

# CODE OF CONDUCT

**Version: 05**  
**December 11, 2018**

## PURPOSE

As we at AgJunction work to develop the market's best technology and products, maximize our profitability and increase our shareholders' value, we must remember that honesty, integrity and respect are core values that must define our success. We are subject to legal and regulatory requirements, and to high expectations from the public, our shareholders, business partners, customers, suppliers and employees. These requirements and expectations establish the standard for our actions and are critical to our success. They are also key to ensuring that everyone we deal with is proud to be associated with us.

## Who Must Follow Our Code?

We expect all of our employees and Board members to know and follow the Code of Conduct, both in spirit and letter. Failure to do so can result in disciplinary action, including termination of employment. Moreover, while the Code is specifically written for AgJunction employees and Board members, we expect AgJunction contractors, consultants, and others who may be temporarily assigned to perform work or services for AgJunction to follow the Code in connection with their work for us. Failure of an AgJunction contractor, consultant, or other covered service provider to follow the Code can result in termination of their relationship with AgJunction.

## POLICY

The attached Code of Conduct, amended December 6, 2017 must be signed and adhered to by all AgJunction employees as a condition of their employment. Any exceptions must be approved in accordance with the terms of this Code of Conduct.

This Policy is intended as a guide and not intended to cover all situations that employees might encounter. Any practices that are not clearly defined should be brought to the attention of the HR Director or CFO.

Commencing October 1, 2015, all employees will be required to provide an annual confirmation of compliance with the Code of Conduct prior to the end of each calendar year. Confirmations will annually be solicited by Human Resources for electronic approval through Kronos and maintained in the online employee personnel file.

## RESPONSIBILITIES

### ALL MANAGERS

All managers are responsible for ensuring that personnel under their direction have adequate knowledge of AgJunction rules, guidelines and procedures relating to the Code of Conduct.

## INSTRUCTION

### Honesty, Integrity and Respect

Everyone we deal with should believe in and trust us. Our Company is nothing more than its employees as a whole. Dishonesty, misrepresentations, fraud, deceit and disrespect have no place in our Company and will not be tolerated.

### Company Property

The Company's assets, including equipment, systems, software, information, intellectual property and employees' time are to be used only for the benefit of the Company as approved by management. Company assets must never be used for illegal activities.

All employees should endeavor to protect the Company's assets and ensure their efficient use. Fraud, theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of these behaviors should be immediately reported to your supervisor, or to any member of management, for investigation.

### Conflicts of Interest

- Conflicts of interest have the potential to divide loyalties and injure personal reputations. It is critical that personal and/or financial interests do not conflict - or appear to conflict - with the interests of AgJunction.

- Employees should not accept payments or gifts, including gifts of entertainment (i.e.: event tickets), that could not be reciprocated in the normal course of business, including any favors or services that could be regarded as compromising to our business partners, customers or suppliers, or with the intent to unfairly influence them or placing the employee under an obligation to a third party dealing, or desiring to deal, with AgJunction.
- Employment of an AgJunction employee with any other company or person, including self-employment, is prohibited if that company or person is a competitor, customer or supplier of AgJunction.
- Employees should not engage in competing outside activities that use the skill, knowledge and/or intellectual property of AgJunction, including property the employee developed or uses in the performance of their duties and responsibilities at AgJunction.
- Employees, officers and directors should not have any relationship, including investment, with any business enterprise that might appear to or actually negatively affect the person's independence of judgment or loyalty to AgJunction in transactions between AgJunction and the other business enterprise or otherwise conflicts with the proper performance of the person's duties with AgJunction.
- Employees must receive prior approval from AgJunction's Chief Executive Officer before accepting any appointment to membership of the board of directors, standing committee, or similar body of any outside company, organization or government agency (other than charitable, educational, fraternal, political, community or religious organizations or similar groups), whether or not a possible conflict of interest might result from the acceptance of any such appointment.
- If you are in a position to direct, or where you could influence someone else to direct business to yourself, a family member or relative or close friend, or to a firm in which any of such persons has a financial, employment or other interest, you must disclose this situation to your manager before such a commitment is made.

