

CODE OF BUSINESS CONDUCT AND ETHICS OF
M3N, Inc.

Last updated: 9/1/2020

M3N values high standards of ethics and expects all of its employees, advisors, officers, and directors to conduct themselves with the utmost integrity. The success of our business relies on the trust and confidence we earn from our employees and shareholders. We reach our corporate goals solely through transparency and honorable conduct.

This Code of Business Conduct and Ethics applies to all of the employees, advisors, officers, and directors of M3N, Inc. (the “**Corporation**”). Any employee, advisor, officer, or director who violates the letter or spirit of these policies is subject to disciplinary action, up to, and including, termination.

Every employee, advisor, officer, and director has the responsibility to obey the law and act honestly and ethically. To that end, this Code of Business Conduct and Ethics is a guide that is intended to sensitize employees, advisors, officers, and directors to significant legal and ethical issues that arise frequently and to the mechanisms available to report illegal or unethical conduct. It is not, however, a comprehensive document that addresses every legal or ethical issue that an employee, advisor, officer, or director may confront, nor is it a summary of all laws and policies that apply to the Corporation’s business. Ultimately, no code of business conduct and ethics can replace the thoughtful behavior of an ethical employee, advisor, officer, or director.

Please read this Code of Business Conduct and Ethics carefully and consider how the provisions relate to your daily business interactions. Each employee, advisor, officer, and director should also read and be familiar with the portions of our other Corporation policies applicable to such employee, advisor, officer, and director, none of which are a part of this Code of Business Conduct and Ethics.

1. **COMPLIANCE WITH LAWS AND REGULATIONS:** All employees, advisors, officers, and directors must comply fully with all applicable foreign, federal, state and local laws, rules and regulations that govern the Corporation's business activities and conduct, including, without limitation, bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, antitrust laws, employee health and safety laws, employment discrimination or harassment, false or misleading financial information or misuse of corporate assets, insider trading laws, offering or receiving gratuities, the Foreign Corrupt Practices Act and any applicable trade restrictions, export controls, or antiboycott laws and regulations. All governmental inquiries or investigations must be referred to the Corporation's General Counsel. It is our policy to fully cooperate with any governmental or regulatory investigation, and all employees, advisors, officers, and directors are expected to fully cooperate with any internal or external investigations. Since the laws governing our activities are often complex, any questions that you may have regarding their applicability and interpretation, should, after review with your supervisor, be referred to the Corporation's General Counsel.

2. **CONFLICT OF INTEREST:** Business decisions must be made in the best interest of the Corporation, not motivated by personal interest or gain. Therefore, as a matter of Corporate policy, all employees, advisors, officers, and directors must avoid any actual or perceived conflict of interest.

A "conflict of interest" occurs when an individual's personal interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Corporation. A conflict of interest situation can arise when an employee, advisor, officer, or director takes actions or has interests (financial or other) that may make it difficult to perform his or her Corporate work objectively and effectively. Conflicts of interest also may arise when an employee, advisor, officer, or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Corporation, regardless of whether such benefits are received from us or a third party. Loans to, or guarantees of obligations of, employees, advisors, officers and directors, and their respective family members are of special concern. Federal law currently prohibits the Corporation from making loans to directors and executive officers.

It is difficult to identify exhaustively what constitutes a conflict of interest. For this reason, employees, advisors, officers, and directors must avoid any situation in which their independent business judgment might appear to be compromised. Questions about potential conflicts of interest situations, and disclosure of these situations as they arise, should be addressed and reported to the Corporation's General Counsel.

3. ACCURATE ACCOUNTING AND PUBLIC DISCLOSURE: The accurate and full recording of Corporation business activities is essential to our ability to fulfill our financial and legal obligations. Under no circumstances should you alter any business record or destroy any records except in conformity with our policy on records retention.

Financial transactions are to be recorded in accordance with generally accepted accounting principles and applicable governmental rules and regulations. You are expected to comply fully with internal accounting and audit policies and procedures designed to protect the integrity of our corporate records and are also to cooperate with the Accounting Department and internal and external auditors.

All employees, advisors, officers and directors are encouraged to report any concerns that they may have regarding the accounting, internal accounting controls, or auditing matters of the Corporation directly to the Audit Committee. All submissions by employees of concerns regarding questionable accounting or auditing matters will be received and reviewed by the Audit Committee on a confidential and anonymous basis. We want to assure all our employees, advisors, officers, and directors that they have no need to fear retaliation or retribution for having acted in good faith in reporting their concerns.

4. CONFIDENTIALITY: Employees, advisors, officers, and directors must maintain the confidentiality of all information entrusted to them by us, our shareholders or suppliers, or others with whom we may conduct business, except when disclosure of such information is specifically authorized by the Corporation's General Counsel or is required as a matter of law. Confidential information includes all

non-public information that might be of use to competitors, or harmful to us or our shareholders if disclosed.

