

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.

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.

CONFIDENTIALITY

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

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 or 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 Craig Denson
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	craig@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

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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.

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: _____

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