

# CODE OF BUSINESS CONDUCT AND ETHICS

**Policy Owner:** Chief Legal Officer / General Counsel

## 1.0 Purpose

Create an environment to do our best work while maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics (“Code of Conduct”) of Definium Therapeutics, Inc. (the “Company”) reflects the business practices and principles of behavior that support this commitment.

## 2.0 Scope

This Code of Conduct applies to every director, officer and employee of the Company. The Company expects each such individual to read, understand and professionally conduct themselves according to this Code of Conduct.

## 3.0 Responsibilities

**Compliance Officer** - Company’s Chief Legal Officer/General Counsel or, in his/her absence, Company’s Chief Executive Officer (in either case, the “Compliance Officer”):

- Oversees the Company’s entire compliance program, including awareness, training and review and
- Serves as the main point of contact for any questions or concerns relating to possible violations of law, the Code of Conduct or other Company policy.

The Compliance officer is reachable at: [compliance@definiumtx.com](mailto:compliance@definiumtx.com).

## 4.0 Policy

It is the Company’s policy to promote the highest standards of integrity by conducting its affairs in an honest and ethical manner. The integrity and reputation of the Company depends on the honesty, fairness and integrity brought to the job by each person associated with the Company.

It is the responsibility of each employee to apply common sense and his/her highest personal ethical standards in making business decisions and interacting with people and entities.

The Company will provide a copy of this Code to all new directors, officers and employees and, upon a change to the Code, to all current directors, officers and employees. Additionally, the Company will also provide periodic compliance training from time-to-time as a supplement this Code of Conduct.

The Company will take reasonable steps to monitor compliance with the Code of Conduct, including the establishment of monitoring systems that are reasonably designed to detect violations of the Code of Conduct. Additionally, the Company will periodically review the Code of Conduct, and when necessary or desirable, make recommendations to ensure:

- its continued conformance to applicable law,
- that it meets or exceeds industry standards, and
- that any weaknesses revealed through monitoring and reporting systems are eliminated or corrected. The Company may revise, change or amend the Code of Conduct, or any policies or procedures, at any time.

After carefully reviewing this Code, you must sign the Certification attached hereto, indicating that you have received, read, understand and agree to comply with this Code. The acknowledgment must be returned either electronically in a manner provided for by the Company within ten (10) business days of your receipt of this Code and otherwise as required by the Company. All directors, officers and employees will each be required to annually certify compliance with the Code. The failure to certify such compliance or any false certification, even if directed by a supervisor, is grounds for disciplinary action by the Company.

Violations of the Code of Conduct are severe and any employee who violates the standards in the Code of Conduct may be subject to disciplinary action. Please do not hesitate to ask the Compliance Officer questions about whether any conduct may violate the Code of Conduct.

## **5.0 Legal Compliance**

The Company's success depends upon its executives, officers and directors operating within legal guidelines and cooperating with local, national and international authorities. The Company expects you to understand the legal and regulatory requirements applicable to its business and your areas of responsibility. When unsure, the Company wants you to seek advice from the Compliance Officer.

As a biopharmaceutical company developing novel product candidates to treat brain health disorders, the Company is in one of the most heavily regulated industries in the world. The Company recognizes this and accordingly supports, acknowledges, and is committed to compliance with all applicable laws, rules and regulations governing the pharmaceutical and biotechnology industries, including U.S. federal and state anti-kickback and fraud and abuse laws. In addition, the Company does not make "facilitation payments" or "kickbacks" of any kind, regardless of whether such payments are permitted under applicable law.

Violation of laws, rules and regulations of any country may subject an individual and/or the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation.

A. **Insider Trading.** Personnel who have access to material information that is not yet publicly available ("material nonpublic information") about the Company, or about other publicly traded companies with which the Company has business dealings, are not permitted to use or share that information

for stock trading purposes or for any other purpose, except to conduct Company business. Please refer to the Company's Insider Trading Policy for more information.

**B. International Business Laws.** You are expected to comply with the applicable laws in all countries the Company does business in and to which you travel. The Company also expects its employees, officers and directors to comply with applicable U.S. and Canadian laws, rules and regulations governing the conduct of business by its citizens, and corporations outside the U.S. and Canada.

These laws, rules and regulations, which extend to all Company activities outside the U.S. and Canada include:

- Foreign corrupt practices legislation, which prohibits the payment of bribes, kickbacks or other inducements to foreign officials and directly or indirectly giving anything of value to a government official (or a political party, candidate for public office or official of a public international organization) to obtain or retain business, to influence or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- Embargoes, which generally prohibit companies, their subsidiaries and their employees from doing business with, or traveling to, countries subject to sanctions imposed by the U.S. or Canadian governments, as well as doing business with specific companies and individuals identified on published lists;
- U.S. and Canadian export controls, which restrict exports from the U.S. and Canada and re-exports from other countries of goods, software and technology to many countries, and prohibit transfers of domestic-origin items to denied persons and entities; and
- Antiboycott regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. or Canada person.

