



CODE OF BUSINESS CONDUCT & ETHICS

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MESSAGE FROM THE CEO

To All Employees, Officers and Directors:

We believe that a fundamental ingredient of business success of ABC Technologies Holdings Inc. (the “**Company**”) is that all personnel conduct themselves with basic honesty and integrity, whether it is in their dealings with the Company, employees, customers, business partners or others. Ethical conduct is one of our core values and beliefs. Our stakeholders, including our customers, suppliers, and shareholders, respect and admire us for the high standards of conduct that characterize our dealings in our business relationships. We are counting on you to maintain and enhance that reputation.

We enclose with this letter our Code of Business Conduct and Ethics (the “**Code**”). This Code provides the essential guidelines you need in order to understand your responsibilities, including your obligation to comply with the law and to advise management of anything that is not in compliance with the law or these standards.

Underlying this Code are the following goals, which reflect our mission to be the world-leading automotive components and system solutions provider for our global customers by delivering best-in-class products and services that are rooted in cutting-edge innovation:

- ***Customer Orientation***

To achieve the highest level of customer satisfaction we focus on excellence in design, quality, advanced engineering, supply chain management, lean manufacturing and precise launch activity.

- ***Integrity***

To support our initiatives, we adhere to a corporate philosophy of always conducting ourselves with the highest ethical standards and values in all of our business dealings, treatment of our employees and social environmental policies.

- ***Safety and Inclusion***

We maintain a corporate culture where workplace diversity and inclusion is a critical component of our success. We develop, retain and attract exceptional people, all within a collaborative environment where workplace safety is always a priority.

- ***Continuous Improvement***

With continuous operational improvements, innovation and a strong competitive position for serving our global automotive customers, we are positioned for long-term growth that will benefit our customers, employees, and communities, and provide superior returns to our investors.

Todd Sheppelman

ABC TECHNOLOGIES INC.

CODE OF BUSINESS CONDUCT AND ETHICS

As of February 22, 2021

1. Introduction

This Code of Business Conduct and Ethics (“**Code**”) has been adopted by our Board of Directors to summarize the standards of business conduct that must guide our actions. This Code applies to all directors, officers, and employees of ABC Technologies Holdings Inc. and its subsidiaries (the “**Company**”). The Company has issued this Code to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- avoidance of conflicts of interest with the interests of the Company, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- confidentiality of corporate information;
- protection and proper use of corporate assets and opportunities;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting of any violations of this Code to an appropriate person or person identified in the Code; and
- accountability for adherence to the Code.

This Code provides guidance to you on your ethical and legal responsibilities. It is designed to help you make the right choices and decisions if and when you are confronted with difficult situations; and is our minimum standard of expected behavior. We expect all directors, officers and employees worldwide to comply with the Code, and the Company is committed to taking prompt and consistent action against violations of the Code. Violation of the standards outlined in the Code may be grounds for disciplinary action up to and including termination of employment or other business relationships. Employees, officers and directors who are aware of suspected misconduct, illegal activities, fraud, abuse of the Company’s assets or violations of the standards outlined in the Code are responsible for reporting such matters.

Because rapid changes in our industry and regulatory environment constantly pose new ethical and legal considerations, no set of guidelines should be considered to be the absolute last word under all circumstances. Although laws and customs will vary in the many different countries in which we operate, our basic ethical responsibilities are global. In some instances, there may be a conflict between the laws of countries that apply to the operations of the Company. When you encounter such a conflict, you should consult the Company’s Senior Legal Counsel to understand how to resolve that conflict properly.

2. Basic Obligations

Under the Company’s ethical standards, directors, officers and employees share certain responsibilities. It is your responsibility to (a) become familiar with, and conduct Company business in compliance with, applicable laws, rules and regulations and this Code; (b) treat all Company employees, customers and business partners in an honest and fair manner; (c) avoid situations where your personal interests are, or appear to be, in conflict with the Company interests; and (d) safeguard and properly use the Company’s proprietary and confidential information, assets and resources, as well as those of the Company’s customers and business partners.

