

CHARGE ENTERPRISES, INC. CODE OF ETHICS AND BUSINESS CONDUCT

This Code of Ethics and Business Conduct Policy (the “Code”) of Charge Enterprises, Inc. (“Charge” and collectively with any successor thereto and the consolidated wholly owned subsidiaries, the “Company”) applies across all of Charge’s operating geographies and job levels, full-time and part-time employees, executives, and directors. It is also expected that everyone working on the Company’s behalf, including independent contractors, consultants, agents, suppliers and business partners, will comply with the Code.

The Company conducts business ethically, honestly, and in full compliance with applicable laws and regulations. Acting with integrity and doing the right thing are driving forces behind our success. All our employees, officers, and directors must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

The Board of Directors of Charge (the “Board”) has adopted the Code primarily to:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company;
- Promote compliance with applicable governmental laws, rules and regulations;
- Promote the protection of Company assets, including corporate opportunities and confidential information;
- Promote fair dealing practices;
- Deter wrongdoing; and
- Ensure accountability for adherence to the Code.

All directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below under Reporting and Enforcement.

HONEST AND ETHICAL CONDUCT

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

CONFLICTS OF INTEREST

A conflict of interest exists when a person’s private interest interferes in any way, or even appears to interfere, with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to objectively and effectively perform his or her work for

the Company. Do not conduct business for the Company with family members or others with whom you have a significant personal relationship. It does not matter whether you were originally aware of the conflict; if you discover a conflict during or after-the-fact you must report it and discontinue the arrangement or activity.

Conflicts of interest may also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits due to his or her position in the company. You should not use your position at the Company to obtain favored treatment for yourself, family members or others with whom you have a significant relationship.

Conflicts of interest are prohibited as a matter of company policy, except as approved by the Audit Committee of the Company's Board. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor, local human resources or the Chief Compliance Officer. Any employee, officer, or director who becomes aware of a conflict or potential conflict must report it immediately to the Chief Compliance Officer.

Nothing in this Code is intended to interfere with your rights under federal and state laws, nor will the Company construe this Code in a way that limits such rights. You have the right to engage in or refrain from activities protected by applicable law.

GIFTS, ENTERTAINMENT AND TRAVEL

Because gifts, entertainment and travel are often an integral part of building relationships with our customers, suppliers, and others with whom the Company does business and all are appropriate to the extent they are not provided with the intention of unduly influencing a business decision. Infrequent exchanging of logoed promotional items, hosting an occasional lunch or dinner at a moderately priced restaurant, and attending a local athletic or cultural event are all generally considered acceptable forms of business gifts and entertainment.

Employees, directors and officers are accountable for the exercise of good judgement and common sense when managing gift, entertainment, and travel issues. Gifts, entertainment and travel that employees, directors and officers either offer or receive in connection with their work should always be reasonable and proportionate for the company's relationship with the other party, and in terms of value and frequency. It is also good practice to check with a customer prior to offering a gift or extending an invitation, as many companies have rules that restrict their receipt. In general, directors and employees must:

- Never solicit gifts, travel or entertainment;
- Only offer or accept gifts of a nominal value;
- Never offer or accept gifts of cash or cash equivalents (i.e., gift cards);
- Never offer or accept gifts, entertainment or travel during a proposal or bidding process with another involved party if the employees are involved in the procurement decision process;
- Only offer or accept gifts, entertainment, or travel that do not impair objectivity, improperly influence a decision, or have the potential to be misconstrued or misinterpreted by third parties; and
- Never offer or accept gifts, entertainment or travel that would be illegal.

Additionally, employees, directors and officers must always obtain pre-approval from the Chief Compliance Officer prior to offering gifts, entertainment or travel, of any kind or value, to government or public officials.

Employees, directors, and officers are responsible for ensuring that any expense reimbursement reports accurately reflect the relevant details for any gifts, entertainment, or travel that may have been provided. In addition to the standard expense report data, employees, directors and officers must be sure to include the names, titles, and employers of the recipients as well as the purpose for the expenditures.