5. PROTECTION AND PROPER USE OF CORPORATE ASSETS: All employees, advisors, officers, and directors must protect our assets and ensure their efficient use. Such assets include, without limitation, intellectual property such as the Corporation's name, logos, trademarks, patents, copyrights, confidential information, ideas, plans, and strategies. Theft, carelessness, and waste have a direct impact on our profitability. All Corporation assets must be used for legitimate business purposes. Any misuse or infringement of our assets should be reported to your supervisor.

6. CORPORATE OPPORTUNITIES: Employees, advisors, officers, and directors are prohibited from: (a) taking for themselves personally opportunities that properly belong to the Corporation or are discovered through the use of corporate property, information, or position; (b) using corporate property, information, or position for personal gain; and (c) competing with the Corporation. Employees, advisors, officers, and directors owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises. Any questions as to the appropriateness of the conduct of any employee, advisor, officer, or director should be brought to the immediate attention to the Corporation's General Counsel.

7. FAIR DEALING: Each employee, advisor, officer and director must endeavor to deal fairly and in good faith with our stakeholders, competitors, suppliers, and employees. No employee, advisor, officer, or director shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

8. REPORTING VIOLATIONS AND COMPLIANCE: All our employees, advisors, officers, and directors have a duty to adhere to this Code of Business Conduct and Ethics. It is our intention to enforce the policies expressed in this Code of Business Conduct and Ethics. If confronted with an ethical question, employees are

strongly urged to discuss this matter either with their supervisor or the Corporation's General Counsel. As discussed in **Section 3** of this Code of Business Conduct and Ethics, concerns regarding questionable accounting or auditing matters should be brought to the attention of the Audit Committee. We will respect the confidentiality of all such discussions, and we further want to assure all of our employees, advisors, officers, and directors that they need have no fear of retaliation or retribution for having acted in good faith in calling unethical conduct to the attention of management.

All allegations will be investigated by the proper corporate, business unit, or department personnel, and, upon the advice and approval of the Corporation's General Counsel, will be reported to the appropriate authorities. In order to facilitate the implementation of this Code of Business Conduct and Ethics, employees, advisors, officers, and directors have a duty to cooperate fully with the investigation process and to maintain the confidentiality of investigative information unless specifically authorized to disclose such information.

Employees, advisors, officers, and directors who provide information to, or assist in any investigation or proceeding by the Corporation, federal government or law enforcement agency regarding any alleged violation of fraud laws or SEC rules and regulations will not be subject to retaliatory action for their cooperation in such matters. It is a violation of this policy and federal law for any employee, officer or director to retaliate against an employee because the employee provides such cooperation. Any employee who believes he or she has been the subject of retaliation should report the matter to his or her supervisor. If the employee's manager is involved in the alleged retaliation, the employee should contact the Corporation's General Counsel.

Employees, advisors, officers, or directors who fail to comply with the standards of behavior that we have described in this booklet are subject to disciplinary action that may include termination of service, referral for criminal prosecution, and reimbursement to the Corporation for any losses or damages resulting from the violation. Discipline may also be imposed for conduct that is considered unethical or improper even if the conduct is not specifically covered by our Code of Business Conduct and Ethics or is considered illegal.

No code or set of values can address every ethical choice we face in business; no communication system or oversight group can ensure complete compliance. Each of us must use good common sense and judgment in our personal conduct.

9. DISCRIMINATION AND HARRASSMENT: The diversity of the Corporation's employees, advisors, officers, or directors is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment, and we will not tolerate any illegal discrimination or harassment of any kind.

10. HEALTH AND SAFETY: The Corporation strives to provide each employee, advisor, officer, or director with a safe and healthy work environment. Each employee, advisor, officer, or director is responsible for maintaining a safe and healthy workplace for all employees, advisors, officers, or directors by following safety and health rules and practices, and by reporting accidents, injuries, and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees, advisors, officers, or directors should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The Corporation has policies on illegal drugs and alcohol, including drug and alcohol testing and rehabilitation alternatives. Please consult with your supervisor if you have any questions regarding these policies.

11. INSIDER TRADING: Employees, advisors, officers, or directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Corporation should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but illegal.

Any employee, advisor, officer, or director who is uncertain about the legal rules involving a purchase or sale of any Corporate securities, or any securities in companies

that he or she is familiar with by virtue of his or her work for the Corporation, should consult the Corporation's General Counsel before making any such purchase or sale.

12. AMENDMENT, MODIFICATION, AND WAIVER: This Code of Business Conduct and Ethics may be amended, modified, or waived by the Board of Directors of the Corporation. Any change to, or waiver of, this Code of Business Conduct and Ethics for executive officers, advisors, or directors must be disclosed promptly to our stockholders by publishing a statement on our website.

Any questions you may have on this Code of Business Conduct and Ethics or its administration should be referred to your immediate supervisor, or to the Governance and Compliance Counsel.

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