Certain of the Company's policies are complemented by specific responsibilities set forth in documents such as the Company Employee Handbook, your employment agreement, the confidentiality agreement you signed with the Company, the Company's Insider Trading Policy and the Company's Disclosure Policy. Those policies should be separately consulted by the Company directors, officers and employees and are not incorporated by reference into this Code. Please consult with Human Resources for copies of any policies that cannot be accessed through the Human Resources Web Page on the MyABC portal.

3. ABC Compliance Committee

The Company has created a Compliance Committee to address questions and concerns regarding the Code and any violations of the Code. This Committee is comprised of members of management and contact information for its members can be located on the MyABC portal.

The Compliance Committee has responsibility for overseeing compliance with the Code and other related policies and procedures. The Compliance Committee has the authority to bring matters to the attention of the President and Chief Executive Officer, the Chief Financial Officer, and the Chairman of the Board of Directors. This Committee reports regularly to the Nominating and Corporate Governance Committee summarizing each instance of suspected and/or confirmed criminal or civil wrongdoing reported to the Compliance Committee.

4. Raising Concerns

If you should learn of a potential or suspected violation of the Code, you have an obligation to promptly report the violation. You may do so orally or in writing and, if preferred, anonymously. You have several options for raising concerns:

1. Raise your concerns with your manager;
2. Raise your concerns with your local Human Resources representative;
3. Raise your concerns with the Company's Senior Legal Counsel;
4. Raise your concerns with the Compliance Committee; or
5. Raise your concerns, anonymously if preferred, through the Whistleblower Hotline at the numbers set out in Appendix I.

If the issue or concern is related to the internal accounting controls of the Company or any accounting or auditing matter, the Compliance Committee will report it directly to the Audit Committee of the Board of Directors.

5. Policy Against Retaliation

The Company prohibits any director or employee from retaliating or taking adverse action against anyone for raising in good faith suspected conduct violations or helping to resolve a conduct concern. Any individual who has been found to have engaged in retaliation against a Company director, officer or employee for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including termination of employment or other business relationships. If any individual believes that he or she has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible as detailed in the "Raising Concerns" section above.

6. Conflicts of Interest

Directors, officers and employees should not engage in any activity, practice or act which conflicts with the interests of the Company. A conflict of interest occurs when a director, officer or employee places or finds himself/herself in a position where his/her private interests conflict with the interests of the Company or

have an adverse affect on the employee's motivation or the proper performance of their job. Examples of such conflicts could include, but are not limited to:

- accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- accepting or giving gifts of more than modest value to or from vendors or clients of the Company;
- competing with the Company for the purchase or sale of property, services or other interests or taking personal advantage of an opportunity in which the Company has an interest;
- personally having immediate family members who have a financial interest in a firm which does business with the Company; and
- having an interest in a transaction involving the Company or a customer, business partner or supplier (not including routine investments in publicly traded companies).

Directors, officers and employees must not place themselves or remain in a position in which their private interests conflict or interfere with the interests of the Company or create the appearance of such interference.

If the Company determines that an employee's outside work interferes with performance or the ability to meet the requirements of the Company, as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain employed by the Company. To protect the interests of both the employees and the Company, any such outside work or other activity that involves potential or apparent conflict of interest may be undertaken only after disclosure to the Company by the employee and review and approval by management.

7. Confidentiality Concerning Company Affairs

It is the Company's policy that business affairs of the Company are confidential and should not be discussed with anyone outside the organization except for information that has, already been made available to the public. As a prerequisite and condition of employment, all employees and officers must sign a written agreement confirming this obligation.

8. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, not through unethical or illegal business practices. Information about other companies and organizations, including competitors, must be gathered using appropriate methods. Illegal practices such as trespassing, burglary, misrepresentation, wiretapping and stealing are strictly prohibited. Each employee and officer should endeavour to respect the rights of, and deal fairly with, our customers, suppliers, competitors and employees.

