



MAKING *Life* BETTER

**The Green Organic
Dutchman
Code of Business
Conduct and Ethics**

A Commitment to Ethical Business Conduct

Making Life Better for our customers, shareholders, families and communities, means doing the right things, for the right reasons, in the right way. We want to be proud - not just of our results - but also of how we achieved them.

As The Green Organic Dutchman (TGOD) continues to grow into a global company, we must be sure that such growth does not come at the expense of our values. As a Canadian company engaged in a budding industry(!), we cannot forget we are setting an example - for both the cannabis industry and for Canada. As we make history, we should aspire not just to meet our legal requirements, but to become leaders in the field of ethical business conduct.

Our *Code of Business Conduct and Ethics* is intended to help us, and our business partners, make the right decisions as we evolve and grow our global footprint, our product offerings, and our company. While TGOD's business practices must be consistent with the business and social practices of the communities in which we operate, we believe our core principles - acting responsibly, with care, integrity, and respect in the pursuit of excellence, are transcendent ideals that remain essential standards anywhere we do business. Accordingly, while business practices will vary our values will remain the same. These principles form the basis of all our decision making, which in turn will shape our culture. Our continued success depends on ensuring these principles are infused into everything we do, and this *Code of Business Conduct and Ethics* is designed as a practical resource to help you do that.

Of course, good decisions are never made in a vacuum and you should never feel alone when facing an ethical dilemma. While this *Code of Business Conduct and Ethics* is intended as a useful guide, you should feel encouraged to approach your manager, supervisor, or any member of the executive team or Board of Directors with any concerns you may have. Doing business responsibly, with care, integrity, and respect, in the pursuit of excellence, means listening to concerns that are raised, and dealing with them head on.

This *Code of Business Conduct and Ethics* is Ours. Use it and be proud of it. It's not always a company's products that set it apart – it can also be its people and its principles. If we continue to act in accordance with our values, we will continue to contribute to our pursuit of excellence and to *Making Life Better*.

Brian Athaide

Brian Athaide

CEO

Csaba Reider

Csaba Reider

President

Table of Contents

Section 1 - Introduction

How to use this Code	4
Application	4
Our Responsibilities	4

Section 2 – We do Business with Integrity

Insider Trading	5
Financial Integrity, Books and Records, and Reporting	6
Interactions with Business Partners.....	7
Conflicts of Interest.....	8
Unfair Competition	9
Anti-Corruption.....	10
Privacy & Data Protection	11
Political Involvement.....	12

Section 3 – We do Business Respectfully

Communications	13
Social Media	14
Collaborative Work Environment.....	15
Workplace Harassment.....	16
Inclusion & Diversity	17
Performance Management.....	18

Section 4 – We do Business Responsibly

Travel & Expenses	19
Records Retention.....	20
Protecting Company Assets	21
Promotion Materials & Activities.....	22
Trade Controls.....	23
Product Quality & Safety.....	24

Environmental Responsibility..... 25
Fitness for Work..... 26

Section 5 – We Care about Doing the Right Thing

Making the Right Decisions..... 27
Consequences of Violations 28
Non-Retaliation 29
Reporting; Raising Concerns 30
Acknowledgement 31

Appendices

- Appendix A. Anti-Corruption Policy
- Appendix B. Disclosure and Confidentiality Policy
- Appendix C. Performance Management Policy
- Appendix D. Political Involvement Policy
- Appendix E. Data Protection Policy
- Appendix F. Procurement Policy
- Appendix G. Promotional Materials Review Policy
- Appendix H. Travel & Expense Reimbursement Policy
- Appendix I. Workplace Violence and Harassment Prevention Policy
- Appendix J. Whistle Blower Policy
- Appendix K. Record Retention Policy
- Appendix L. Insider Trading Policy

Section 1

Introduction

How to Use this Code

Each section of this *Code* is designed to identify and explain how to arrive at the right decisions when dealing with subjects that include elements of risk. These sections will, when possible, be accompanied by examples and practical guidance, that will help guide your own decision-making processes. Some sections may further include reference to a certain policy. Each policy referenced in this *Code of Business Conduct and Ethics* was created with our values in mind – those of acting responsibly, with care, integrity, and respect in the pursuit of excellence. Application of these policies may differ in some respects depending on the countries in which we operate, but our overall values will not change. The policies are designed simply to cover specific topics in more detail. In some cases, these policies will include procedural work flows to follow to ensure that adequate controls are in place to protect against, detect and control higher risk transactions.

Remember that while this *Code of Business Conduct and Ethics* helps us address some typical ethical and legal issues that we might face in our day-to-day operations, it cannot cover every potential scenario you may encounter. The *Code* is designed to familiarize us with the issues and with our policies; but it is not as comprehensive as these policies, and therefore should not be viewed as superseding them or as a substitute for using these policies when conducting relevant activities.

In most situations your own good judgment, and common sense, is the best tool to use when facing a potential ethical issue. However, should you ever have any doubts, or any questions, and neither the *Code of Business Conduct and Ethics* nor the applicable policies can provide you clarity, you should bring the issue to your immediate supervisor, to Human Resources, Legal, or Compliance. Alternatively, you may anonymously report your concern through **TGOD's Whistleblower Hotline at 1-833-228-1330**.

Application

This *Code of Business Conduct and Ethics* applies globally to all TGOD employees, TGOD affiliates and their employees, and members of our Board of Directors. Furthermore, TGOD expects that our business partners will abide by this *Code of Business Conduct and Ethics*, and our principles, when working with us, for us, and on our behalf. Given that this *Code of Business Conduct and Ethics* is intended to apply globally, some sections may be more applicable to certain functions, departments or countries, and it is the expectation that anyone who conducts business with us will use their good judgment in order to follow the spirit of this *Code* whenever and wherever possible.

