

ORBITE TECHNOLOGIES INC.

CODE OF BUSINESS CONDUCT AND ETHICS

The Board of directors (“Board”) of Orbite Technologies Inc. (“Orbite”) has approved this Code of Business Conduct and Ethics (“Code”) which applies to all directors, officers and employees (collectively “Employees”) of Orbite and, where applicable, third parties engaged to represent Orbite.

The Code is not a prescriptive set of rules. Rather, it is a practical set of policies and standards intended to guide and influence behaviour. As a result, the exercise of common sense and good judgment is required with respect to matters not specifically covered by the Code.

The Board will annually review and, if appropriate, make changes to the Code.

I. PURPOSES

The purposes of the Code are to deter wrongdoing and to promote:

- honest and ethical conduct, including ethical handling of actual or apparent conflicts of interest between personal and business relationships;
- full, fair, accurate, timely and understandable disclosure in all reports and documents filed, and other public communications made by Orbite;
- compliance with all applicable laws, regulations and rules;
- protection and proper use of corporate assets and opportunities;
- confidentiality with respect to corporate and personal information;
- fair dealing with security holders, customers, suppliers and competitors;
- accountability for adherence to the Code; and
- prompt internal reporting of violations of the Code.

II. COMPLIANCE*VIOLATIONS*

All Employees must comply with the Code. Employees who violate the Code may be subject to disciplinary action, including dismissal.

Any waiver of the Code with respect to officers and directors of Orbite may only be made by the Board.

No punishment or disciplinary or retaliatory action may be taken against an Employee for complying with the Code.

ACCOUNTABILITY

All Employees must be familiar with the Code and seek assistance from the Chief Executive Officer (“CEO”) or Chief Financial Officer of Orbite or either of their designates if they do not understand any part of the Code or what to do in any particular situation.

The officers of Orbite are responsible to the Board for ensuring that Employees comply with the Code and must take reasonable steps to ensure that all Employees and, where applicable, third parties engaged to represent Orbite are familiar with and comply with the Code.

REPORTING – WHISTLEBLOWING

Employees must report in writing or by telephone any case of suspected fraud, theft, bribery or any suspected serious breach of the Code or other illegal activity involving Orbite to one or more of the following individuals:

- The President and Chief Executive Officer;
- The Chief Financial Officer;
- Chair of the Audit Committee of the Board.

Orbite has adopted procedures to facilitate the submission, on a confidential and anonymous basis, of complaints, reports and concerns by any person (“Complainant”) regarding (i) financial accounting, internal accounting controls or auditing matters, (ii) actual or potential violations of laws, rules or regulations, and (iii) any suspected wrongdoing, in connection with the Code. All concerns should be addressed to the appropriate individual, as set out in Appendix A.

Unless otherwise determined by the person to whom the Complainant reports, the Chief Financial Officer is responsible for investigating all reports and taking appropriate action, including advising the CEO and the Chairman of the Board or the chair of the Audit Committee of the Board.

In responding to a complaint, Orbite will act fairly with respect to any individual named in the complaint, taking into account the seriousness of the issue raised, the credibility of the information or allegations in the complaint, and the prospects of an effective investigation.

Orbite will not retaliate against any Complainant for reporting in good faith violations pursuant to this policy. “Good faith” means that a Complainant reasonably believes that the complaint is true and has not been made either for personal gain or for any ulterior motive.

This whistleblowing policy and related procedures provide protection from retaliation to Complainants with respect to matters that are, or could give rise to, violations, provided the complaint is made:

- in good faith, in a manner that is consistent with Orbite’s values, particularly respect for others;
- in the reasonable belief of the Complainant that the conduct or matter covered by the complaint constitutes, or has the potential to constitute, a serious violation; and
- pursuant to the procedures outlined herein.

No complaint that satisfies these conditions shall result in any retaliation or threat of retaliation against the Complainant. This means that Orbite and its directors, officers, and Employees shall not penalize, discharge, demote, suspend, threaten, harass, transfer to an undesirable assignment or location, or otherwise discriminate (collectively, “retaliate” or “retaliation”) against any Complainant for calling attention to suspected illegal or unethical acts. Any act of retaliation

shall itself be treated by Orbite as a serious violation of Orbite's policy and could result in disciplinary action up to and including discharge. This protection extends to anyone providing information in relation to an investigation, including an internal investigation.