RELATED-PARTY TRANSACTIONS

Employees, directors and officers of the Company must familiarize themselves and comply with all rules regarding related-party transactions established and enforced by the SEC and Company policies regarding related-party transactions. All material related-party transactions involving any employee, director or officer must be approved by the Board or a duly authorized committee therefor in accordance with the Company's Related-Party Transactions Policy and will be publicly disclosed as required by applicable law, rule, and regulation.

ANTI-CORRUPTION

The Company operates in a wide range of legal and business environments, many of which pose challenges to our ability to conduct our business operations with integrity. As a company, we strive to conduct ourselves according to the highest standards of ethical conduct. Throughout our operations, the Company seeks to avoid even the appearance of impropriety in the actions of our directors, officers, employees and agents or other third party representatives.

Accordingly, the Company's Anti-Corruption Policy reiterates our commitment to integrity and explains the specific requirements and prohibitions applicable to our operations under anti-corruption laws, including, but not limited to, the US Foreign Corrupt Practices Act of 1977 ("FCPA"). This policy contains information intended to reduce the risk of corruption and bribery from occurring in the Company's activities. The Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities.

Under the FCPA, it is illegal for US persons, including US companies or any companies traded on US exchanges, and their subsidiaries, directors, officers, employees, and agents, to bribe non-US government officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the FCPA is essential as this law directly affects everyday business interactions between the Company and non-US governments and government-owned or government-controlled entities.

Violations of the FCPA can also result in violations of other US laws, including anti-money laundering, mail and wire fraud, and conspiracy laws. The penalties for violating the FCPA are severe. In addition to being subject to the Company's disciplinary policies (including termination), individuals who violate the FCPA may also be subject to imprisonment and fines.

Aside from the FCPA, the Company may also be subject to other non-US anti-corruption laws, in addition to the local laws of the countries in which the Company conducts business. The Company's Anti-Corruption Policy generally sets forth the expectations and requirements for compliance with those laws.

POLITICAL CONTRIBUTIONS

Corporations are subject to federal and state laws, rules and regulations regarding political campaigns and other related activities, including monetary contributions to political parties, candidates, and political action committees. Accordingly, the Company shall not make any political contribution over \$500 without the prior written consent of the Chief Compliance Officer, after consultation with the Chief Executive Officer.

COMPLIANCE

Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.

Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Chief Compliance Officer.

No director, officer or employee may purchase or sell any Company securities while in possession of material nonpublic information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material nonpublic information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material nonpublic information regarding the Company or any other company to:

- obtain profit for himself or herself or;
- directly or indirectly “tip” others who might make an investment decision on the basis of that information.

DISCLOSURE

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is involved in the Company's disclosure process must:

- be familiar and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.

All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

CORPORATE OPPORTUNITIES

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets,

property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

HEALTH AND SAFETY

The Company strives to provide each employee with a safe and healthy work environment. Each employee is responsible for maintaining a safe and healthy workplace for all employees by following the safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

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

PROTECTION OF EMPLOYEE PRIVACY

The Company respects and protects the confidentiality of all prospective, current and former employees' sensitive personal information and complies with all applicable laws governing personal information. Sensitive personal information is information that is not normally known by the public and would not reasonably be expected to be disclosed publicly. Where possible, the Company will strive to limit the collection and disclosure of sensitive employee information to what the Company legitimately needs for business and legal purposes. Where required by applicable law or appropriate under the circumstances, the Company will seek employee authorization before collecting sensitive personal information. Sensitive personal information will only be available to those employees who have a legitimate business need to access it. Those employees will exercise appropriate discretion and care in accessing or disclosing sensitive personal information and will only access it for appropriate business use.

CONFIDENTIALITY

The Company keeps certain types of information confidential for important legal and business reasons. Because of the importance of maintaining the confidentiality of certain information, and because effective confidentiality protocols require the involvement and cooperation of all employees, the Company has implemented this Confidential Information Policy.