### **Foreign Corruption**

- In support of the Corruption of Foreign Public Officials Act (CFPOA), the Company strictly prohibits giving or promising, directly or indirectly, anything of value, including money or any financial or other advantage, to any person for improper purposes. Thus, no person working for or on behalf of the Company, regardless of nationality, may offer, pay, give, promise, or authorize the payment of anything of value, including money or any financial or other advantage to any person for the purpose of obtaining or retaining business, inducing that person or any other person to act, rewarding him/her for acting, or securing an advantage, improperly or otherwise.
- In support of the Foreign Corrupt Practices Act (FCPA), the Company also prohibits the receipt or solicitation, directly or indirectly, of anything of value, including money or any financial or other advantage, from any person for improper purposes. Thus, no person working for or on behalf of the Company, regardless of nationality, may receive or solicit anything of value, including money or any financial or other advantage, from any person for the purpose of assisting that person in improperly obtaining or maintain a business relationship with the Company.

### **Confidential Information**

- Due to the nature of our business, a great deal of technical, marketing, competitive and business/financial information is gathered and should be considered AgJunction proprietary information. Each Company employee must sign a Confidentiality Agreement upon joining the Company. It is very important that you understand and meet the obligations that you committed to in signing that agreement.
- Our patents, trademarks, trade secrets, copyrights, software, know-how, non-public financial information, employee information and other intellectual property are AgJunction's proprietary information. All such information must be treated sensitively and with discretion. Such information should not be disclosed except as appropriate business needs dictate. Where it is necessary to share proprietary AgJunction information with third parties, you should consult AgJunction's Office of General Counsel as a Non-Disclosure Agreement should be prepared.

### **Equal Opportunity, Discrimination and Harassment**

- AgJunction will not discriminate against any employee or applicant for employment on the basis of race, religious beliefs, color, gender, physical disability, mental disability, ancestry, place of origin, marital status, source of income, family status, pregnancy status, sexual orientation, gender identification, or age.

AgJunction prohibits bullying, discrimination, or harassment in any form – verbal, physical, or visual. If you believe you've been bullied or harassed by anyone at AgJunction, or by an AgJunction partner or vendor, we strongly encourage you to immediately report the incident to your supervisor, Human Resources or both. Similarly, supervisors and managers who learn of any such incident should immediately report it to Human Resources. HR will promptly and thoroughly investigate any complaints and take appropriate action. AgJunction also seeks to provide a safe and healthy work environment. All employees are expected to contribute to achieving these goals and to bring to the Company's attention any conduct, whether directed towards them or towards others, that is contrary to these policies.

- All AgJunction employees are expected to devote their best efforts, knowledge and ability to further the Company's success. The Company in turn will strive to treat employees in a fair manner and to reward them for their contributions.
- AgJunction prohibits retaliation against any worker here at AgJunction who reports or participates in an investigation of a possible violation of our Code, policies, or the law. If you believe you are being retaliated against, please contact Human Resources.

## **Drugs and Alcohol**

Substance abuse is incompatible with the health and safety of our employees, and we don't permit it. Consumption of alcohol at a Company, customer or vendor event is not prohibited, but is subject to AgJunction's Travel, Living and Entertainment Policy (available on Sharepoint) and you must use good judgment and never drink in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others, or violates the law. Illegal drugs in our offices or at sponsored events are strictly prohibited.

## **Safe Workplace**

We are committed to a violence-free work environment, and we will not tolerate any level of violence or the threat of violence in the workplace. Under no circumstances should anyone bring a weapon to work. If you become aware of a violation of this policy, you should report it to Human Resources immediately. In case of potential violence, contact Security or local police.

## **Coworker Relationships**

Romantic relationships between co-workers can, depending on the work roles and respective positions of the co-workers involved, create an actual or apparent conflict of interest. If a romantic relationship does create an actual or apparent conflict, it may require changes to work arrangements or even the termination of employment of either or both individuals involved. Consult AgJunction's Employee Handbook for additional guidance on this issue.

## **Compliance with Laws and Company Policies**

- You are responsible for learning, understanding and complying with all laws and policies applicable to your position in the Company.
- You should comply with the letter and spirit of all laws, regulations and policies governing your activities on behalf of the Company.

