

CODE OF BUSINESS CONDUCT AND ETHICS

True Leaf Medicine International Ltd. (the “**Company**” or “**True Leaf**”) conducts its business in strict compliance with both the letter and spirit of all applicable laws and in full adherence with the highest standards of business integrity and ethics. Ethical business conduct as described in this Code of Business Conduct and Ethics (the “**Code**”) is part of all our dealings with our colleagues, customers, suppliers, investors and the general public. Our commitment to the highest standards helps us hire great people, create great products, and attract loyal clients.

1. General

The Code applies to the directors, officers (which term shall include executive officers) and employees (which term shall include consultants and contractors working for the Company under consulting agreements) of the Company and its subsidiaries. Directors, officers and employees are responsible for reading, understanding and complying with the Code.

The Code is not meant to be a comprehensive list of ethics and business conduct covering every possibility. If a director, officer or employee is confronted with a situation where further guidance is required, the matter should be discussed with your supervisor or a member of the True Leaf management team. If the matter cannot be resolved, it must be referred to True Leaf’s General Counsel, who has overall responsibility to provide guidance and ensure all enquiries and issues are addressed in a timely manner.

Nothing in this Code alters the terms and conditions of an employee’s employment or service provider arrangement.

This Code is meant to supplement and not replace any operating procedures or policies adopted by the Company or its subsidiaries in connection with the **Cannabis Act**, as well as any other laws applicable to the Company’s operations with respect to the growth, cultivation, production, manufacture and sale of medicinal cannabis for humans and pets.

True Leaf is committed to conducting its business affairs in compliance with all applicable laws, statutes, rules, regulations and stock exchange policies and expects directors, officers and employees acting on its behalf to do likewise. In addition, business dealings among directors, officers and employees, and by directors, officers and employees, with shareholders, customers, suppliers, community organizations and governmental and regulatory authorities must be based on principles of honesty, integrity and the ethical standards outlined in the Code.

2. Reporting Violations

Directors, officers and employees are expected not only to comply with various laws, statutes, rules, regulations, stock exchange policies and the Code’s ethical standards but are expected to report situations of non-compliance with respect to this Code of which they become aware. Beyond instances of non-compliance, directors, officers and employees may also report concerns relating to ethics and business conduct.

If any director, officer or employee chooses to remain anonymous, every effort will be made to respect this request. No one will be punished for asking about possible breaches of law, regulation or company policy. It is corporate policy not to take any action against a director,



officer or employee who reports in good faith regardless of whether or not the report proves to be accurate. Any allegation of a reprisal will be investigated.

Any report can be made to True Leaf's Chairman of the Board, Chief Executive Officer or General Counsel.

3. Disciplinary Matters

A failure to comply with the Code may result in disciplinary actions up to and including termination of employment. True Leaf's Board of Directors (the "**Board**") shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was intentional or inadvertent, the extent of the likely damage to the Company and its shareholders resulting from the violation and whether the individual has committed previous violations of the Code or another policy, if any, of True Leaf concerning ethical behavior.

The Board will provide written notice to an individual involved in the violation stating that the Board or such designee has determined that there has been a violation and indicating the action to be taken by the Board against the individual.

4. Integrity of Records and Compliance with Sound Accounting Practices

Accuracy and reliability in the preparation of all business records is of critical importance to the decision making process and to the proper discharge of financial, legal and reporting obligations. All business records, expense accounts, invoices, bills, payroll and employee records and other reports are to be prepared with care and honesty. False or misleading entries are not permitted in True Leaf's books and records. All of True Leaf's assets and liabilities are to be recorded in compliance with the Company's accounting and internal control procedures.

5. Protection and Proper Use of Assets

All directors, officers and employees have a responsibility to protect True Leaf's assets against loss, theft, abuse and unauthorized use or disposal. True Leaf's assets should only be used for legitimate business purposes. The term "**True Leaf's assets**" refers to all property whether tangible, intangible or electronic in form, which includes True Leaf's products, inventory, equipment, office supplies, facilities, computers and software, intellectual property, including but not limited to: proprietary information, trade secrets and confidential information.

6. Confidentiality

During the normal course of business, directors, officers and employees will have access to business and information records of a confidential nature. In some cases, the information may affect the value of True Leaf's shares or those of another company. Such confidential business information is not to be disclosed externally or used as a basis for trading in shares.