Orbite will treat all complaints by Complainants as confidential and privileged to the fullest extent permitted by law. A Complainant is encouraged to put his/her name to any complaint he/she makes, but it may also be made anonymously. It is unacceptable to file a report knowing it is false.

ASSISTANCE

Employees who do not understand any part of the Code or what to do in any particular situation should seek assistance from the CEO or the Chief Financial Officer or either of their designates.

The coordinates for contacting the CEO or the Chief Financial Officer or either of their designates are attached in APPENDIX A.

III. POLICIES AND STANDARDS

COMPLIANCE WITH LAWS

Employees must understand and comply with both the letter and the spirit of all laws, regulations and rules applicable to Orbite and their own work. Ignorance does not excuse the obligation to comply.

RELATIONSHIPS WITH GOVERNMENTAL AUTHORITIES

Orbite seeks to have open, honest and constructive relationships with all governments and governmental regulatory and other similar bodies having jurisdiction or authority over Orbite and its business and operations ("Governmental Authorities").

All information provided by Employees to Governmental Authorities must be full, fair, accurate, timely and understandable and pre-authorized by management

POLITICAL ACTIVITIES

Orbite is impartial with respect to party politics.

FINANCIAL INDUCEMENTS

Employees must not make payments or give gifts or other favours to third parties to induce or influence them to give business opportunities to, or make business decisions in favour of, Orbite. Bribes, "kick-backs", secret commissions and similar irregular payments are strictly prohibited.

GIFTS AND BENEFITS

Orbite maintains relationships with customers, suppliers, governments and other persons with whom Orbite conducts business whereby, as a gesture of goodwill and appreciation, it is common industry practice to accept, offer or exchange business-related gifts. This practice of accepting, offering or exchanging gifts, entertainment, donations or any other kind of benefit may be construed as attempts to influence decisions. Employees must exercise care and good judgment in accepting, offering or exchanging business-related gifts.

Nevertheless, it is prohibited to give anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly

prohibited to make illegal payments to government officials of any country. Stricter rules may be reviewed and imposed for dealing with certain foreign countries.

The following should be contemplated when determining whether it is appropriate to accept, offer or exchange business-related gifts:

- Would it be considered customary to accept, offer or exchange the gift, entertainment, donation or benefit according to generally accepted business practices?
- Would the acceptance, offering or exchange create an obligation, or would it create an expectation of obligation?
- Would the acceptance, offering or exchange be construed as a bribe, a “kick-back” or other irregular payment?
- Does the acceptance, offering or exchange influence, or reasonably appear to influence, your or the recipient’s business decision?
- Are any laws or regulations being violated by the acceptance, offering or exchange?
- Does the acceptance, offering or exchange occur unusually frequently?

Employees should seek direction from the CEO or the Chief Financial Officer or either of their designates when determining if accepting, offering or exchanging a business-related gift is appropriate under the circumstances. Employees who accept gifts must report the gift to the CEO or the Chief Financial Officer or either of their designates. The monetary value of the gift, local customs and legal requirements will be considered when determining whether the gift should be retained by the Employee, given to Orbite or returned. A gift that is given to Orbite will normally be donated to a charity or made available to all Employees in the applicable work unit.

The following items must not be accepted, offered or exchanged as gifts under any circumstances, regardless of value:

- cash or personal cheques;
- drugs or other controlled substances,
- product or service discounts that are not available to all Employees, including personal use of accommodation or transportation; and
- payments or loans to be used toward the purchase of personal property (other than borrowing that is available to all Employees of Orbite as part of a Orbite-wide policy).

No Employee may request a gift or services of any kind, in whole or in part, from a supplier, customer or other person with whom Orbite conducts business or from a competitor of Orbite.

CONFLICTS OF INTEREST

Employees must avoid all situations where their personal interests may conflict with their duties to Orbite.

No Employee may enter into a contractual agreement for personal use.