## **Competitors, Security-holders, Customers and Suppliers**

- We should at all times deal fairly with our competitors, security holders, customers and suppliers. Our goal is to win business on the merits of our products and services. Comparisons to our competitors should always be fair and should never be misleading.
- Criticism of competitors reflects negatively on us, not on them. Criticism is not to be used as a sales or marketing tactic.
- We will not induce others to break binding contracts with competitors.
- We will not cheat our customer by discussing pricing policies, terms and conditions, marketing and product plans or other such information with our competition. Furthermore, in almost all cases, this information is subject to a non-disclosure agreement.
- Our success will depend upon our long-term adherence to the principles of free and fair competition and fair dealing, integrity and exceptional service and products when dealing with our competitors, customers and suppliers.

## Insider Trading

- Canadian Securities regulation prohibits the purchase or sale of the Company's shares based on material information that is not generally known to the public. We are prohibited from buying or selling Company's shares based on information until such information is "public" if it would reasonably be expected that the public release of such information would result in a significant change in the market price or value of AgJunction's shares. If information not known to the public is part of the basis for your decision to purchase or sell the Company's shares, then you may not buy or sell such shares.
- In addition, employees are prohibited from informing, or "tipping", anyone else about that material information. This prohibition extends to other shares whose price or value may reasonably be expected to be affected by changes in the price of AgJunction's shares and includes the granting or exercise of share options. Rapid buying and selling by employees of AgJunction's shares is strongly discouraged because of the possible perception of trading on non-public material information.
- Additionally, you should not buy or sell shares of other companies based on information that you have learned within AgJunction and which is not public. For instance, if you learned the Company was considering the purchase of another company, then you may not purchase stock of that company based on such non-public information, nor could you pass the information on to anyone else so that they could purchase stock in that company.
- Officers and certain employees are subject to additional restrictions.
- For more information, or if you have any questions regarding insider trading issues, feel free to consult the Chief Financial Officer.

## Representing the Company

AgJunction strongly believes that employees are entitled to private lives and activities, separate from the Company. AgJunction respects employees' right to privacy. However, we encourage all employees to remember that we are all representatives of the Company. Care should always be taken to ensure that non-business activities are kept strictly separate and apart from business activities and do not interfere or reflect poorly on the Company or undermine confidence in our collective integrity.

## Whistleblower Compliance Hotline – Reporting Concerns Regarding Questionable Financial/Accounting Practices and Any Other Unethical or Illegal Behavior

As part of the Audit Committee requirements, public companies must provide a procedure for the confidential and anonymous reporting of questionable accounting or auditing procedures and unethical or illegal behavior to their employees (Whistleblowing Compliance Hotline). In an effort to offer our employees complete anonymity and confidentiality, we have retained EthicsPoint by NAVEX Global to monitor this procedure. You can submit your concern or complaint to this third-party entity to receive submissions and forward them to AgJunction. This service enables you to contact them by any of the methods below:

- **Online:** [agjunction.ethicspoint.com](http://agjunction.ethicspoint.com)
- **Phone:**

U.S. Dial: 1-844-627-6597

Australia: Step 1: Dial the Country Access Code:

- Optus: 1-800-551-155
- Telstra: 1-800-881-011

Step 2: When prompted, dial 844-627-6597

The full AgJunction Whistleblowing Compliance Hotline document can be found on the Company intranet site on SharePoint by searching Whistleblower Compliance Hotline.

**Waivers of the Code of Conduct**

Any waiver of this Code for executive officers or directors will be made only by the Board of Directors or a committee of the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

**Summary**

As we work to build our Company, we must remember the high expectations of everyone with whom we deal. At AgJunction, we will be uncompromising in our sense of values and ethics. Honesty, integrity, respect and trust will be the foundation on which we will build strong internal and external relationships and on which we will achieve long-term success.

## POLICY CONFIRMATION

### Code of Conduct Policy

**I have read the AgJunction Code of Conduct (the 'Code') and confirm that I understand the contents of such Code. I also confirm that I understand how to report any concerns to the Whistleblower Compliance Hotline and where to access that information if needed. Further, I confirm that I am in compliance with the provisions of the Code, or where I am not, I have disclosed the circumstances to AgJunction Inc., and this has been approved in accordance with the terms of this Code of Conduct.**

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Electronic Signature and Date

Electronic confirmation to be maintained in online employee personnel file.