

CODE OF BUSINESS CONDUCT AND ETHICS

1. General

Boroo Pte Ltd (the “**Boroo**”) is committed to the highest standards of legal and ethical business conduct. This Code of Business Conduct and Ethics (the “**business code conduct and ethics**”) summarizes the legal, ethical and regulatory standards that the Boroo must follow to promote integrity and deter wrongdoing and is a reminder to our directors, officers and employees of the seriousness of that commitment. Compliance with this Code and high standards of business conduct is mandatory for every director, officer and employee of the Boroo or any of its subsidiaries.

2. Introduction

Our business is becoming increasingly complex, both in terms of the geographies in which we function and the laws with which we must comply. To help our directors, officers and employees understand what is expected of them and to carry out their responsibilities, we have created this Code.

This Code is not intended to be a comprehensive guide to all of our policies or to all your responsibilities under law or regulation. It provides general parameters to help you resolve the ethical and legal issues you encounter in conducting our business. Think of this Code as a guideline, or a minimum requirement, that must always be followed. If you have any questions about anything in the Code or appropriate actions in light of the Code, you may contact any Legal counsel of the Company.

We expect each of our directors, officers and employees to read and become familiar with the ethical standards described in this Code and to affirm your agreement to adhere to these standards by signing the Compliance Certificate that appears at the end of this Code. Violations of the law, our corporate policies or this Code may lead to disciplinary action, including dismissal.

I. **We Insist on Honest and Ethical Conduct by All of Our Directors, Officers, Employees and Other Representatives**

We place the highest value on the integrity of our directors, our officers and our employees and demand this level of integrity in all our dealings. We insist on not only ethical dealings with others, but on the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Fair Dealing

Directors, officers and employees are required to deal honestly fairly in a manner which fosters a climate of mutual respect with our business partners, competitors, customers, security holders, suppliers, employees, consultants and other third parties including the communities in which we operate. In our dealings with these parties, we:

- prohibit bribes, kickbacks and any other form of improper payment, direct or indirect, to any representative of a government, labor union, business partner or other third party in order to obtain a contract, some other commercial benefit or government action. Employees must comply with MBM's anti-corruption, anti-bribery and anti-fraud policies, which specifically outline employee behavior regarding improper payments, in accordance with the legal framework and good practices in Peru.

- prohibit our directors, officers and employees from accepting any bribe, kickback or improper payment from anyone;
- prohibit gifts or favors of more than nominal value to or from our business partners;
- limit marketing and entertainment expenditures to those that are necessary, prudent, job-related and consistent with our policies;
- require clear and precise communication in our contracts, our advertising, our literature, and our other public statements and seek to eliminate misstatement of fact or misleading impressions;
- protect all proprietary data provided to us by third parties as reflected in our agreements with them;
- prohibit our representatives from otherwise taking unfair advantage of our business partners or other third parties through inaccurate billing, manipulation, concealment, abuse of privileged information or any other unfair-dealing practice; and
- conduct all material transactions in a transparent manner.

Conflicts of Interest; Corporate Opportunities

Our directors, officers and employees should not be involved in any activity that creates or gives the appearance of a conflict of interest between their personal interests and the interests of the Boroo In particular, unless specific permission has been provided by the Legal Counsel no employee, director or officer shall:

- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that:
 - competes with the Boroo;
 - supplies products or services to the Boroo; or
 - purchases products or services from the Boroo;
 - have any material interest (financial or otherwise), including significant stock ownership (over 10%), in any entity with which we do business that might create or give the appearance of a conflict of interest;
 - seek or accept any personal loan or services from any entity with which we do 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 to us (if in doubt, consult your supervisor or the Legal Counsel);
- accept any personal loan or guarantee of obligations from the Boroo, except to the extent such arrangements are legally permissible; or
- conduct business on behalf of the Boroo with immediate family members, which include spouses, sons and daughters, parents, siblings and persons sharing the same home whether or not legal relatives.

Provided, however, that only Board of Directors as a whole, shall have the authority to grant such permission to a director or officer.

Directors, officers and employees are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position.

Disclosure shall be made, in the case of directors and officers, to the Board of Directors of the Boroo in accordance with all applicable laws and regulatory policies, and in the case of employees, to the Boroo's Legal Counsel of the existence of any actual or potential conflict of interest.

Confidentiality and Corporate Assets

Our directors, officers and employees are entrusted with our confidential information and with the confidential information of our business partners. This information may include (1) technical or scientific information about current and future projects; (2) business or marketing plans or projections; (3) earnings and other internal financial data; (4) personnel information; (5) supply and customer lists; and (6) other non-public information that, if disclosed, might be of use to our competitors, or harmful to our business partners. This information is our property, or the property of our business partners and in many cases was developed at great expense. Our directors, officers and employees shall:

- Not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends;
- Use confidential information only for our legitimate business purposes and not for personal gain;
- Not disclose confidential information to third parties; and
- Not use Boroo's property or resources for any personal benefit or the personal benefit of anyone else. Boroo's property includes the Boroo internet, email, and voicemail services, which should be used only for business related activities, and which may be monitored by the Boroo at any time without notice.