The following factors should be considered in evaluating any particular situation:

- any potential positive or negative impact on the Employee's job performance or responsibilities;
- whether the Employee has access to confidential information;
- any potential positive or negative impact on the business or operations of Orbite;
- any potential positive or negative impact on the relationships between Orbite and its customers, suppliers or service providers;
- any potential positive impact on a competitor's position;
- any potential financial or other benefit (direct or indirect) to the Employee or customer, supplier or other person with whom Orbite conducts business; and
- whether the matter would appear improper to an outside observer.

The following are examples of situations in which a possible conflict of interest may arise:

- employment by or service to (e.g., as a consultant, officer or director) a competitor, customer, supplier or person with whom Orbite conducts business;
- having, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with Orbite;
- accepting gifts, favours, loans (other than borrowing that is available to all Employees of Orbite as part of a Orbite-wide policy) or preferential treatment from any person that does business, seeks to do business or competes with Orbite, unless consistent with the policy described under "Gifts and Benefits" above;
- conducting business on behalf of Orbite with immediate family members or an entity in which an Employee or his/her immediate family members or friends have a significant financial interest; and
- taking personal advantage of opportunities that are presented to or discovered by an Employee as a result of his/her position with Orbite or through the use of the property or information of Orbite.

If there is any doubt with respect to a particular situation, Employees should seek assistance from the CEO or the Chief Financial Officer or either of their designates. In the event of a conflict the Employee must discuss the conflict with the CEO or the CFO who may refer that matter to a full decision of the Board.

PERSONAL INFORMATION

Employees who collect personal information from other Employees or third parties on behalf of Orbite must do so in a lawful, ethical and non-intrusive manner and must inform the individual involved in advance of the purpose for which information is being collected. Employees must take appropriate steps to ensure that all personal information collected by them is accurate and is retained for no longer than necessary.

Employees must maintain the confidentiality of all personal information held by Orbite. Employees must not disclose such personal information to other Employees unless it is reasonably required by them to perform their jobs. Employees must not disclose such personal information to third parties unless required by applicable law or regulation (and then only to the extent required) or unless the informed consent of the relevant individual has been obtained.

CONFIDENTIAL INFORMATION

All information that has been developed or acquired by Orbite, including without limitation technical, financial and business information, and not generally disclosed (“Confidential Information”), is the property of and confidential to Orbite and must be protected against theft, loss or misuse.

Employees must not disclose Confidential Information to other Employees unless it is reasonably required by them to perform their jobs. Employees must not reveal Confidential Information to third parties (other than approved auditors, lawyers and other professional advisors, financial advisors and banks or other financial institutions) without authorization by the CEO or the Chief Financial Officer or either of their designates. Such disclosure should be limited only to those who “need-to-know” and be made pursuant to a confidentiality agreement restricting the recipient from disclosing or using the information in an unauthorized manner. Orbite has specifically designated certain Orbite officials as those entitled to communicate on behalf of the Orbite.

Employees must use Confidential Information for only authorized purposes on behalf of Orbite and not for their own personal gain or benefit.

Orbite has implemented best practices in its disclosure controls and policies when it comes to making accurate and timely disclosure of all material information. All Employees are responsible for reporting all material information in a timely manner to the CEO or the Chief Financial Officer or either of their designates. All Employees that are involved in Orbite’s disclosure process are required to understand and comply with the disclosure controls and procedures.

For more detailed information, please refer to Orbite’s Disclosure Policy.

INFORMATION SYSTEMS

The computers and other information systems (e.g., voice mail, electronic mail, the Internet, facsimile) of Orbite (“Information Systems”) are valuable assets of Orbite.

Employees must comply with the following policies when conducting business on the Information Systems:

- Employees must protect and maintain the confidentiality of all information communicated or stored using the Information Systems, including using passwords and properly secured communication methods.

- Employees may use the Information Systems for modest personal use if such use is unrelated to outside business activities, does not interfere with the business or operations of Orbite and is not performed during working hours.
- Employees must not illegally copy information system software in the course of their employment.
- All electronic or automated messages created, distributed or stored on the Information Systems are the property of Orbite. Orbite may access these messages from time to time for any reason including to investigate breaches of security or Orbite procedures or to respond to external requests for information that Orbite is legally required to provide.
- Offensive material (e.g., pornography, hate literature) is strictly prohibited.

