

CODE OF ETHICS

Section 1 Purpose

The purpose of this Code of Ethics (“**Code**”) is to communicate Columbia Care’s commitment to conducting business with integrity, honesty and respect, in compliance with applicable laws, regulations and policies, and in a manner that preserves Columbia Care’s reputation and deters unethical behavior and wrongdoing. This Code provides an overview of requirements, standards and expectations to guide you in carrying out your duties for, your dealings with, and when acting as a representative of, Columbia Care. It is not intended to cover every issue that may arise and may be supplemented by other policies that may be adopted by Columbia Care from time to time.

Section 2 Application

This Code applies to all members of the board of directors, officers, employees, consultants, contractors and agents (collectively “**Representatives**”) of Columbia Care Inc. and its affiliates and subsidiaries worldwide (collectively “**Columbia Care**” or “**Company**”). Adherence to this Code is a condition of employment with, or of providing services to, Columbia Care.

Section 3 Ethics and Integrity

3.1 Standards of Good Professional Ethics

All of Columbia Care’s business activities and affairs must be carried out ethically and honestly. Columbia Care expects all Representatives to conduct themselves with honesty and integrity and to avoid even the appearance of improper behavior. Anything less is unacceptable and may be treated as a serious breach of duty.

3.2 Good Ambassadorship

All Representatives are ambassadors of Columbia Care and its brands. All Representatives shall represent Columbia Care professionally, and act and communicate in a manner which upholds its good reputation and image at all times. This includes through the use of social media and other forms of digital or other communications. As Representatives’ actions are seen to reflect those of Columbia Care, all actions must reflect the policies and standards of Columbia Care.

3.3 Compliance with Laws, Code and Policies

All Representatives shall comply with the laws, rules and regulations of the jurisdictions where they carry out their duties and all jurisdictions where Columbia Care conducts its business activities. All Representatives shall comply with this Code and all Columbia Care policies that apply to them, including, without limitation, the Code of Ethics, Anti-Bribery and Anti-Corruption Compliance Policy, Insider Trading Policy, and Whistleblower Policy.

3.4 Bribery

In the United States and Canada, and in many other countries, it is illegal and/or contrary to applicable ethical codes, to provide, offer or accept a kickback or bribe. A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, loan, reward, advantage, benefit, thing of value or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes, the improper obtaining or rewarding of favorable treatment in a business transaction. Columbia Care’s policy is that kickbacks and bribes are illegal and not allowed.

Bribery, anti-kickback or similar laws could be applicable when a Representative receives or is offered payments, gifts or gratuities that might unduly influence Columbia Care’s business judgment or practices.

Representative must comply with this Code and all Columbia Care's policies that apply to them, including, without limitation, the Anti-Bribery and Anti-Corruption Compliance Policy and, if offered payments, gifts or other gratuities that might unduly influence the conduct of Columbia Care's business, should seek guidance from the Corporate Secretary.

3.5 Vendors, Suppliers, Customers and other Third Parties

Columbia Care is committed to treating all of its vendors, suppliers, customers and other third parties fairly, honestly and courteously. Representatives are to avoid unfair buying tactics and favoritism, and never take unfair advantage of any third party through manipulation, concealment, misrepresentation of material facts or any other unfair practice.

Legally, Columbia Care may be held liable for the actions of any third party acting on Columbia Care's behalf, including agents, representatives, business partners or promoters, as if Columbia Care had performed such actions. It is every Representative's responsibility to ensure that a compliance due diligence is performed prior to entering into business relationships with third parties. All agreements with vendors, suppliers, customers and third parties must be in writing and reviewed by the Corporate Secretary and must specify the goods and services to be provided and the fees to be paid. Such agreements must be in line with reasonable competitive and market practices, the principles established in this Code and relevant corporate policies. Throughout the business relationship, Representatives must continuously and properly monitor such third parties to prevent misconduct.

3.6 Fair Competition

Antitrust laws are designed to protect competition in the United States and Canada. Generally speaking, the following types of topics, and any others that may limit competition, should never be discussed with a competitor (including a potential or prospective competitor): prices, pricing policy, discounts or rebates (including competitive bidding practices); costs, profits, or profit margins; terms or conditions of sale, including credit terms and return policies; division of markets, market territories, customers or sales territories; market share of any products; marketing, advertising or promotional plans; controlling, preventing or reducing the supply of any product; pricing or promotional practices of wholesalers, dealers, distributors or customers; classifying, rejecting, terminating or allocating customers; or any other non-public and/or competitively sensitive information about Columbia Care or a competitor.

Each Representative is responsible for making sure that his or her actions on behalf of the Company do not in any way violate or appear to violate antitrust laws or regulations. When in doubt, seek assistance from the Corporate Secretary.

3.7 Fair Dealing

All business dealings undertaken on behalf of Columbia Care, including with its security holders, customers, suppliers, competitors and employees, must be conducted in a manner that preserves Columbia Care's integrity and reputation. Columbia Care seeks to avoid misrepresentations of material facts, manipulation, concealment, abuse of confidential information, or any other illegal or unfair practices in all activities undertaken by or on behalf of Columbia Care.