The confidential material of any such information could include information developed by other employees or information acquired from outside sources, sometimes under obligations of secrecy. Directors, officers and employees are expected to utilize such information exclusively



for business purposes and this information must not be disclosed externally without a confidentiality agreement and/or the prior approval of the Chief Executive Officer or Chairman or General Counsel. In cases where information or records are obtained under an agreement with a third party, such as license agreements or technology purchases, employees must ensure that the provisions of such agreements are strictly adhered to so that True Leaf will not be deemed to be in default. Unauthorized disclosure or use of information or records associated with these agreements could expose the employee involved and/or True Leaf to serious consequences.

7. Conflict of Interest

Directors, officers and employees should not engage in conduct, which is harmful to the Company or its reputation. All directors, officers and employees have an obligation to be free of conflicting interests when they represent the Company in business dealings or are making recommendations which could influence the Company's subsequent actions.

In general terms, a conflict of interest would exist when an obligation, or situation arising from the personal activities or financial affairs of a director, officer or employee, may adversely influence their judgment in the performance of their duties to True Leaf. It should be understood that the conflicting interest referred to throughout this section may be direct or indirect. For example, the interest may be that of the director, officer, employee, a family member, a relative, or a business enterprise in which any of these individuals has an interest, financial or otherwise. Conflicts of interest may include:

- A. Financial Interests:** a conflict of interest will likely exist when a director, officer or employee who is able to influence business with True Leaf, owns, directly or indirectly, a beneficial interest in an organization which is a competitor of True Leaf, or which has current or prospective business as a supplier, customer, or contractor with True Leaf. A conflict is not likely to exist, however, where the financial interest in question consists of shares, bonds or other securities of a company listed on a securities exchange and where the amount of this interest is less than one percent of the value of the class of security involved.
- B. Outside Work:** a conflict of interest will likely exist when a director, officer or employee, directly or indirectly, acts as a director, officer, employee, consultant, or agent of an organization that is a competitor of True Leaf, or which has current or prospective business as a supplier, customer or contractor with True Leaf. Similarly, a conflict of interest may exist when an employee undertakes to engage in an independent business venture or to perform work or services for another business, civic or charitable institution to the extent that the activity involved prevents such employee from devoting the time and effort to the conduct of True Leaf's business, which the employee's position requires. If a director, officer or employee has an agreement with True Leaf with respect to non-competition and/or non-solicitation, such agreement shall govern only to the extent of any conflict between this Code and such agreement.
- C. Gifts or Favours:** a conflict of interest will arise when a director, officer or employee, either directly or indirectly, solicits and/or accepts any gift or favour from an organization which is a competitor of True Leaf, or which has current or prospective business with True Leaf as a customer, supplier, or contractor. In such cases, the acceptance or prospect of gifts or favours may tend to limit or give the appearance of limiting the director-, officer- or employee-recipient from acting solely in the best interests of True Leaf in dealings with these organizations. For this purpose, a "gift" or "favour" includes



any gratuitous service, loan, discount, money or article of value. It does not include loans from financial institutions on customary terms; articles of nominal value normally used for sales promotion purposes; or ordinary business meals or reasonable entertainment consistent with local social or business customs.

- D. Trading with True Leaf:** a conflict of interest may exist when a director, officer or employee is directly or indirectly a party to any business transaction with True Leaf.
- E. Misappropriation of Business Opportunities:** a conflict of interest will exist when a director, officer or employee, without the knowledge and consent of True Leaf, appropriates for their own use, or that of another person or organization, the benefit of any business venture, opportunity or potential about which the director, officer or employee may have learned or may have developed during the course of his/her association with True Leaf. Employees, officers and directors of True Leaf are prohibited from: (i) taking for themselves personal opportunities that are discovered through the use of corporate property, information or position; (ii) using corporate property, information, or position for personal gain; and (iii) competing with True Leaf.

In accordance with all applicable privacy legislation, True Leaf respects the right of employees to privacy in their personal activities and financial affairs. The prime purpose of this section of the Code is to provide guidance to directors, officers and employees so that they can avoid situations in their personal activities and financial affairs, which are, or may appear to be, in conflict with their responsibility to act in the best interests of True Leaf.

Employees are requested to inform management and bring any potential or actual conflict of interest situation to the attention of the Chairman, Chief Executive Officer or General Counsel for discussion, review and written approval, if required.

As soon as a director or officer becomes aware that he or she has a potential or actual conflict of interest situation he or she must bring such conflict to the attention of the Board either in writing or in person at the next board meeting.

