

CODE OF BUSINESS CONDUCT AND ETHICS

PURPOSE

The Code of Business Conduct and Ethics (the "Code") has been adopted by the Board of Directors of ZoomerMedia Limited.

This Code embodies the commitment of ZoomerMedia Limited and its affiliates and subsidiaries (collectively referred to as "**ZML**") to conduct its business at ZoomerMedia Limited in accordance with all applicable laws, rules and regulations and high ethical standards. The actions of all ZML employees, Officers and Directors shall reflect honesty, integrity and impartiality that is beyond doubt and that all business should be done in a manner that:

- Complies with applicable laws, rules and regulations;
- Avoids conflicts of interest;
- Protects confidential information, in accordance with ZML 's confidentiality policy; and
- Adheres to good disclosure practices, in accordance with applicable legal and regulatory requirements.

ZML encourages all employees, Officers and Directors to submit good faith complaints or concerns regarding accounting or auditing matters as well as other issues relating to the Code to ZML without fear of reprisal.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination. If a situation exists or arises where an employee is in doubt, the employee should seek the advice from the Nominating and Corporate Governance Committee of the Board of Directors of ZML.

1. Compliance with Laws, Rules and Regulations

ZML is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business. All employees, Officers and Directors must respect and obey the laws, rules and regulations of the cities, provinces and countries in which ZML operates. Employees, Officers and Directors are expected to educate themselves on the laws, rules and regulations that govern their work, and seek advice from supervisors, managers or other appropriate individuals at the Company.

Employees, Officers and Directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of Company business. All non-public information about ZML should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others, including family members, who might make an investment decision on the basis of this information, is not only unethical but also illegal. ZML has adopted an Insider Trading and Blackout Policy in order to prevent improper trading of securities of ZML and the improper communication of undisclosed material information regarding ZML. All employees, Officers and Directors are expected to thoroughly understand and comply with such policy.

2. Conflicts of Interest

All employees, Officers and Directors have an obligation to act in the best interests of ZML. Conflicts of interest can occur when an employee, Officer or Director has a private interest in the outcome of a decision, or takes actions that make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, Officer or Director (or immediate family member), receives improper personal benefits as a result of the position of such employee, Officer or Director with the Company. Loans to, or guarantees of obligations of, employees, Officers, Directors and their family members may create conflicts of interest. All employees shall not engage in any outside work or business undertaking that interferes with the performance of their duties as ZML employees, and are not allowed to work for a competitor or potential competitor as an employee, consultant or Board member unless specifically authorized in writing by the Chairman of ZML's Board of Directors (the "Board").

ZML respects the right of Officers and Directors to take part in financial, business or other activities outside of their position with ZML; however, ZML Officers and Directors must not serve as Officers or Directors of, or work as employees or consultants for, a direct competitor or an actual or potential business partner of ZML without prior written approval of the Chairman of the Board.

ZML employees, Officers and Directors may not invest in or trade in shares of a direct competitor or an actual or potential business partner of ZML where such investment or trading may appear to or tend to influence business decisions or compromise independent judgment. This prohibition does not apply to shares of a publicly traded company where such investment or trading relates to less than five percent of its issued shares. However, investing or trading in ZML's competitors or business partners remains subject to applicable laws and regulations regarding insider trading, including prohibitions against trading in possession of material non-public information regarding such companies, whether such information is gained in the course of employment with ZML or otherwise.

If a conflict of interest exists, and there is no failure of good faith on the part of the employee, Officer or Director, ZML's policy generally will be to allow a reasonable amount of time for the employee, Officer or Director to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be made on an individual basis and at the discretion of the Chairman of the Board, whose primary concern in exercising such discretion will be the best interests of ZML.

If you are aware of a conflict or potential conflict of interest, as an employee you should bring the matter to the attention of the manager of Human Resources. If you are aware of a conflict or potential conflict as an Officer or Director, you should promptly bring the matter to the Board, the Chairman of the Board or the Chair of the Nominating and Corporate Governance Committee.

