



## CODE OF ETHICAL CONDUCT

Vemanti Group, Inc. (“Vemanti”) and all of the directors, officers and employees of Vemanti and its subsidiaries, affiliates and business units (collectively with Vemanti, the “Corporation”) are committed to preserving the Corporation’s reputation of integrity and excellence and conducting the businesses and activities of the Corporation honestly and ethically and in compliance with applicable laws, rules and regulations. Accordingly, the Board of Directors of Vemanti has adopted this Code of Ethical Conduct, which applies to all directors, officers and employees of the Corporation. This Code of Ethical Conduct does not summarize all of the Corporation’s policies. You must also comply with the Corporation’s other policies which are set forth in separate documents. In addition, this Code of Ethical Conduct contains general principles of conduct and does not provide for every topic or situation in detail. If you have a question about anything covered in this Code of Ethical Conduct or if you are unsure about whether some action would be consistent with this Code of Ethical Conduct, you can communicate with the Vice President, Corporate and Legal Affairs of Vemanti (the “Compliance Officer”). Therefore, if you should encounter a situation in which you are unsure of what to do, you agree to consult the Compliance Officer and ask for help.

### **Policies and Practices**

#### ***General Conduct - Conflicts of Interest***

You have an obligation to act ethically, honestly and with integrity. This duty requires you to avoid actual conflicts of interest, or the appearance of conflicts of interest, between your personal interests and the interests of the Corporation, such as using your position to receive improper personal benefits. This obligation applies to both business relationships and personal activities. A “conflict of interest” exists whenever your interests (financial or otherwise) interfere or conflict in any way (or appear to interfere or conflict) with the Corporation’s interests. A conflict of interest can arise when you take actions or have interests that make it difficult to perform your work for the Corporation objectively and with the highest efficiency. Conflicts of interest may also arise when you, or members of your family, receive improper personal benefits as a result of your position with the Corporation, regardless of the source of those benefits. You also owe to the Corporation a duty to protect its legitimate interests when the opportunity to arises. Accordingly, you are prohibited from (i) personally taking advantage of opportunities that belong to the Corporation or arise through the use of the Corporation’s resources, property, information or your position with the Corporation; (ii) using corporate property, information (confidential or otherwise) or your position for personal gain; or (iii) competing with the Corporation.

#### ***Fair Dealing***

The Corporation strives to outperform our competitors fairly and honestly and not through unethical or illegal business practices. You are expected to deal fairly with our customers, suppliers, fellow employees and anyone else with whom you have contact during the course of performing your job. No person should take unfair advantage of anyone through manipulation, concealment, misrepresentation of material facts and any other unfair-dealing practices.

### ***Compliance with Laws, Rules and Regulations***

The Corporation is subject to various laws and regulations and in performing your duties you are expected to understand and comply with all applicable laws, rules and regulations that apply to your job position and the Corporation as whole. These include, without limitation, laws covering export controls, bribery and corruption, information privacy, false or misleading financial information, employment discrimination or harassment and antitrust prohibitions. Please refer to other Vemanti policies such as the Anti-Bribery and Anti-Corruption Policy and the Export Controls Policy for further information. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Compliance Officer. Confidential Information In the course of your employment, you may acquire confidential information regarding the activities of the Corporation or its customers. It is your duty to safeguard all confidential information of the Corporation and of third parties with which the Corporation conducts business. The obligation to keep certain information confidential applies both during and following employment with the Corporation. Unauthorized disclosure of confidential information, unless required by applicable law or regulation, could result in legal liability for the Corporation and/or disciplinary measures against you.

### ***Maintenance of Corporate Books and Records***

The Corporation's books, business records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Corporation's transactions and must conform both to applicable legal and regulatory requirements, including, if applicable, maintaining the financial and accounting records in accordance with generally accepted accounting principles, and to the Corporation's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. You must ensure that all information or data that you report to management is accurate and honest, and you must fully and accurately comply with all audits, requests for special record keeping or retention of documents, documents or other material from or on behalf of the Corporation's auditors or the Corporation's management.

### ***Protection and use of the Corporation's Assets***

The Corporation's equipment, supplies, intellectual property, records, documents and other assets are solely intended for business use and must not be used for personal gain or illegal activities. These assets shall remain the property of the Corporation and such property shall be returned to the Corporation upon termination of employment as appropriate or upon request.

### ***Compliance with this Code of Ethical Conduct***

All employees, officers and directors of the Corporation, regardless of their position or their seniority in the Corporation, have a duty to review, understand and strictly adhere to the guidelines set forth in this Code of Ethical Conduct.

The Corporation is committed to holding all employees, officers and directors accountable for compliance with this Code of Ethical Conduct.

Vemanti's Audit Committee will periodically obtain updates from the Compliance Officer regarding compliance with this Code of Ethical Conduct by directors, officers and employees of the Corporation.

### **Duty to Report Violations of this Code of Ethical Conduct - No Retaliation**

All Corporation personnel must immediately report any known, suspected or suggested violations of this Code of Ethical Conduct, including financial and/or accounting irregularities or fraud, to their immediate supervisor or to the Compliance Officer. The Corporation recognizes that in certain circumstances, an employee may be reluctant to report violations of this Code of Ethical Conduct to their immediate supervisor or using their identity. Consequently and pursuant to its whistleblower program (Hotline), Vemanti has selected EthicsPoint, an independent third party supplier to provide a confidential and anonymous communication channel for reporting concerns about possible violations of this Code of Ethical Conduct. Inquiries are transmitted to Vemanti's Chair of the Audit Committee and handled promptly and discreetly. Anonymity and confidentiality will be maintained. No person will be penalized, dismissed, demoted or suspended and no retaliatory action will be taken against them for reporting or inquiring in good faith about potential breaches of this Code of Ethical Conduct, or for seeking guidance on how to handle suspected breaches.

Further information on how to access this reporting service are available on Vemanti's Web site at [www.vemanti.com](http://www.vemanti.com) under section "Ethical Conduct".

### **Disciplinary Measures**

The Corporation is committed to the appropriate and timely investigation and follow-up of any violation or suspected violation of this Code of Ethical Conduct. Reports of violations will be investigated.

To the extent permitted by law, violations of this Code of Ethical Conduct may result in disciplinary measures, including, depending on the individual circumstances, the level of involvement and knowledge and the severity of the violation: (i) a warning and/or reprimand; (ii) a demotion; or (iii) the termination of employment.

In addition, a breach of this Code of Ethical Conduct may also constitute a violation of law and may result in civil and criminal penalties for you, your supervisor(s) and/or the Corporation.

### **Amendments to this Code of Ethical Conduct**

The Board of Directors of Vemanti may update or otherwise amend this Code of Ethical Conduct. In the event of any material changes, the Corporation will provide each director, officer and employee of the

Corporation with an updated version of the Code of Ethical Conduct. Revised and approved by the Board of Directors on February 23rd, 2016