In respect of a conflicted officer, the Board shall determine whether the conflict is material or of sufficient concern to necessitate termination of such officer's involvement with True Leaf. If not, the Board shall determine what, if any, procedures shall be implemented to ensure that such officer's potential or actual conflict does not interfere with his or her duties to True Leaf and that he or she is not part of any decision making process where his or her potential or actual conflict could reasonably impair his or her ability to act in the best interests of True Leaf.

In respect of directors, all directors must keep the Board informed of actual or potential conflicts so that the disinterested board members may adopt appropriate procedures in light of such actual or potential conflict. Without limiting the foregoing, a director that has declared a potential conflict because he or she is (i) a party to a material contract or transaction or proposed material contract or transaction with True Leaf or (ii) a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with True Leaf, shall not attend any part of a meeting of the Board during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

Public disclosure shall be made with respect to the material interest of any officer or director of True Leaf in any material agreement or proposed agreement between True Leaf and that



director or officer. The majority of disinterested directors must consider the proper scope and nature of the disclosure.

8. Improper Business Payments

The following are deemed improper business payments and are therefore prohibited:

- A. the offering or accepting of bribes, payoffs or kickbacks made directly or indirectly to obtain an advantage in a commercial transaction or to influence any decision; and
- B. the offering of gifts, gratuities, entertainment or other similar payments, except to the extent customary and reasonable in amount and not in consideration for any improper action by the recipient.

In addition, the Corruption of Foreign Public Officials Act of Canada (“CFPOA”) and the United States Foreign Corrupt Practices Act (“FCPA”) as both amended contain certain prohibitions with respect to giving anything of value, directly or indirectly, to foreign government officials or certain other individuals in order to obtain, retain or direct business for or to any person. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by True Leaf’s directors, officers and employees or an agent acting on True Leaf’s behalf to a government official or employee, employee or agent of a state-owned or controlled enterprise, employee or agent of a public international organization, political party or official or any candidate for political office, including any family member or household member of any of the above, for the purpose of influencing any act or decision of such party or person or inducing such party or person to use his or her influence or to otherwise secure any improper advantage, in order to assist in obtaining or retaining business for, or directing business to, any person.

9. Laws, Statutes, Regulations and Stock Exchange Policies

True Leaf is required to maintain compliance with various laws, statutes, rules, regulations and stock exchange policies governing activities in the jurisdictions in which True Leaf carries on business, including but not limited to the Cannabis Act, CFPOA and FCPA.

This Code does not seek to provide legal guidance for all laws, statutes, rules, regulations and stock exchange policies that impact on the Company’s activities. There are, however, several items that warrant specific mention. These are listed below along with some general guidelines for compliance.

- A. Workplace Health and Safety Laws:** True Leaf is committed to create and maintain healthy and safe workplaces for its people. No level of violence or the threat of violence in the workplace will be tolerated. Employees are expected to comply with all safety laws, regulations and True Leaf policies (which may not necessarily be a law or regulation).
- B. Harassment:** True Leaf is committed to fostering a harassment-free workplace where all employees are treated with respect and dignity. The **Canadian Human Rights Act** protects employees from harassment based on race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability or pardoned conviction. Harassment at True Leaf is not tolerated. Any employee who is found to have harassed another individual may be subject to disciplinary action. Harassment will



not be tolerated at True Leaf's offices, off-site meetings, training sessions and on business trips. Any harassment should be reported to the Chief Executive Officer or any member of the True Leaf management team.