3.8 Conflicts of Interest

Representatives shall act honestly and in good faith in discharging their duties with a view to the best interests of Columbia Care. This means that Representatives are expected to put the interests of Columbia Care before their own. Representatives shall avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of Columbia Care, and shall promptly disclose any such conflict, or potential conflict, to the Corporate Secretary.

3.9 Corporate Opportunities

Representatives are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position and from using Columbia Care property, information or position for personal gain. Representatives are also prohibited from competing with Columbia Care, directly or indirectly, and owe a duty to Columbia Care to advance the legitimate interests of the Company when the opportunity arises.

3.10 Gifts and Entertainment

Representatives shall perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. Generally, Representatives shall not give or accept any gift, favour, entertainment, special accommodation or other items of value, to or from any vendors, suppliers, potential candidates, potential or actual business partners or other third parties except in strict compliance with Columbia Care's Anti-Bribery and Anti-Corruption Compliance Policy, this Code and with applicable law. No one working for Columbia Care shall accept financial compensation of any kind, nor any special discount, loan or favor, from persons, corporations or organizations having dealings or potential dealings with Columbia Care.

3.11 Charitable and Political Activities

Columbia Care values the culture of giving, of social engagement and of caring for others. Columbia Care wants to foster good relations within the communities where it operates. Representatives are encouraged to participate in local activities that address the needs of the communities in which they live and work and to participate as a private citizen in government and the political process, using your own money and your own time. It should always be clear to outside observers that these are your personal actions and not actions taken on behalf of Columbia Care.

Make sure your involvement in charitable or political activities is not prohibited by other Company policies or suggestive of anything improper, and do not use, without specific written authorization, any Company funds or resources to help or promote any charitable cause or political candidate or party.

Section 4 Safe, Respectful and Inclusive Workplace

4.1 No Discrimination, and Harassment

Columbia Care is committed to providing a collegial working environment in which all individuals are treated with dignity and respect. Each individual has the right to work in a professional atmosphere which promotes equal opportunities and prohibits discriminatory practices. Any discrimination or harassment, including on the basis of age, color, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion, sexual orientation, gender identity, gender expression or any other characteristics protected by law, is strictly prohibited.

4.2 Workplace Safety

Columbia Care is committed to providing a safe and healthy work environment that complies with all relevant laws and regulations. Workplace violence is not tolerated. Any misuse of alcohol or legal drugs (prescribed or un-prescribed), or the use of any illegal drugs, may jeopardize job safety and/or performance, and is prohibited in the workplace. No Representative shall enter the workplace under the influence of alcohol or such drugs that may impair safety and/or performance.

Section 5 Safeguarding Columbia Care's Assets and Information

5.1 Protection and Proper Use of Columbia Care's Assets

All Representatives shall deal with Columbia Care's assets, including all data, information (confidential or otherwise), records, products, material, facilities, inventory, "know-how", trade secrets, trademarks, copyrights and other intellectual property, and equipment, with the strictest integrity and with due regard to the interests of the Company. We must maintain the accuracy, confidentiality, privacy and security of these types of information in order to comply with all applicable privacy laws. Similarly, Representatives must not disclose commercially confidential or otherwise sensitive information. Columbia Care's assets may not to be used for personal gain or benefit. In addition, all Representatives must act in a manner to protect such assets from loss, damage, misuse, theft, misappropriation, disparagement and waste, and ensure that such assets are used only for legitimate business purposes.

The management of Columbia Care expects its employees to use internet access for business-related purposes (i.e., to communicate with customers and suppliers, to research relevant topics and to obtain useful business information). All existing Columbia Care policies apply to conduct on the internet, particularly (but not exclusively) those policies dealing with intellectual property protection, privacy, misuse of Columbia Care's resources, sexual harassment, information and data security and confidentiality. All employees must take special care to maintain clarity, consistency and integrity of the Columbia Care's corporate image and posture.

5.2 Confidentiality of Columbia Care's Information

Information is one of Columbia Care's key assets. It is Columbia Care's policy to ensure that its proprietary and confidential information, including proprietary and confidential information that has been entrusted to Columbia Care by others ("**Confidential Information**"), is adequately safeguarded. All Representatives are responsible for protecting Confidential Information, including information about Columbia Care's business, assets, opportunities, suppliers and competitors, from unauthorized advertent or inadvertent disclosure.

5.3 Communications

Representatives should take care to ensure that all business records and communications (including email, texts, and instant messages) are clear and accurate. Please remember that your business communications may be shared or become public through litigation, government investigation, or publication in the media. Potential risks from inaccurate or misleading statements include claims of false advertising, misrepresentation, breach of contract, securities fraud, unfair disclosure, and competition violations.

Representatives may not give an endorsement or other statement on behalf of Columbia Care or personal endorsement that identifies your affiliation with Columbia Care, except when approved by the Corporate Secretary. In addition, Representatives may not discuss Columbia Care's business, including financial condition, business or financial performance, products, or business prospects with anyone, including but not limited to financial analysts, actual, or potential investors without the prior approval of the Corporate Secretary. All requests for a representative of Columbia Care to participate in a financial conference (including speaking on a panel, or attending a dinner or any event that targets the financial community) must be referred to the Corporate Secretary for approval. If any such analysts or investors contact you please refer such inquiries to the Corporate Secretary. For more information, please see the Disclosure Policy.