Fundamental Rights

Boroo is committed to providing all employees a workplace that respects their basic human rights. Each director, officer and employee at Boroo has the right to work in an environment that is free from discrimination and harassment, including sexual harassment. Every director, officer and employee is responsible for taking all reasonable precautions not to demonstrate behavior that can be reasonably construed as discrimination or harassment. Boroo will take every incident of harassment or discrimination very seriously and any director, officer and employee that is found to have engaged in conduct constituting discrimination or harassment will be disciplined and, in appropriate circumstances, dismissed or removed from office, without prejudice to any legal action that may be taken in accordance with local law.

II. We Provide Full, Fair, Accurate, Timely and Understandable Disclosure

We are committed to providing our shareholders, investors and other stakeholders with full, fair, accurate, timely and understandable disclosure in the reports. To this end, our directors, officers and employees shall:

- not make false or misleading entries in our books and records for any reason;
- not condone any undisclosed or unrecorded bank accounts or assets established for any purpose;
- comply with generally accepted accounting principles at all times;
- notify our Chief Financial Officer if there is an unreported transaction;
- 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 our transactions;
- prohibit the establishment of any undisclosed or unrecorded funds or assets;
- maintain a system of internal controls that will provide reasonable assurances to our management that material information about the Boroo is made known to management, particularly during the periods in which our periodic reports are being prepared;
- present information in a clear and orderly manner and avoid the use of unnecessary legal and financial language in our periodic reports; and
- not communicate to the public any non-public information unless expressly authorized to do so.

The company may supplement the provisions of this Code with complementary Policies such as: Timely Closing Policy, Confidentiality Policy and Insider Trading Policy

III. We Comply With all Laws, Rules and Regulations

We will comply with all laws, rules, regulations and policies (collectively, the “Applicable Laws”) that are applicable to our activities, and expect all our directors, officers and employees to obey the Applicable Laws. Specifically, unless otherwise required by Applicable Laws, we are committed to:

- maintaining a safe and healthy work environment;
- promoting a workplace that is free from discrimination or harassment based on race, color, religion, sex, age, national origin, disability or other factors that are unrelated to the Boroo’s business interests;
- supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;
- conducting our activities in full compliance with all applicable environmental laws;
- keeping the political activities of our directors, officers and employees separate from our business;
- prohibiting any illegal payments, gifts, or gratuities to any government officials or political party;
- prohibiting the unauthorized use, reproduction, or distribution of any third party’s trade secrets, copyrighted information or confidential information;
- prohibiting the sale or export, either directly or through our representatives, of our products to countries where goods such as ours may not be sold; and
- complying with all applicable securities laws.

Our directors, officers and employees are prohibited from trading our securities while in possession of material, non-public (“inside”) information about the Boroo.

3. Reporting, Waiver and Effect of Violations

Compliance with this code of conduct is, first and foremost, the individual responsibility of every director, officer and employee. We attempt to foster a work environment in which ethical issues and concerns may be raised and discussed with supervisors or with others without the fear of retribution. It is our responsibility to provide a system of reporting and access when you wish to report a suspected violation, or to seek counseling, and the normal chain of command cannot, for whatever reason, be used.

Administration

Our Board of Directors have established the standards of business conduct contained in this Code and oversee compliance with this Code. Additionally, Boroo Legal Counsel ensure adherence to the Code. While serving in this capacity, Boroo Legal Counsel reports directly to the Board of Directors. Training on this Code will be included in the orientation of new employees and provided to existing directors, officers, and employees on an on-going basis. To ensure familiarity with the Code, directors, officers, and employees will be asked to read the Code and sign a Compliance Certificate annually.

Reporting Violations and Questions

Directors, officers, and employees must report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code to the Boroo Legal Counsel. Additionally, directors, officers, and employees may contact the Boroo Legal Counsel with a question or concern about this Code or a business practice. Any questions or violation reports will be addressed immediately and seriously and can be made anonymously.

We will not allow any harassment, retaliation or any type of discrimination against a director, officer or employee who acts in good faith in reporting any violation.

Our Boroo Legal Counsel will investigate any reported violations and will determine an appropriate response, including corrective action and preventative measures, involving the Chief Executive Officer when required. All reports will be treated confidentially to every extent possible, consistent with the need to conduct an adequate investigation. All complaints, results of investigations, if any, and reports will be retained for seven years.

Consequences of a Violation

Directors, officers and employees that violate any laws, governmental regulations or this Code will face appropriate, case specific disciplinary action, which may include immediate discharge. In addition, violation of any law, government regulation or this Code could result in legal action under local law.

Requests for Waivers

Requests for waivers from this Code must be delivered to the Boroo Ethics Officer, together with a summary of all relevant facts and circumstances. Waivers with respect to directors and officers may only be granted by the Boroo’s Board of Directors. Waivers with respect to non-officer employees may be granted by the Boroo’s Ethics Officer. The director, officer or employee to

whom a waiver is granted accepts that public disclosure of the granting of any such waiver may be required by applicable securities laws, regulations, policies or guidelines (including those of a stock exchange on which the Boroo's stock may be listed).

Names and Addresses**Reporting Contact:**

1) Sarantsatsral Gombosuren
Boroo Legal Counsel
Email: sarah@boroomc.com.sg

2) Compliance Officer
Email: oficialdecumplimiento@lagunasnorte.com

COMPLIANCE CERTIFICATE

I have read and understand the Code of Business Conduct and Ethics of Boroo Pte Ltd. (the "Code"). I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

I certify to Boroo Pte Ltd that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date: _____ Name: _____

Title/Position: _____

Mark one of the following:

A Statement of Exceptions is attached.

No Statement of Exceptions is attached