Please review the Company's Anti-Corruption Policy, which provides detailed guidance regarding compliance with these laws.

**C. Antitrust Laws.** Antitrust laws are designed to protect the competitive process. These laws generally prohibit:

- formal or informal agreements (including coordination) with competitors that may harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- formal or informal agreements that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through exclusionary or otherwise anti-competitive conduct.

Certain kinds of information, such as the Company's non-public commercial, marketing and other strategies, identification of local business partnerships, and any other information that may be competitively sensitive, should not be exchanged with competitors, regardless of the purpose, whether formal or casual, and whether the setting is business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages in the millions of dollars. Antitrust investigations can also be highly distracting from the Company's core business, requiring significant attention from business personal and requiring significant monetary resources. Violations of the antitrust laws also risk reputational damage to the Company. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where the Company does business can be difficult, and you are urged to seek assistance from your supervisor or the Compliance Officer whenever you deem suitable.

**D. Environmental Compliance.** Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. The Company expects employees to comply with all applicable environmental laws.

**E. Workplace Safety Laws and Regulations.** The Company conducts its operations with the highest regard for the safety and health of all employees and is committed to maintaining a safe and healthy workplace. Employees must comply with all established safety rules and procedures, as well as all applicable federal, state and local health and safety laws. When an unsafe condition or practice is identified, appropriate action must be taken to correct the condition and to prevent it from happening again. Employees must report any violation of a safety rule, procedure or law of which they are away or any accident, workplace injury, or any situation presenting a danger of injury.

## **6.0 Fair Dealing**

The Company strives to outperform its competition fairly and honestly. Advantages over the Company's competitors are to be obtained through superior performance of the Company's products, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance the Company's interests.

You are expected to deal fairly with the Company's partners, suppliers, contributors, employees and anyone else with whom you have contact in the course of performing your job.

## **7.0 Conflicts of Interest**

The Company's employees, officers and directors should avoid any conflict or potential conflict between their personal interests (including those of immediate family members (as defined in the Company's Related Person Transactions Policy)) and the best interests of the Company. For example, conflicts may arise if you or an immediate family member:

- Have a connection to one of the Company's competitors, customers, partners or service providers. Please inform the Company about any potential conflicts you may have.

- Establish or hold a significant financial interest in (exceeding USD\$50,000), or provide services to, any of the Company's competitors, customers, partners or service providers. For example, you cannot advise or serve on the board for a competitor of the Company, even if you are not compensated for your work, nor can you make a significant investment in one of the Company's competitors.
- Conduct business on behalf of the Company if you or an immediate family member have a personal stake in the outcome (other than the compensation you receive from the Company). Related-party transactions involving any executive officer or director must be publicly disclosed as required by applicable laws and regulations.
- Solicit contributions for any charity or political candidate from any person or entity that does business or seeks to do business with the Company.

Please note that the examples listed above extend to conflicts involving the personal interests of your immediate family members.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you should discuss the matter with your supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations without first seeking the approval of the Compliance Officer. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. The Audit Committee of the Company's Board of Directors shall review any potential or actual conflicts of interests involving the Company's directors and/or officers.

With respect to executive officers and directors of the Company, notwithstanding anything to the contrary herein, an action or relationship may be deemed a conflict if it meets the requirement for disclosure in the Company's periodic filings with the SEC pursuant to Item 404 of Regulation S-K or the requirements of applicable Canadian securities regulators and laws. For more information please refer to the Company's Related Person Transactions Policy.

## **8.0 Corporate Opportunities**

You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with the Company or through your use of corporate property or information. Even opportunities that are acquired privately by you may be a corporate opportunity if they are related to the Company's existing or proposed lines of business.

## **9.0 Gifts and Entertainment**

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with partners or customers or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a game or the theater or a round of golf) is a common and acceptable practice as long as it is not extravagant. Unless express permission is received from a supervisor or the Compliance Officer, gifts and entertainment cannot be offered, provided or accepted by any employee, officer or director unless consistent with customary business practices and not (a) exceeding USD250.00 in monetary value, (b) in cash, (c) susceptible of being

construed as a bribe or kickback, (d) made or received on a regular or frequent basis or (e) in violation of any laws.

