

VIRIDIUM PACIFIC GROUP LTD.
(the “Corporation”)

CODE OF ETHICAL CONDUCT

1. Purpose

This Code of Ethical Conduct (this "Code") provides a general statement of the Corporation's expectations regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Corporation. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code and may be required, from time to time, to affirm his or her agreement to adhere to such standards.

Through this Code, we endorse the following principles:

- ◆ honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- ◆ full, fair, accurate, timely and understandable disclosure in the Corporation's shareholder reports and in other public communications and filings of the Corporation;
- ◆ compliance with applicable governmental laws, rules and regulations; and
- ◆ accountability by all of our directors, officers and employees for adherence to this Code.

This Code outlines the broad principles of legal and ethical business conduct embraced by our Corporation. It is not a complete list of legal or ethical questions a director, officer or employee might face in the course of business, and therefore this Code must be applied using common sense and good judgment. Compliance with the spirit as well as the letter of this Code is very important to us.

2. Administration

The Corporation's Board of Directors is responsible for setting the standards of business conduct contained in this Code and updating these standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Corporation, the business practices within the Corporation's industry, the Corporation's own business practices, and the prevailing ethical standards of the communities in which the Corporation operates. While the Corporation's Chief Executive Officer and Chief Financial Officer will oversee the procedures designated to implement this Code to ensure that they are operating effectively, it is the individual responsibility of each director, officer and employee of the Corporation to comply with the Code. Those who violate this Code will be subject to disciplinary action.

3. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which the Corporation's ethical standards are built. All directors, officers and employees must respect and obey the laws and governmental rules and regulations of the countries, states, cities and local communities in which we operate. Although we do not expect that all directors, officers and employees will know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

4. Conflicts of Interest; Corporate Opportunities

The Corporation requires that its directors, officers and employees, as well as its other agents and representatives, avoid any activity which creates or gives the appearance of a conflict of interest between their personal interests and the Corporation's interests. A conflict of interest generally exists when a person has a direct or indirect personal interest in a transaction or situation that affects or appears to affect his or her judgment and/or divides his or her loyalties between two or more competing interests. A conflict can arise when someone takes action or has an interest that makes it difficult to perform his or her duties on behalf of the Corporation, objectively and effectively. In particular, no director, officer or employee shall:

- ◆ be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that markets products or services in competition with the Corporation's current or potential products and services;
- ◆ have any financial interest, including shares ownership, in any such outside business that might create or give the appearance of a conflict of interest'
- ◆ seek or accept any personal loan or services from any such outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- ◆ be a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would interfere with the director's, officer's or employee's responsibilities with the Corporation;
- ◆ accept any personal loan or guarantee of obligations from the Corporation, except to the extent such arrangements are legally permissible;
- ◆ conduct business on behalf of the Corporation with immediate family members, which include spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives; or

- ◆ taking for themselves opportunities that are discovered through the use of the Corporation's property, information or position.

The appearance of a conflict of interest may exist if an immediate family member of a director, officer or employee of the Corporation is a consultant to, or a director, officer or employee of, or has a significant financial interest in, a competitor, supplier or customer of the Corporation, or otherwise does business with the Corporation.

Directors and officers shall notify the Chairman of the Corporation's Audit Committee and employees who are not directors or officers shall notify the Chief Financial Officer of the existence of any actual or potential conflict of interest.

5. Insider Trading

Directors, officers and employees are expected to fully comply with Canadian and US securities laws with respect to the disclosure of "material" corporation information and with respect to "insider" trading in the Corporation's securities. These laws provide for substantial civil and criminal penalties for individuals who fail to comply. Information that reasonably can be expected to affect the market value of a company's shares or to influence an investor's decisions regarding securities transactions is considered "material". Such information may include financial and key business data; merger, acquisition or divestiture discussions; award or cancellation of a major contract; forecasts of future results; significant litigation; and/or gain or loss of a significant customer or supplier.

Insiders are prohibited from transacting in the Corporation's shares with knowledge of material information that has not been disclosed to the public. For purposes of these restrictions, an "insider" includes not only directors, officers and employees of the Corporation, but also anyone else with non-public material information about the Corporation. You may be deemed to have violated these laws even if you innocently pass on non-public information about the Corporation to a friend or family member who then acts on such information and buys or sells the Corporation's shares. To avoid inadvertent disclosure of non-public material information, directors, officers and employees should not discuss such information with or in the presence of any unauthorized persons, including family members and friends.

6. Confidentiality; Protection and Proper Use of the Corporation's Assets

Directors, officers and employees shall maintain the confidentiality of all information entrusted to them by the Corporation or its suppliers, customers or other business partners, except when disclosure is authorized by the Corporation or legally required.