9. Insider Trading

The Company encourages all employees to become shareholders on a long-term investment basis. However, management, employees, members of the Board of Directors and others who are in a "special relationship" with the Company from time to time, may become aware of corporate developments or plans which may affect the value of the Company's shares (inside information) before these developments or plans are made public. Black Out periods occur certain times throughout the year and during this time, all Company employees, officers and directors are prohibited from buying or selling the Company's securities on the TSX. In order to avoid civil and criminal insider trading violations, the Company has established an Insider Trading Policy. As a prerequisite and condition of employment, all employees and officers must sign an acknowledgment by which they agree to adhere to this policy.

10. Telecommunications

Telecommunications facilities of the Company such as telephone, cellular phones, facsimile, internet and email are Company property. Use of these facilities imposes certain responsibilities and obligations on all employees, officers and directors. Usage must be ethical and honest with a view to preservation of and due respect for Company's intellectual property, security systems, personal privacy, and freedom of others from intimidation, harassment, or unwanted annoyance.

11. Disclosure

The Company is committed to providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities laws. The goal of our Disclosure Policy is to raise awareness of the Company's approach to disclosure among the board of directors, officers and employees and those authorized to speak on behalf of the Company.

The Disclosure Policy extends to all employees and officers of the Company, its Board of Directors and those authorized to speak on its behalf. It covers disclosures in documents filed with the securities regulators and written statements made in the Company's annual and quarterly reports, news releases, letter to shareholders, presentations by senior management, information contained on the Company's web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with members of the investment community (which includes analysts, investors, investment dealers, brokers, investment advisers and investment managers), interviews with the media as well as speeches and conference calls. As a prerequisite and condition of employment, all employees must sign an acknowledgment by which they agree to adhere to this policy, which is provided to the new hire prior to his/her start date.

12. Accuracy of Company Records

As a public company, we are required to record and publicly report all internal and external financial records in compliance with International Financial Reporting Standards (IFRS). Therefore, you are responsible for ensuring the accuracy of all books and records within your control and complying with all Company policies and internal controls. All Company information must be reported accurately, whether in internal personnel, safety, or other records or in information we release to the public or file with government agencies.

13. Financial Reporting and Disclosure Controls

As a public company, we are required to file periodic and other reports with the Securities Commissions and to make certain public communications. We are required by the Securities Commissions to maintain effective "disclosure controls and procedures" so that financial and non-financial information is reported timely and accurately both to our senior management and in the filings we make. You are expected, within the scope of your employment duties, to support the effectiveness of our disclosure controls and procedures, including through adherence to our Disclosure Policy.

14. Compliance with All Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are premised. The Company is committed to compliance with all laws, rules, and regulations, including but not limited to those laws and regulations applicable to the Company's securities and trading in such securities, as well as any rules promulgated by any exchange on which the Company's shares are listed.

15. Customers and Business Partners

We strive to achieve satisfied customers who will be repeat buyers of our products and services and to building mutually advantageous alliances with our business partners.

Our long-term reputation and business viability depend upon our continued maintenance of the high quality of the products and services we provide. We are committed to delivering products that perform as documented and as represented to the customer.

Our policy is to build lasting relationships with our customers and business partners through superior delivery and execution and honest sales and marketing. We will comply with applicable advertising laws and standards, including a commitment that our advertising and marketing will be truthful, non-deceptive and fair and will be backed up with evidence before advertising claims are made. Our policy also prohibits making false or deceptive statements about our competitors and giving or accepting kickbacks, bribes, inappropriate gifts and other matters prohibited under the conflict of interest topic in this Code.

16. Health and Safety

The Company is committed to making the work environment safe, secure and healthy for its employees and others. The Company complies with all applicable laws and regulations relating to safety and health in the workplace. We expect each employee to promote a positive working environment for all. You are expected to consult and comply with all Company rules and policies regarding workplace conduct and safety. You should immediately report any unsafe or hazardous conditions or materials, injuries, and accidents connected with our business and any activity that compromises Company security to your supervisor. You must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are strictly prohibited.