3. Confidentiality

To avoid a breach of confidentiality, all employees, Officers and Directors must maintain all confidential information in strict confidence, except when disclosure is authorized by ZML, legally mandated or permitted by applicable whistleblowing legislation. Confidential information includes, among other things, any non-public information concerning ZML, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. The obligation to keep information confidential also extends beyond your employment or directorship with ZML. These obligations may be more formalized in an employment agreement, in which case such contractual provision shall apply.

4. Corporate Opportunities

Employees, Officers and Directors are prohibited from taking for themselves, personally or for the benefit of others, opportunities that are discovered through the use of corporate property, information or position, except to the extent that a waiver has been granted under Section 9 of this Code. No employee, Officer or Director may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no employee, Officer or Director may compete with the Company directly or indirectly. Employees, Officers and Directors owe a duty to the Company to advance the Company's interests when the opportunity to do so arises.

5. Protection and Proper Use of Company Assets

All employees, Officers and Directors should protect ZML's assets and ensure their efficient use. ZML's assets should be protected from loss, damage, theft, misuse, and waste. Company assets include your time at work and work product, as well as ZML's equipment and vehicles, computers and software, trading and bank accounts, Company information and ZML's reputation, trademarks and name. ZML's telephone, email, voicemail and other electronic systems are primarily for business purposes and there should be no expectation of privacy when using such devices and systems. Personal communications should be kept to a minimum. Unauthorized use or distribution of Company information would violate Company policy. It is also illegal and could result in civil or even criminal penalties.

6. Competition and Fair Dealing

Each employee, Officer and Director should endeavour to deal fairly with ZML's counterparties, suppliers, competitors and employees. ZML seeks to outperform its competition in a fair and honest manner. No employee, Officer or Director should take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice. Each employee is required to maintain impartial relationships with Company suppliers and customers. Any gifts provided to Company suppliers and customers must not be excessive in value, and must be approved in advance by the Chairman of the Board in writing.

7. Employee Harassment and Discrimination

ZML is committed to fair employment practices in which all individuals are treated with dignity and respect and has adopted a Policy Governing Respect and Dignity in the Workplace. The Company will not tolerate any type of illegal discrimination or harassment. ZML expects that all relationships among persons in the workplace will be professional and free of bias and harassment.

8. Environmental, Safety, and Occupational Health Practices

ZML believes that sound environmental, safety and occupational health management practices are in the best interests of the Company, its employees, its shareholders and the communities in which it operates. ZML is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all employees, Officers and Directors.

9. Waivers of the Code

From time to time, ZML may waive certain provisions of this Code. Waivers generally may only be granted by the Chairman of the Board. However, any waiver of the provisions of this Code for Officers and Directors, including the President, Chief Executive Officer and Chief Financial Officer, may be made only by the Board or a Committee of the Board and will be disclosed to shareholders as required by applicable rules and regulations.

10. Reporting

Each employee, Officer and Director will promptly report any violation of this Code that is known to or reasonably suspected by that person, in accordance with ZML's Whistleblower Policy. Inappropriate delay in reporting a known or reasonably suspected violation is itself a violation of this Code.

ZML assures every employee, Officer and Director that it will not carry out or, to the fullest extent reasonably within its power, permit any retribution or retaliation of any kind for reports made in good faith regarding known or reasonably suspected violations of this Code. The ability of an employee, Officer and Director to make reports without fear of retribution or retaliation is vital to the successful implementation of this Code.

11. Enforcement

- a) The Company must ensure prompt and consistent action against violations of this Code.
- b) If, after investigating a report of an alleged prohibited action by a Director or Executive Officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.
- c) If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor determines that a violation of this Code has occurred, the supervisor will report such determination to the Board.
- d) Upon receipt of a determination that there has been a violation of this Code, the Board will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

12. Amendment

The Board of Directors may, from time to time, amend the Code.

Adoption and Reaffirmation

This Code was reaffirmed by the Board on April 27, 2022