a position to influence the compensation or career of someone with whom he or she is engaged in a personal relationship.
- **Corporate Opportunity/Personal Gain** – Employees should not take for themselves personally, opportunities that properly belong to MAXIM or are discovered through the use of corporate property, information or position. Employees must not use inside information, gained by virtue of his or her MAXIM-related activities, for personal gain, or disclose such information for the use by others.

APPENDIX II

**ACKNOWLEDGEMENT OF DIRECTORS, OFFICERS, EMPLOYEES, CONTRACTORS
AND CONSULTANTS ("EMPLOYEES")**

1. I acknowledge that I have received a copy of and have read, understand and will comply with the MAXIM Code of Business Conduct and Ethics Policy.
2. I acknowledge that MAXIM reserves the right to amend the Code Business Conduct and Ethics Policy at any time, but I will be notified of any material changes through a "Management of Change" notification.

The undersigned consents to all of the foregoing.

Name: _____

Signature: _____

Date of Signature: _____