VELOX ENERGY MATERIALS INC.
(the "Corporation")

CODE OF BUSINESS CONDUCT AND ETHICS

This code of business conduct and ethics aims to encourage the appropriate standards of conduct and behaviour of the directors, officers, employees and contractors (collectively called the "**Corporation Representatives**") of the Corporation in carrying out their roles for the Corporation.

Corporation Representatives are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Corporation.

GENERAL PRINCIPLES

- Corporation Representatives must act honestly, in good faith and in the best interest of the Corporation as a whole.

- Corporation Representatives have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.

- A Corporation Representative's primary responsibility is to the Corporation and its shareholders as a whole. Corporation Representatives must not make improper use of information acquired in the course of their duties, improperly use their position for personal advantage, or engage in conduct likely to bring discredit upon the Corporation.

- Confidential information received by Corporation Representatives in the course of the exercise of their duties remains the property of the Corporation. It is improper to disclose the information, or allow it to be disclosed, unless that disclosure has been authorized by the Corporation, or the person from whom the information is provided, or it is required by law.

The Corporation has adopted a Whistleblower Policy that provides a process for reporting suspected violations of this Code or other concerns regarding unethical or unlawful conduct.

All directors are required to notify the Board of any material personal interest in any matter under the Board's consideration. Having regard to the nature and extent of such interest, the affected director may be required to remove himself from discussion and consideration of, and voting on, such matter.

CONFLICT OF INTEREST

All employees, officers and directors have an obligation to act in the best interests of the Corporation at all times.

A "conflict of interest" situation occurs when:

- the private interests of an employee, officer or director improperly interfere with the interests of the Corporation;

- an employee, officer or director takes actions or has private interests that may make it difficult to perform his or her corporation work objectively and effectively;
- an employee, officer or director may have cause to make decisions based on personal gain rather than in the interests of the Corporation.
- The Corporation takes breaches of this Code seriously. Where the personal interests of an employee, officer or director or the interests of their family or associates may conflict with those of the Corporation, then the employee, officer or director must immediately disclose such conflict to the Corporate Secretary. The Corporate Secretary has the responsibility to report the breach to the appropriate senior management and to advise the Corporate Representative of the outcome and actions implemented. Where the matter involves the Corporate Secretary, the disclosure should be made to the Chair of the Board. If a conflict of interest exists and there is no failure of good faith on the part of the employee, officer or director, the Corporation's policy will generally be to allow a reasonable amount of time for the Corporation Representative to correct the situation in order to prevent undue hardship or loss.

If an employee, officer or director becomes aware of a material transaction or relationship (including those involving family members or associates) that could reasonably be expected to give rise to a conflict of interest, he or she should discuss the matter promptly with the Corporate Secretary or the Corporation's outside legal counsel.

Any employee, officer or director who, in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

An employee, officer or director who breaches the policies outlined in the Code may be subject to disciplinary action, including, in the case of serious breaches, dismissal.

DIRECTORS

The following additional comments apply to directors of the Corporation and aim to ensure directors have a clear understanding of the Corporation's expectations of their conduct.

Fiduciary duties

Directors have a fiduciary duty to act honestly and in good faith with a view to the best interests of the Corporation and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors must not improperly use their position or information obtained through their position for personal gain or for the benefit of another person. Each director is expected to exercise skills commensurate with their level of knowledge and experience in order to increase the value of the Corporation for the benefit of shareholders of the Corporation as a whole.

Duties of directors

Each director must endeavour to ensure that the Corporation is properly managed so as to protect and enhance the interests of all of the Corporation's shareholders. To meet this obligation directors should:

- at all times exercise due care in their duties;
- be diligent, thoroughly review all meeting materials, attend Board meetings and make themselves knowledgeable about the business of the Corporation and the physical and social environment in which it operates;

- ensure that shareholders, TSX Venture Exchange and all applicable securities regulatory authorities are informed of all material matters which require disclosure;
- avoid or fully disclose conflicts of interest; and
- be impartial in their judgements and actions.

INSIDER TRADING

Corporation Representatives must not trade in securities of the Corporation while in possession of material non-public information and must not disclose such information to others except where permitted by law and necessary in the course of business.

Fiduciary duty requires that Corporation Representatives do not improperly utilise their position for personal gain or for the gain of their families or associates.

Therefore, information concerning the activities or proposed activities of the Corporation, which is not public and which could materially affect the price of the Corporation's shares, must not be used for any purpose other than valid Corporation requirements.

Each Corporation Representative is required to ensure that information in their possession, and which would affect the price of the Corporation's shares, is transmitted only to those with a need to know for the proper discharge of their duties on behalf of the Corporation.

STAKEHOLDERS

The Board recognizes that the primary stakeholders in the Corporation are its shareholders. Other legitimate stakeholders in the Corporation include employees, customers and the general community.

The Corporation is committed to conducting its business responsibly and in a manner that considers the interests of its shareholders, employees, contractors, communities and other stakeholders.

The Corporation is committed to conducting all its operations in a manner which:

- protects the health and safety of all employees, contractors and community members;
- recognizes, values and rewards the individual contribution of each employee;
- achieves a balance between economic development, maintenance of the environment and social responsibility;
- maintains good relationships with suppliers and the local community; and
- is honest, lawful and moral.

All Corporation Representatives are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Corporation.

Approved by the Board of Directors on October 19, 2026