5.4 Inside Information and Insider Trading Laws

Representatives are prohibited from buying or selling shares of Columbia Care if they are aware of nonpublic material information about Columbia Care (also referred to as “**inside information**”). Trading in shares while in possession of nonpublic material information is a violation of insider trading laws.

Material information can be positive or negative. Information is “material” if it would influence a reasonable investor in deciding whether to buy, sell or hold Columbia Care’s shares or, if disclosed to the public, would reasonably be expected to have a significant effect on the market price or value of the shares. Possible examples include financial information such as consolidated sales numbers, financial projections or the Company’s financial performance, the hiring or departure of key personnel, or significant inventory issues. Information is considered to be “public” two trading days after it has been widely released to the public through a press release or by making a SEDAR filing, giving the public markets adequate time to digest the material information.

Representatives are prohibited from disclosing inside information pursuant to the Insider Trading Policy. Only certain individuals who are authorized may publicly disclose nonpublic material information as provided in the Disclosure Policy. Improper disclosure, even accidentally, can violate insider trading laws. Disclosing nonpublic material information to other people, including immediate family members or friends, or recommending the purchase or sale of Columbia Care’s shares to others while aware of nonpublic material information, is known as “*tipping*” and is illegal. A person who receives the information (i.e. is “tipped”) and then trades in Columbia Care shares or informs others of that information is also in violation of insider trading laws.

5.5 Financial Integrity and Responsibility

Representatives are expected to act responsibly and exercise sound judgment with respect to matters involving company finances. Representatives must adhere to all applicable accepted accounting standards and practices, keep accurate, complete and timely records, submit accurate and complete reports as required, comply with Columbia Care’s system of internal controls, and sign only those documents you believe to be correct and complete.

Columbia Care will not (i) establish any undisclosed or unrecorded funds or assets for any purpose, (ii) enter into side agreements or other informal arrangements, either written or oral or (iii) not take any actions or fail to take any actions that would cause its financial records or financial disclosure to fail to comply with generally accepted accounting principles and all applicable laws, rules and regulations. All Representatives must cooperate fully and completely with Columbia Care’s accounting and audit teams, as well as Columbia Care’s independent public accountants and counsel, providing them with complete and accurate information and assistance. Representatives are prohibited from coercing, manipulating, misleading or improperly influencing Columbia Care’s internal or external auditors at any time. Representatives are prohibited from knowingly making, or causing or encouraging any other person from making, in any of Columbia Care’s public disclosure, any false or misleading statements or any omissions of any information necessary to make the disclosure complete and accurate in all material respects.

If you suspect or observe any irregularities relating to financial integrity and responsibility, immediately report them to the Corporate Secretary or the Nomination and Governance Committee.

Section 6 Compliance with and Violations of The Code

The Nomination and Governance Committee is responsible for reviewing and evaluating this Code at least annually and will recommend any necessary or appropriate changes to the Board of Directors for consideration.

6.1 Questions

If you have any questions about how this Code should be followed in a particular case, please contact the Corporate Secretary.

6.2 Reporting Violations of the Code – Whistleblower Policy

All Representatives shall adhere to Columbia Care's commitment to conduct its business and affairs in a lawful and ethical manner. All Representatives are encouraged to talk to the Corporate Secretary or the management team when in doubt about the best course of action in a particular situation and to report any breach or suspected breach of law, regulation, this Code or any of Columbia Care's corporate policies.

Columbia Care has adopted a Whistleblower Policy which provides procedures for reporting any breach or suspected breach of law, this Code or any of Columbia Care's corporate policies.

Columbia Care prohibits retaliatory action against any Representative who, in good faith, reports a possible violation of this Code. Any Representative who believes he or she has been retaliated against should promptly report it to the Corporate Secretary.

6.3 Consequences of Violation of the Code

Representatives may be required to certify their understanding of and compliance with this Code from time to time as applicable. Failure to comply with the Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of the Code may also violate certain Canadian and/or other laws. If it appears a Representative may have violated such laws, the Company may refer the matter to the appropriate authorities, which could lead to legal proceedings, penalties, fines or imprisonment.

6.4 Waivers of the Code

Waivers or exceptions to this Code will be granted only in advance and under exceptional circumstances by the Nomination and Governance Committee. Any waiver of this Code with respect to a member of the Nomination and Governance Committee may be granted only by the Audit Committee. Any waiver of this Code with respect to a Director or Executive Officer of Columbia Care may be granted only by the Board of Directors. Any such waiver shall be disclosed to the extent and in the manner required by applicable laws or stock exchange rules.

6.5 Publication of the Code

This Code, and any amendments, shall be posted on:

- The Company's website at www.col-care.com; and
- SEDAR's website at www.sedar.com.

Dated: April 26, 2019

Approved by: Board of Directors of the Company