- C. Discrimination:** True Leaf does not discriminate on the basis of citizenship, race, colour, religion, sex/pregnancy, age, place of origin, ethnic origin or ancestry, sexual orientation, gender identity or expression, disability, veteran status, marital or family status, political affiliation, receipt of public assistance or any other factors prohibited by federal, state/provincial, or local law. This policy applies to all terms and conditions of employment including but not limited to hiring, placement, promotion, termination, layoff, transfers, leave of absence, compensation and training. In addition, True Leaf does not and will not condone any discriminatory conduct of its agents and non-employees who have contact with employees during working hours. Discrimination will not be tolerated. Any discrimination should be reported to the Chief Executive Officer or any member of the True Leaf management team.
- D. Alcohol & Drugs:** True Leaf's position on substance abuse is simple. It is incompatible with the health and safety of its employees and it is not permitted. While consumption of alcohol is not banned at our offices or events, employees are urged to utilize good judgment and never drink in a way that leads to impaired performance, inappropriate behavior, endangering the safety of others or that violates the law. Illegal drugs in our offices or at sponsored events are strictly prohibited. If a manager has reasonable suspicion to believe an employee's use of drugs and/or alcohol may adversely affect the employee's job performance or the safety of the employee or others in the workplace, the manager may request an alcohol and/or drug screening. A reasonable suspicion may be based on objective symptoms such as the employee's appearance, behavior or speech.
- E. Competition:** True Leaf is committed to the ideals of free and competitive enterprise. To comply with fair competition laws, True Leaf is required to make its own decisions on the basis of the best interests of True Leaf and must do so independent of agreements and understandings with competitors. Certain statutes and regulations prohibit certain arrangements or agreements with others regarding product prices, terms of sale, division of markets, allocation of customers and any other practice, which restrains competition.
- F. Securities Laws:** All directors, officers or employees must only trade in the shares of True Leaf in strict compliance with applicable securities laws. They must make themselves aware of matters pertaining to "*insider trading*" and the use of non-public information. Insider trading is a violation of True Leaf's rules and is against the law.
- G. Confidential Information:** Any director, officer or employee who possesses material, non-public information may not buy or sell True Leaf securities while such information remains non-public. These trading prohibitions apply to directors, officers at all levels and employees. The prohibition on such trading is based on such information potentially providing an unfair advantage to such director, officer or employee. You should consider information to be material if there is a reasonable prospect that an investor would consider the information to be important in arriving at a decision to buy, sell or hold True Leaf securities. If you have any questions about whether information is material or public, contact True Leaf's General Counsel.



H. Stock Exchange Policies: As a corporation listed on the Canadian Securities Exchange (the “CSE”), the Company is required to operate in strict compliance with the rules and policies of the CSE. All directors, officers and employees are responsible to ensure compliance with CSE policies insofar as they impact upon their field of responsibility.

I. Health Canada Considerations: The Company and its subsidiaries are dependent on licenses that are granted by Health Canada pursuant to the Cannabis Act. Accordingly, compliance with the Cannabis Act, the Controlled Drugs and Substances Act, requirements of Health Canada and related laws and regulations is to be considered the top operational priority for every director, officer and employee.

10. Amendments, Modification, Waiver and Termination of the Code

True Leaf reserves the right to amend, modify, waive or terminate the rules, guidelines and policies associated with this Code at any time for any reason. True Leaf will report any changes to this Code to the extent required by applicable regulatory authorities.

Any waiver of any provision of this Code made to any officer or director may only be made by the Board and any waiver of any provision of this Code made to any employee, officer or director will be disclosed as required pursuant to applicable stock exchange policies and rules.

11. Public Company Reporting and Other Public Communication

As a public company, it is of critical importance that True Leaf’s filings and submissions to securities regulatory authorities and stock exchanges are timely and accurate. Depending on his or her position with True Leaf, a director, officer or employee may be called upon to provide necessary information to assure that True Leaf’s public reports and documents filed with the securities regulatory authorities and stock exchanges and other public communications by True Leaf are full, fair, accurate, timely and understandable. True Leaf expects its directors, officers and employees to provide prompt, accurate answers to inquiries related to True Leaf’s public disclosure requirements.

All directors, officers and employees must, and must cause True Leaf to comply with the system of disclosure controls and procedures devised, implemented and maintained by True Leaf to provide reasonable assurances that information required to be disclosed by True Leaf in reports that it files or submits under the rules and regulations of the securities regulatory authorities or stock exchanges is properly authorized, executed, recorded, processed and reported.

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by True Leaf in the reports filed with the securities regulatory authorities or stock exchanges is accumulated and communicated to True Leaf’s management, as appropriate, to allow timely decisions regarding required disclosure.

12. Fair Dealing

True Leaf competes for its business fairly. All directors, officers and employees must observe the highest standards of ethical conduct in dealing with True Leaf’s employees as well as the outside parties with which True Leaf does business, including customers, suppliers and competitors. None of the directors, officers and employees should take unfair advantage of



anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

13. Administration of the Code

Responsibility for the periodic review and revision of this Code lies with the Board.

- A. Questions concerning the Code should be referred to the General Counsel; and
- B. Any reports of non-compliance with the Code or concerns relating to ethics and business conduct can be made to the Chairman, Chief Executive Officer or General Counsel.

Approved & Adopted by the Board of Directors on April 12, 2019.

RECEIPT AND ACKNOWLEDGEMENT

I, _____ hereby acknowledge that I have received and read a copy of the Code and agree to comply with its terms. I understand that if I violate any provisions of the Code that I may be subject to discipline by the Company up to and including termination.

Signature

Date