## **10.0 Political Contributions**

As stated in the Company's Government Affairs Policy, no employee, officer or director shall make any contribution or provide any financial support to any political party or candidate on behalf of the Company except as may be pre-approved by the Compliance Officer. No political contributions may be used as a subterfuge for bribery. This prohibition shall not prohibit employees, officers and directors from any political activity that is made in a personal capacity and not on behalf of the Company.

## **11.0 Confidentiality**

One of the Company's most important assets is its confidential information. The Company sometimes shares confidential information with its employees, officers and directors and expects you to keep that information confidential, and not disclose or use it except as needed to perform your work or service here, as you agreed in your confidentiality agreement with the Company. Unless you are informed otherwise, you should assume that everything (financials, strategy and plans, scientific and technical data, details and results of the Company's studies and clinical trials, information about the Company's product candidates, personnel information, legal disputes, etc.) is confidential.

In addition, because the Company interacts with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat the Company's confidential and proprietary information.

All of the Company's employees, officers and directors have a duty to refrain from disclosing to any person confidential or proprietary information about the Company or any other company learned in the course of employment or engagement by the Company. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other Company employees, unless those employees have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks, memory sticks, laptop computers, tablets and mobile devices, should be stored securely. Unauthorized posting or discussion of any information concerning the Company's business, information or prospects on the Internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and "quasi-public" areas within the Company. Please take special care when talking to your friends, family, or others about the Company or its industry.

In addition to the above responsibilities, if you are handling information protected by data privacy laws and regulations, then you must handle that information in accordance with such laws and regulations as well as any applicable Company policies and procedures.

Notwithstanding the foregoing, nothing in this Code of Conduct, including the confidentiality restrictions, or in any other Company policy or agreement between the Company (or its affiliates) and any

employee, officer or director shall be construed to restrict or prohibit any employee, officer or director from providing information to any federal, state, provincial or local government agency responsible for the enforcement of laws or regulations applicable to the Company, or reporting any possible violations of law or regulation to any federal, state or local government agency.

## **12.0 Equality and Harassment**

The Company is an equal opportunity employer. The Company is committed to fostering a work environment in which all individuals are treated with respect and dignity and is committed to promoting and maintaining an inclusive, high-performing culture.

The Company does not tolerate unlawful discrimination, retaliation or harassment. The Company expects that all relationships among persons in the workplace will be business-like and free of unlawful discrimination, bias, prejudice and harassment. Prohibited harassment includes conduct that is intended to or that has the effect of unreasonably interfering with a fellow employee's work performance or creating an environment that is intimidating, hostile, or offensive to the employee. Any hostile or demeaning behavior based upon an employee's race, religion, national origin, age, gender, disability, sexual orientation, marital status, veteran status or any other protected status under applicable law will be construed as a violation of this policy and will be dealt with as such.

The Company supports and respects the protection of human rights, and we strive to ensure that we are not complicit in human rights abuses. The Company upholds the freedom of association and the effective recognition of the right to collective bargaining, and prohibits all forms of forced and compulsory labor, including a prohibition on child labor in any form.

## **13.0 Clinical Trials**

The Company is committed to conducting all of its clinical trial activities in accordance with the International Council for Harmonization – Good Clinical Practice (ICH – GCP) and the ethical principles articulated in the Declaration of Helsinki, as well as applicable laws and regulations. Compliance with these standards provides public assurance that the rights, safety and wellbeing of trial participants are protected, and ensures the integrity of the data collected. It is our goal to ensure that our trials are conducted under the direction of experienced investigators and in compliance with protocols that have received all necessary prior approvals from institutional review boards (IRBs), independent ethics committees (IECs), or other applicable regulatory bodies.

## **14.0 Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting**

The integrity of the Company's records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries in the Company's books of account. Therefore, the Company's corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or otherwise, is strictly prohibited. The Company requires that:

- no entry be made in the Company's books and records that intentionally hides or disguises the nature of any transaction or of any of the Company's liabilities or misclassifies any transactions as to accounts or accounting periods;

- transactions be supported by appropriate documentation;
- the terms of commercial transactions be reflected accurately in the documentation and all such documentation be reflected accurately in the Company's books and records;
- personnel comply with the Company's system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

The Company's accounting records are also relied upon to produce reports for the Company's management, shareholders and creditors, as well as for governmental agencies. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that the Company's public disclosure is accurate and transparent. In addition:

- no employee may knowingly take or authorize any action that would cause the Company's financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC/Canadian securities regulators or other applicable laws, rules and regulations;
- all employees must cooperate fully with the Company's accounting and audit teams, as well as the Company's independent registered public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of the Company's filings or furnishings with the SEC/Canadian securities regulators or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of the Company's filings or furnishings accurate in all material respects.

