



Insider Trading and Blackout Period Policy

Jushi Holdings Inc.

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Department: Legal

Policy Owner: Tobi Lebowitz, Legal Affairs

For updates or additions, please contact the Legal Department at legal@jushico.com

JUSHI HOLDINGS INC

INSIDER TRADING AND BLACKOUT PERIOD POLICY

1.0 PURPOSE

Jushi Holdings Inc. (the "**Company**") is a publicly-traded company listed on the NEO Exchange (the "**NEO**"). Trades in the Company's securities are subject to Canadian securities laws and regulations, as well as the rules and regulations of the NEO (collectively, "**securities laws**"). Securities laws generally prohibit trading or dealing in the securities of a company on the basis of Material Undisclosed Information. Anyone violating these laws is subject to personal liability and could face criminal and civil penalties, fines, or imprisonment as well as causing significant damage to the Company's reputation.

The purpose of this Insider Trading and Blackout Period Policy (the "**Policy**") is to assist Company Personnel (as defined below) in complying with their obligations. This Policy does not replace your responsibility to understand and comply with the securities laws, including the legal prohibitions on insider trading and, if applicable, your obligation for insider reporting.

Trading in securities of the Company, including without limitation the purchase and sale of subordinate voting shares and the exercise of stock options, by Company Personnel, must also avoid the appearance of impropriety, as well as remain in full compliance with securities laws. Accordingly, you must exercise good judgment when engaging in securities transactions and when relaying to others information obtained as a result of your employment with or other relationship to the Company. If you have any doubt whether a particular situation requires refraining from effecting a transaction in the Company's securities or sharing information with others, such doubt should be resolved against taking such action.

2.0 COMPANY PERSONNEL

The following persons are required to observe and comply with this Policy:

- (a) All directors, officers and employees of the Company or its subsidiaries;
- (b) Any other person retained by or engaged by or on behalf of the Company or any of its subsidiaries (such as a consultant, independent contractor, adviser, or other service provider) who receive or have access to Material Undisclosed Information; and
- (c) Any person who receives Material Undisclosed Information from any person described in (a) or (b) above.

3.0 MATERIAL UNDISCLOSED INFORMATION

"**Material Undisclosed Information**" is information that:

- (a) could reasonably be expected to have a significant effect on the market price or value of the Company's securities and includes a decision to implement such a change if such decision is made by the Board or by senior management of the Company who believe that confirmation of the decision by the Board is probable; or
- (b) a reasonable investor would consider to be important in making an investment decision regarding the purchase or sale of the securities of the Company;

and that has not been previously disclosed or published by means of a broadly disseminated news release or securities filing with a reasonable amount of time having been given for investors to analyze the information.

Examples of Material Undisclosed Information include but are not limited to: financial performance and significant changes in financial performance; significant changes to licensing or regulatory status; projections and strategic plans; major R&D and clinical milestones, major corporate acquisitions and dispositions; significant changes to major assets and operations; changes in ownership of the Company's securities that may affect the control of the Company; significant changes in senior management or to the Board of Directors; significant litigation; changes in corporate structure, such as reorganizations; changes in capital structure; significant new debt or material events of default; public or private sale of additional securities; entering into or loss of significant contracts; major labor disputes or disputes with major contractors, customers or suppliers; material regulatory or legal proceedings; takeover bids and issuer bids; and any decision to implement such a change by the Company's Law Department who believes that confirmation of the decision by the Company's Board of Directors is probable.

If you have any doubt whether certain information is Material Undisclosed Information then you should ***not*** trade or communicate such information. Information is "**non-public**" until it has been made available to investors generally, such as in publicly available reports filed with the applicable stock exchange or securities commission or in press releases issued by the Company. In general, information may be presumed to have been available to investors two business days after the formal release of such information.