Confidential information includes (1) information marked "Confidential", "Private", "For Internal Use Only", or similar legends, (2) technical or scientific information relating to current and future products, services or research, (3) business or marketing plans or projections, (4) earnings and other internal financial data, (5) personnel information, (6) supply and customer lists and (7) other non-public information that, if disclosed, might be of use to the Corporation's competitors, or harmful to the Corporation or its suppliers, customers or other business partners. Confidential information also includes information that our customers and suppliers have entrusted to us.

To avoid inadvertent disclosure of confidential information, directors, officers and employees shall not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends.

The obligation to preserve confidential information continues even after your employment or other relationship with the Corporation ends.

This Code is no intended to modify any separate confidentiality agreement to which a director, officer or employee may be subject.

7. Fair Dealing

The Corporation is committed to promoting the values of honesty, integrity and fairness in the conduct of its business and sustaining a work environment that fosters mutual respect, openness and individual integrity. Directors, officers and employees are expected to deal honestly and fairly with the Corporation's customers, suppliers, competitors and other third parties, including governmental agencies. To this end, directors, officers and employees shall not:

- ◆ make false or misleading statements to customers, suppliers or other third parties;
- ◆ make false or misleading statements about competitors;
- ◆ solicit or accept from any person that does business with the Corporation, or offer to extend to any such person,
 - cash of any amount; or
 - gifts, gratuities, meals or entertainment that could influence or reasonably give the appearance in influencing the Corporation's business relationship with that person or go beyond common courtesies usually associated with accepted business practice;
- ◆ solicit or accept any fee, commission or other compensation for referring customers to third-party vendors; or

- ◆ otherwise take unfair advantage of the Corporation's customers or suppliers, or other third parties, through manipulation, concealment, abuse or privileged information or any other unfair dealing practice.

8. Discrimination and Harassment

The Corporation is committed to providing equal employment opportunity to employment and will not tolerate any illegal discrimination or harassment. Improper conduct, such as derogatory comments based on racial or ethnic characteristics or religious preferences and unwanted sexual advances, will not be tolerated.

9. Health and Safety

The Corporation strives to provide each of its employees with a safe and healthy workplace. Each employee has responsibility for maintaining a safe and healthy workplace for other employees by following health and safety rules and practices instituted by the Corporation and by reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior is not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

10. Record Keeping

The Corporation requires honest and accurate recording and reporting of information in order to make responsible business decisions.

All of the Corporation's book, records, accounts and financial statements must be maintained in reasonable detail and must conform both to applicable legal requirements and to the Corporation's system of internal controls.

Business records and communications offer become public, and we should avoid exaggeration, derogatory remarks and other inappropriate statements about people and other companies. This applies to e-mail, internal memos and formal reports. Records should always be retained or destroyed in accordance with the Corporation's record retention policies.

11. Accurate and Timely Periodic Reports

The Corporation is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that it is require to file. To this end, the Corporation shall:

- ◆ comply with generally accepted accounting principles at all times;
- ◆ maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- ◆ maintain books and records that accurately and fairly reflect the Corporation's transactions;
- ◆ prohibit the establishment of any undisclosed or unrecorded funds or assets;
- ◆ maintain a system of internal controls that will provide reasonable assurances to management that material information about the Corporation is made known to management, particularly during the periods in which the Corporation's shareholder reports are being prepared; and
- ◆ present information in a clear and orderly manner and avoid the use of legal and financial jargon in the Corporation's periodic reports.

12. Political Contributions

No assets of the Corporation, including employees' work time, use of the Corporation's facilities or equipment or direct monetary payment, may be contributed to any political candidate, party, political action committee or ballot measure without the permission of the Corporation's board of Directors. This does not preclude individuals from participating in any political activities of their choice on an individual basis, with their own money and on their own time.

13. Reporting and Effect of Violations

Directors, officers and employees are encouraged to report any conduct which they believe in good faith to be violation or apparent violation of this code. If you believe a violation has occurred, please contact the Corporation's Chief Financial Officer. Your calls and correspondence, to the extent permitted by law, will be kept confidential.

The Corporation will not allow any retaliation against a director, officer or employee who acts in good faith in reporting any such violation.

The Corporation's Audit Committee will investigate any reported violations and will oversee an appropriate response, including corrective action and preventative measures. Directors, officers and employees that violate any laws, governmental regulations or this Code will face appropriate, case specific disciplinary action, which may include demotion or discharge.

As part of the Corporation's procedure for receiving and handling complaints or concerns about the Corporation's conduct, the Audit Committee of the Corporation's board of Directors has established procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal auditing controls or auditing matters.

14. Waivers

The provisions of this Code may be waived for directors or executive officers only by a resolution of the Corporation's independent directors. The provision of this Code may be waived for employees who are not directors or executive officers by the Corporation's Chief Executive Officer. Any waiver of this Code granted to a director or executive officer will be publicly disclosure as required by the securities exchange or association on which the Corporation's securities are listed for trading.