## **15.0 Waivers**

Any waiver of this Code of Conduct for executive officers (including, where required by applicable laws, the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) or directors may be authorized only by the Board, or to the extent permitted by the rules of The Nasdaq Stock Market LLC, a committee of the Board, and will be disclosed to shareholders as required by applicable laws, rules and regulations.

Unless such a waiver is authorized by the Board, or a committee of the Board where permitted, any conduct by a director or officer that constitutes a material departure from the Code of Conduct may constitute a material change within the meaning of Canadian securities regulations and require disclosure.

## **16.0 Compliance Standards and Procedures; Anonymous Whistleblower Hotline**

**Compliance Resources.** To facilitate compliance with the Code of Conduct, the Company has implemented a program of awareness, training and review. The Company has established the position of Compliance Officer to oversee this program. If you become aware of a possible violation of the law, the

Code of Conduct or other Company policy your most immediate resource is your supervisor. If you feel uncomfortable discussing the matter with your supervisor, you should contact the Compliance Officer.

You may also make reports of a possible violation via the Company's anonymous whistleblower hotline. This hotline can be reached

- by telephone at 1-855-662-SAFE (1-855-662-7233)
- online at <https://safeline.com/SubmitReport>

Please include Company ID: 1526573484. You will not be subject to disciplinary action or retaliation for any good faith report of a possible violation of the law, the Code of Conduct or other Company policy.

**Clarifying Questions and Concerns; Reporting Possible Violations.** If you encounter a situation or are considering a course of action and its appropriateness is unclear, you should discuss the matter promptly with your supervisor or the Compliance Officer.

If you are aware of a suspected or actual violation of the Code of Conduct standards by others, you have a responsibility to report it. You are expected to promptly provide, through one of the channels described in this Code of Conduct, a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation.

Supervisors must promptly report any complaints or observations of Code of Conduct violations to the Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact the Compliance Officer directly. The Compliance Officer will investigate all reported violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Compliance Officer will consult with the legal department, the Human Resources department and/or the appropriate committee of the Board.

If any investigation indicates that a violation of the Code of Conduct has probably occurred, the Company will take such action as it believes to be appropriate under the circumstances. If it is determined that an employee is responsible for a Code of Conduct violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution.

The Audit Committee shall be notified promptly of all complaints determined to pertain to an accounting, internal accounting controls and auditing concerns ("Accounting Matters") and shall determine the planned course of action with respect to the complaint. The Audit Committee chair and the Audit Committee shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken.

It is the Company's policy to comply with all applicable laws that protect the Company's employees against unlawful discrimination or retaliation by the Company or the Company's agents as a result of their lawfully reporting information regarding, or their participation in, investigations involving Accounting Matters. If any employee believes he or she has been subjected to any harassment, threat,

demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints regarding Accounting Matters in accordance with this Code of Conduct, he or she may file a complaint with the Compliance Officer. If it is determined that an employee has experienced any improper employment action in violation of this Code of Conduct, the Company will endeavor to promptly take appropriate corrective action.

#### **17.0 Dissemination and Amendment**

The Company reserves the right to amend, alter or terminate this Code of Conduct at any time for any reason. The most current version of this Code of Conduct can be found at the Company's intranet as well as its corporate website.

This document is not an employment contract between the Company and any of its employees, officers or directors and does not alter the Company's at-will employment policy.

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## 18.0 Revision history

<b>Version</b>	<b>Date</b>	<b>Description</b>	<b>Author</b>
1.0	January 1, 2022	Initial version	CLO
2.0	October 18, 2022	Overall CoC refresh, new formatting standard and language clarifications	Internal Legal Team
3.0	April 11, 2025	Overall CoC refresh, new formatting standard and language clarifications	Legal Team

## Latest Version Reviews and Approvals

Robert Barrow, CEO	April 11, 2025

**CODE OF BUSINESS CONDUCT AND ETHICS**

**CERTIFICATION**

To: **DEFINIUM THERAPEUTICS, INC.**

I, \_\_\_\_\_, certify that I have received, read and understand the **DEFINIUM THERAPEUTICS, INC.** Code of Business Conduct and Ethics (the “Code”). I hereby agree to comply with the specific requirements of the Code in all respects during my employment or other service relationship with **DEFINIUM THERAPEUTICS, INC.** I understand that this Code constitutes a material term of my employment or other service relationship with **DEFINIUM THERAPEUTICS, INC.** (or a subsidiary thereof) and that my failure to comply in all respects with the Code is a basis for termination for cause. If I become aware of a violation of the Code by an employee or representative of **DEFINIUM THERAPEUTICS, INC.**, I will report it in accordance with the reporting mechanisms in the Code.

(Signature)

(Name)

(Date)