4.0 PROHIBITED AND RESTRICTED ACTIVITIES

4.1 Insider Trading

You must not engage in trading of any securities, whether of the Company or of any other companies, while in possession of Material Undisclosed Information regarding such company or securities, including engaging in transactions in any securities of companies with which the Company does business, or may do business, when you are in possession of Material Undisclosed Information regarding such company or securities ("**insider trading**").

For the purposes of this Policy, "**securities**" shall include shares, convertible securities, options and restricted share units and includes securities that a person owns as well as those over which they have direct or indirect control or direction, which may include securities owned by others (such as family members) where the person directs or influences their investment decisions. Insider trading is illegal and strictly prohibited by this Policy.

Under this Policy, "**trading**" includes any sale or purchase of securities of the Company, including but not limited to: (a) buying or selling puts or calls or other derivative securities on the Company's securities; (b) selling securities acquired through the exercise of stock options granted under the Company's stock option plan; and (c) the acquisition of shares or any other securities pursuant to any Company benefit plan or arrangement. Notwithstanding item (c) above, regular purchases (or sales) in accordance with a previously approved automated trading plan are exempt from the foregoing prohibition; however, starting, stopping, or making changes to your Pre-Approved Trading Plan (defined below), is prohibited during any period of time you are in possession of Material Undisclosed Information about the Company.

4.2 Tipping

You must not disclose material, non-public or other confidential information relating to the Company or other companies, when obtained in the course of service to the Company, to anyone, inside or outside of the Company

(including family members) ("**tipping**"), except on a strict need to-know basis as is necessary in the course of the Company's business and under circumstances that make it reasonable to believe that the information will not be misused or improperly disclosed by the recipient. You must treat all information concerning the Company as confidential and proprietary to the Company. Any uncertainty concerning the disclosure of any such information to other persons in the course of the Company's business should be immediately brought to the attention of a member of the Board for resolution. You must also refrain from recommending or suggesting that any person engage in transactions regarding securities, whether of the Company or any other company, while in possession of Material Undisclosed Information about those securities or that company. Both the person who provides the information and the person who receives the information are liable under securities laws if the person who receives the information trades in securities based on the provided non-public information.

The question of whether a particular disclosure is being made in the necessary course of the Company's business is a mixed question of law and fact that must be determined on a case-by-case basis. However, the necessary course of business exception would generally only cover communications with:

- (a) vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing and supply contracts;
- (b) employees, officers and board member (who need to know that information in the course of carrying out their duties or functions to the Company);
- (c) lenders, legal counsel auditors, underwriters and financial and other professional advisors to the Company;
- (d) parties to negotiations;
- (e) labour unions and industry associations;
- (f) government agencies and non-governmental regulators; and
- (g) credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available).

However, the foregoing exceptions to tipping will not apply where the person proposing to make the disclosure knows, or ought to reasonably know, that the disclosure to the relevant party would or would be likely to result in such party engaging in prohibited trading activity, such as:

- (a) applying for, acquiring, or disposing of, securities, or entering into an agreement to apply for, acquire, or dispose of, securities; or
- (b) procuring another person to apply for, acquire, or dispose of, securities, or enter into an agreement to apply for, acquire, or dispose of, securities,

in breach of the relevant insider trading prohibitions.

For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media is a form of "tipping" and will not be considered to be in the necessary course of business.

When in doubt, all persons to whom this Policy applies should consult with the Law Department to determine whether disclosure in a particular circumstance is in the necessary course of business; and whether there is a reasonable risk that another person to whom disclosure is proposed to be made may engage in insider trading.

4.3 Hedging Transactions

You must not engage in hedging transactions. Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an employee to lock in much of the value of his or her shareholdings, often in exchange for all or part of the potential for upside appreciation in the shares. These transactions allow you to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, you may no longer have the same objectives as the Company's other shareholders. Therefore, you are prohibited by this Policy from engaging in any such hedging transactions.

4.4 Margin Accounts and Pledges

You must not hold securities of the Company in a margin account or pledge Company securities as collateral. Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, you are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan.