FINANCIAL BOOKS AND RECORDS

All financial and other transactions involving or affecting Orbite must be properly authorized and approved, and fully and accurately recorded in the financial books and records of Orbite in accordance with applicable laws and regulations, the controls and procedures of Orbite, applicable accounting principles and the highest standards of integrity.

Employees responsible for establishing and managing the financial reporting systems of Orbite (“Finance Employees”) must maintain best practices to achieve the following:

- all business transactions are properly authorized;
- all records fairly and accurately reflect the transactions or occurrences to which they relate;
- all records fairly and accurately reflect in reasonable detail the assets, liabilities, revenues and expenditures of Orbite;
- the accounting records do not contain any false or intentionally misleading entries;
- no transactions are intentionally misclassified as to accounts, departments or accounting periods; and
- all transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

Officers responsible for establishing and managing the financial reporting systems of Orbite must establish and maintain procedures to:

- educate Finance Employees about, and monitor their compliance with, applicable laws and regulations;
- identify any possible violations of applicable laws and regulations and report them to the Chair of the audit committee;
- encourage and reward professional integrity;
- eliminate any pressure to achieve specific financial results by altering records and other entries, misapplying accounting principles or entering into transactions that are designed

to circumvent accounting controls or otherwise disguise the true nature of the transaction;
and

- encourage Finance Employees to report deviations from accounting practices and procedures.

Employees must not conceal information relating to Orbite from management or the auditors or legal advisors of Orbite.

Employees must protect the financial books and records of Orbite from destruction or tampering.

Questions relating to the financial books and records of Orbite should be referred to the Chief Financial Officer.

EQUALITY IN EMPLOYMENT

Orbite does not permit discrimination, intimidation or harassment of, or by, Employees on the basis of race, gender, marital status, national origin or religious beliefs or on the basis of any other personal characteristics protected by law. Employees are entitled to freedom from sexual and all other forms of personal harassment. They are also entitled to have their dignity honoured and their rights protected.

Discrimination is not permitted anywhere in Orbite or in any part of the employment relationship, including recruitment, promotion, training, opportunities, salary, benefits and terminations. Employees must promote and maintain an environment that encourages personal respect and mutual trust. Differences between individuals, such as race, gender, religion and physical limitations, must be respected.

In addition to all forms of harassment prohibited by legislation, Orbite will not tolerate any form of personal harassment (such as threatening behaviour, bullying, taunting or ostracizing co-workers, etc.) which may occur as a result of an Employee's position in Orbite or because of an association with a group outside Orbite, or perhaps because someone simply dislikes the individual. Personal harassment may also arise out of someone abusing their position of authority or power.

Orbite is committed to equal opportunity for all Employees. All employment and promotion opportunities will be based on the principle of merit.

COMMUNITY INVOLVEMENT, RESPONSIBILITY TO THE ENVIRONMENT AND A SAFE WORKPLACE

Orbite is committed to supporting local programs and initiatives that benefit the communities in which Orbite operates. Employees are encouraged to participate in activities that benefit local programs and to be actively involved with local charitable organizations.

Orbite supports programs that are aligned with the conservation of the environment and therefore, reasonable efforts are to be made by all Employees to reduce, re-use and recycle supplies and materials whenever possible.

Orbite is committed to maintaining a safe workplace. As such, Employees will immediately report to their supervisor any accident, injury, unsafe practice and condition that may occur. *WORK PERFORMANCE*

Employees are expected to carry out their job responsibilities to the best of their ability, to be accountable for the results of their work, to reasonably accept supervisory direction, promotion and teamwork, and to maintain the required level of quality and quantity of work.

At all times, Employees will conduct themselves professionally and respectfully when dealing with co-workers, suppliers, customers and the public at large.

IV. ACKNOWLEDGEMENT

Each Employee shall file annually a signed certificate, affirming that the Employee has read, understood and complied with this Code, as follows:

I ACKNOWLEDGE that I have read, considered and understand the Code of Business Conduct and Ethics of Orbite and I agree to conduct myself in accordance with the Code as it applies to me.

I undertake to affirm in writing or via electronic signature, at least annually during the term of my employment, that I have read, understood and complied with the most recent version of the Code of Business Conduct and Ethics.

Print name, position and location of employment

Signature

Date