Confidential Information includes, but is not limited to, all information belonging to the Company and not generally known to the public, in spoken, printed, electronic, or any other form or medium, which was obtained from the Company, or which was learned, discovered, developed, conceived, originated, or prepared by an employee in the scope and course of employment, relating directly or indirectly to: business processes, practices, methods, policies, plans, publications, documents, research, operations, services, strategies, techniques, agreements, contracts, terms of agreements, transactions, potential transactions, negotiations, pending negotiations, know-how, trade secrets, computer software, applications, operating systems, software design, work-in-process, databases, manuals, records, articles, systems, supplier information, vendor information, financial information, results, accounting information, accounting records, legal information, marketing information, pricing information, payroll information, personnel information, employee lists, supplier lists, vendor lists, sales information, revenue, costs, inventions, unpublished patent applications, original works of authorship, discoveries, experimental results, customer information, customer lists, manufacturing information, and confidential information of any existing or prospective customer, supplier, investor, or other associated third party, or of any other person or entity that has entrusted information to the Company in confidence.

Confidential Information also includes other information that is marked or otherwise identified as confidential or proprietary, or information that would otherwise appear to a reasonable person to be confidential or proprietary in the context and circumstances in which the information is known or used.

Employees must treat all Confidential Information as strictly confidential both during employment and after employment with the Company ends. To maintain the confidentiality of the Company's Confidential Information, all employees must follow these protocols:

- Employees should not access or use any Confidential Information to which the Company has not provided the employee access or authorization to use.
- Employees should not directly or indirectly disclose, publish, communicate, or make available Confidential Information to any entity or person that does not have a need or the authority to know and use the Confidential Information, except as required for the employee to perform authorized job duties or otherwise permitted by this policy.
- If an employee's authorized job duties require sharing Confidential Information with a third party, the employee must not do so until the Company and the third party enter into a confidential confidentiality agreement and the employee receives advance consent from the employee's supervisor or the Legal Department.
- Employees should not discuss Confidential Information in public where it may be overheard, including elevators, restaurants, cabs, and public transportation.
- In the event of an inadvertent disclosure of Confidential Information, employees must immediately inform their supervisor so that measures can be taken to minimize damage to the Company.
- Departing employees must return any Confidential Information in the employee's possession to the Company on termination of employment with the Company.

All employees are required to comply with the terms of this Policy. Any employee who violates this policy may be subject to disciplinary action, up to and including termination of employment. This policy is not intended to restrict communications or actions protected or required by state or federal law.

ANTI-HARASSMENT, DISCRIMINATION AND RETALIATION

The Company strictly prohibits and does not tolerate unlawful harassment against employees or any other covered persons because of race, religion, creed, national origin, ancestry, sex (including pregnancy), gender (including sexual orientation, gender identity, and status as a transgender or transsexual individual), age, physical or mental disability, citizenship, genetic information, past, current, or prospective service in the uniformed services, or any other characteristic protected under applicable federal, state, or local law.

All the Company employees, other workers, and representatives (including vendors/customers) are prohibited from harassing employees and other covered persons based on that individual's sex or gender (including pregnancy, sexual orientation, gender identity, and status as a transgender or transsexual individual) and regardless of the harasser's sex or gender.

Sexual harassment means any harassment based on someone's sex or gender. It includes harassment that is not sexual in nature (for example, offensive remarks about an individual's sex or gender), as well as any unwelcome sexual advances or requests for sexual favors or any other conduct of a sexual nature, when any of the following is true:

- Submission to the advance, request, or conduct is made either explicitly or implicitly a term or condition of employment.
 - Submission to or rejection of the advance, request, or conduct is used as a basis for employment decisions.
 - Such advances, requests, or conduct have the purpose or effect of substantially or unreasonably interfering with an employee's work performance by creating an intimidating, hostile, or offensive work environment.
- The Company will not tolerate any form of sexual harassment, regardless of whether it is:
- Verbal (for example, epithets, derogatory statements, slurs, sexually related comments or jokes, unwelcome sexual advances, or requests for sexual favors).
 - Physical (for example, assault or inappropriate physical contact).
 - Visual (for example, displaying sexually suggestive posters, cartoons, or drawings, sending inappropriate adult-themed gifts, leering, or making sexual gestures).