17. Respect for Our Employees

The Company's employment decisions will be based on reasons related to our business, such as job performance, individual skills and talents, and other business-related factors. The Company policy requires adherence to all national, provincial or other local employment laws. In addition to any other requirements of applicable laws in a particular jurisdiction, the Company policy prohibits discrimination in any aspect of employment based on race, color, religion, sex, national origin, disability or age, within the meaning of applicable laws.

18. Abusive or Harassing Conduct Prohibited

The Company prohibits abusive or harassing conduct by our employees and officers toward others, such as unwelcome sexual advances, comments based on ethnicity, religion or race, or other non-business, personal comments or conduct that make others uncomfortable in their employment with us. We encourage and expect you to report harassment or other inappropriate conduct as soon as it occurs.

19. Privacy

The Company, and companies and individuals authorized by the Company, collect and maintain personal information that relates to your employment, including compensation, medical and benefit information. The Company follows procedures to protect information wherever it is stored or processed, and access to your personal information is restricted. Your personal information will only be released to outside parties in accordance with the Company's policies and applicable legal requirements. Employees, officers and directors who have access to personal information must ensure that personal information is not disclosed in violation of the Company's policies or practices or applicable law.

20. Waivers and Amendments

Only the Board of Directors may waive application of or amend any provision of this Code. As a general matter, the Board of Directors does not expect to grant waivers. A request for such a waiver should be submitted in writing to the Board of Directors, Attention: Chair of the Nominating and Corporate Governance Committee, for its consideration. The Company will promptly disclose to investors all substantive amendments to the Code, as well as all waivers of the Code granted to directors or officers in accordance with applicable laws and regulations.

21. No Rights Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. It is not intended to and does not, in any way, constitute an employment contract or an assurance of continued employment or create any rights in any employee, director, client, supplier, competitor, stockholder or any other person or entity.

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Receipt of Code of Business Conduct and Ethics

I have received a copy of the ABC Technologies Holdings Inc. (the "**Company**") Code of Business Conduct and Ethics (the "**Code**") and acknowledge that I have read and understand its contents. I understand my obligation to comply with this Code, and my obligation to report to appropriate personnel within the Company any and all suspected violations of this Code. I understand that the Company expressly prohibits any director, officer or employee from retaliating against any other such person for reporting suspected violations of the Code. I also understand that violation of this Code may result in disciplinary action, up to and including termination with or without cause. I am familiar with all resources that are available if I have questions about specific conduct, Company policies, or the Code.

Printed Name:

Signature:

Position:

Date:

Please sign and date this receipt and return it to the Human Resources Department.

Appendix I

Whistleblower Hotline

The whistleblowing reports may be submitted to EthicsPoint service maintained by NAVEX online at abcgrp.ethicspoint.com and by telephone by following instructions provided bellow.

Instructions for making reports by telephone can also be found online on abcgrp.ethicspoint.com

Making report by telephone:

If you are in United States and Canada, you may directly dial the number provided below to make the report. If you are making a report by telephone from another jurisdiction, you should first dial access number specific to your country as indicated below, and then, when prompted in English, dial (833) 778-1522.

Standard Phone Lines (Direct Dial from Canada and United States):

Country:	Telephone Number:
United States	(833) 778-1522
Canada	(833) 778-1522

Access Code by Country (to be followed, when prompted by dialing (833) 778-1522

Country:	Access Code:
Brazil	(Mobile) 0-800-888-8288 (Landline) 0-800-890-0288
China	China (Southern) 10-811 China(Northern) 108-888
Germany	0-800-225-5288
Mexico	➤ 001-800-462-4240 ➤ (New) - 01-800 288-2872 ➤ (Por Cobar – Spanish) – 01-800-122-2020 ➤ (Spanish) - 001-800-658-5454
Poland	0-0-800-111-1111
Spain	900-99-0011
Japan	➤ (KDDI) - 00-539-111 ➤ (NTT) - 0034-811-001 ➤ (Softbank Telecom) - 00-663-5111