4.5 Pre-Clearing Transactions with the Law Department

You must seek prior approval from the Law Department before trading (“**Pre-Clearing**”). To contact the Law Department please email legal@jushico.com.

5.0 BLACKOUT PERIODS

Whether or not you are in possession of Material Undisclosed Information, without prior approval of the Board, you must not, directly or indirectly, trade in securities of the Company during any Blackout Period (as defined below). A "**Blackout Period**" is in place when there is, or is potential for, a significant event pending or there is information available but not yet disclosed.

The "**Blackout Period**" is for:

- (a) interim financial results, the period beginning at the end of the trading day that is two (2) weeks prior to the day the interim financial results are publicly disclosed and ending at the end of the first trading day after the interim financial results are publicly disclosed. This Blackout Period applies to all directors, officers, finance and accounting staff and corporate communications staff directly involved in the dissemination of the interim financial results;
- (b) annual financial results, the period beginning at the end of the trading day that is two (2) weeks prior to the day the annual financial results are publicly disclosed and ending at the end of the first trading day after the annual financial results are publicly disclosed. This Blackout Period applies to all directors, officers, finance and accounting staff, corporate communications staff directly involved in the dissemination of the annual financial results, and other Company's employees as determined by senior management;

- (c) news releases containing material information, other than financial results referred to in items (a) or (b) above, the period beginning at the later of (i) the end of the trading day that is one (1) week prior to the end of one trading day immediately following the time of the announcement or (ii) the day on which the Company learned of such material information; and in either case, ending at the end of the first trading day after such material information has been publicly disclosed. This Blackout Period applies to all directors and officers and other employees as determined by senior management; or
- (d) any other time and for any length of time as deemed necessary by the Company's senior management.

Where Company Personnel wishes to trade during the periods referenced in (a) or (b), above, he or she must seek the prior approval of the Board. If the Board is satisfied, in its sole discretion, that such trade would not constitute a trade while in possession of Material Undisclosed Information (if, e.g., the financial information not yet disclosed is limited to previously disclosed ordinary course expenses), then the Board may grant an exemption in respect of such trade.

All efforts will be made to advise of Blackout Periods as soon as possible; however, it is your responsibility to ensure that you are not in violation of the prohibition against trading during a Blackout Period by Pre-Clearing all transactions with the Law Department in accordance with this Policy.

6.0 PRE-APPROVED TRADING PLANS

Notwithstanding any of the prohibitions contained in this Policy, Company Personnel may trade in Company securities at any time pursuant to a trading plan (e.g. an automatic securities purchase plan) that has been properly adopted and is properly administered in accordance with National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* (a "**Pre-Approved Trading Plans**"). All adopted Pre-Approved Trading Plans must comply with all applicable policies established by the Company, in addition to complying with Canadian securities laws.

The rules applicable to Pre-Approved Trading Plans are complex and technical in nature, so you should not employ a Pre-Approved Trading Plan without obtaining advice from legal counsel. A Pre-Approved Trading Plan may not be adopted at any time when you are aware of material nonpublic information or are subject to a Blackout Period.

The Company reserves the right to consider and determine whether public announcement of a Pre-Approved Trading Plan should be made.

7.0 INSIDER REPORTING OBLIGATIONS

Canadian securities laws impose reporting requirements on certain insiders of the Company known as “reporting insiders”. **You are personally responsible** for determining whether you are a reporting insider and for compliance with reporting requirements under applicable securities laws.

8.0 COMPLIANCE

Your actions with respect to matters governed by this Policy are significant indications of your judgment, ethics, and competence. Any actions in violation of this Policy may be grounds for disciplinary action, up to and including immediate dismissal, as well as exposure to civil and criminal liability.

9.0 APPROVAL

Adopted by the Board as of June 7, 2019.

9.1 ACKNOWLEDGEMENT

Every Jushi director, officer, employee and consultant must acknowledge their receipt, review and understanding of this policy.