- Online (for example, derogatory statements or sexually suggestive postings in any social media platform including Facebook, Twitter, Instagram, Snapchat, etc.).

The Company's anti-harassment policy applies equally to harassment based on an employee's race, religion, creed, national origin, ancestry, age, physical or mental disability, citizenship, genetic information, past, present, or prospective service in the uniformed services, or other characteristic protected under applicable federal, state, or local law.

Such harassment often takes a similar form to sexual harassment and includes harassment that is:

- Verbal (for example, epithets, derogatory statements, slurs, derogatory comments, or jokes).
- Physical (for example, assault or inappropriate physical contact).
- Visual (for example, displaying derogatory posters, cartoons, or drawings, or making derogatory gestures).
- Online (for example, derogatory statements or sexually suggestive postings in any social media platform including Facebook, Twitter, Instagram, Snapchat, etc.).

No form of harassment will be tolerated.

If an employee is subjected to any conduct that he or she believes violates this policy or witnesses any such conduct, he or she must promptly speak to, write, or otherwise contact his or her direct supervisor or, if the conduct involves a direct supervisor, the Legal Department.

No one will be subject to, and the Company prohibits, any form of discipline, reprisal, intimidation, or retaliation for good faith reporting of incidents of harassment of any kind, pursuing any harassment claim, or cooperating in related investigations.

The Company is committed to enforcing this policy against all forms of harassment. However, the effectiveness of our efforts depends largely on employees telling us about inappropriate workplace conduct. If employees feel that they or someone else may have been subjected to conduct that violates this policy, they should report it immediately. If employees do not report harassing conduct, the Company may not become aware of a possible violation of this policy and may not be able to take appropriate corrective action.

If the Company determines any employee, regardless of position or title, has subjected an individual to harassment or retaliation in violation of this policy, they will be subject to discipline, up to and including termination of employment.

FAIR DEALING

Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

REPORTING AND ENFORCEMENT

Reporting and Investigation of Violations

- Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee;
- Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the reporting person's supervisor and the Chief Compliance Officer;

- After receiving a report of an alleged prohibited action, the Audit Committee, supervisor or the Chief Compliance Officer must promptly take all appropriate actions necessary to investigate; and
- All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

Reporting Contact Information

The Compliance Hotline Toll free 1-844-506-0707	The Audit Committee Regular mail marked “Confidential”	The Chief Compliance Officer James Biehl
Available 24x7, 365 days a year Managed by Navex Global Able to take reports on an anonymous basis	Charge Enterprises, Inc. Attn.: Audit Committee Chairman 125 Park Avenue, 25 th Floor New York, NY 10017	jbiehl@charge.enterprises

Enforcement

- The Company must ensure prompt and consistent action against violations of this Code;
- 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 Company’s Board;
- Upon receipt of a determination that there has been a violation of this Code, the Board or the Chief Compliance Officer (in the case of a person other than a director or executive officer) 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.

Waivers

- Each of the Board (in the case of a violation by a director or executive officer) and the Chief Compliance Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.
- Any waiver for a director or an executive officer shall be disclosed as required by SEC and Nasdaq rules.

PROHIBITION ON RETALIATION

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

Adopted: November 15, 2021
Amended: August 31, 2023

CHARGE ENTERPRISES, INC.
CODE OF ETHICS AND BUSINESS CONDUCT
ACKNOWLEDGEMENT FORM

By signing this statement, I acknowledge that I have reviewed, understand, and agree to adhere to the Company's Code of Ethics and Business Conduct (the "Code"), adopted November 15, 2021 and amended August 31, 2023.

I am not personally aware of any violations of the Code and furthermore, I understand that if the Company determines my conduct warrants it, I may be subject to disciplinary action, up to and including termination of services.

By: _____

Name: _____

Date: _____