Our Responsibilities

All TGOD employees and Board of Directors have a responsibility to maintain our high ethical standards. As such, we expect you to be professional, honest, and ethical in everything you do. We expect you to know our *Code of Business Conduct and Ethics*, to complete all ethics and compliance training in a timely manner, and to be a role model for your subordinates and colleagues. You are also required to report any concerns, cooperate in any investigation, and to be accountable for your actions. Violations of this *Code*, applicable law, or our policies, is grounds for corrective action – up to and including dismissal.

Section 2

We do Business with Integrity

Insider Trading

We may, from time to time during the course of our work, come across information or materials that is not public and which relates to our company, our customers or our business partners. Buying or selling securities, or enabling another person to buy or sell securities, while being aware of such non-public information, is considered “insider trading”. We do not tolerate insider trading. Accordingly, we may not buy or sell TGOD securities, or the securities of any other company, based on our knowledge of non-public information. This prohibition applies regardless of where in the world we live, work, or where the person who might receive the information lives or works. Some examples of non-public information would include the following if not otherwise publicly disclosed:

- Earnings and other financial information;
- Business conditions or strategies, including sales volumes, margins and other market conditions;
- Mergers, acquisitions, tender offers, joint ventures or other changes in assets;
- Changes in dividends, stock splitting, stock repurchase plans;
- Introduction of significant new products, services, licenses, or business development programs;
- Developments regarding customers or vendors;
- Changes in senior management;
- Confidential information about another company obtained during the course of work; and
- Borrowing activities.

For questions relating to our securities obligations, please consult TGOD’s Insider Trading Policy or contact the General Counsel.



- **Never buy or sell securities of any company, including TGOD, if you have inside information**
- **Never provide “tips” or encourage others to trade based on inside information**
- **Remember: This rule continues to apply even when you cease being a TGOD**

Financial Integrity, Books and Records, and Reporting

Accurate and complete business records are essential to the management of our business, and to maintaining our reputation and credibility. It is the responsibility of every employee to maintain complete and accurate financial and business records and statements. This includes contracts, financial statements, bills, invoices, expense reports, payroll and benefits records and other essential financial and business data. We are committed to providing full, fair, accurate, timely and understandable reports and disclosures to our shareholders, the public, and to regulatory authorities in the jurisdictions in which we operate. All employees and company personnel must comply with all applicable laws, rules and regulations, and industry codes applicable to our financial and business records. This includes making sure that our financial statements conform with TGOD's accounting policies and its system of internal financial and procedural controls. Employees are expected to report any observed or suspected violations of law, rule, regulation, policy or activity that might constitute financial fraud or financial misconduct to the General Counsel, Compliance, Audit, or any member of the Board of Directors.

Additionally, you may be involved in the collection of large amounts of information as part of your daily job, such as emails, spreadsheets, invoices, receipts, purchase orders and written agreements, that may need to be retained for business or legal purposes. It is important to keep this information and this documentation for the period of time required, and then properly dispose of it thereafter. For questions on what documents are business or legal documents, and how long they should be maintained, please consult TGOD's Record Retention Policy.

- **Be accurate and complete with our business records**
- **Understand and follow applicable laws and our policies when creating, retaining or destroying documents**
- **Never destroy documents in response to or in anticipation of litigation, an investigation or an audit**



Interactions with Business Partners

We strongly believe that our business and our communities are best served by doing business with integrity in full adherence to our company's values, which apply regardless of jurisdiction and local custom. Accordingly, we conduct business with persons and companies who share our commitment to high ethical standards and conduct, and who recognize the importance of operating in an environmentally and socially responsible manner. While there will be instances where we have business dealings with persons with whom we have pre-existing relationships, in those instances we are expected to disclose such relationships should they either interfere with our ability to objectively make decisions in the best interests of the company, or which could create the appearance of a conflict of interest.

While industry events, business meetings accompanied by a modest meal or which take place at a sporting event, or the provision of items of nominal value (such as company logoed mugs or hats), would be examples of appropriate interactions, the acceptance of lavish gifts or entertainment from our business partners can create the appearance that we put our personal interests ahead of the company's. It can also risk increasing our cost of doing business. Examples of gifts and entertainment might include meals, travel or accommodations, gift cards, samples, wine or tickets to cultural or sporting events. If you are concerned about whether or not a gift is nominal in nature, or part of usual business practices where you do business, please consult with the General Counsel or Compliance prior to accepting.

It is important that we select suppliers and vendors based on price, quality, delivery, service, reputation, environmental and business practices, and that we conduct due diligence on business partners who will be acting on our behalf. We must treat our business partners with fairness and respect, and ensure that we, and they, follow all applicable laws, rules, regulations and TGOD policies. For any questions related to the engagement of suppliers, consultants, business partners or contractors, please refer to our Procurement Policy.

- Entertainment must not seem excessive or inappropriate; if unsure, seek guidance from your manager or Compliance before accepting an invitation
- Gifts and entertainment must never create a sense of obligation for either party – it's never wrong to question the motive behind business gifts and entertainment
- Seek guidance from Compliance before providing a gift or entertainment to a public official
- Follow our Procurement Policy and approval processes

Conflicts of Interest

We have a responsibility to make decisions based on the best interests of the company, without consideration to how such decisions might otherwise affect us. A conflict of interest, or the appearance of a conflict of interest, can arise whenever we are in a position to make decisions that would place our personal, social, financial or political interests ahead of those of the company's. Employees and members of the Board of Directors are responsible for avoiding situations that present, or which could create the appearance of presenting, a conflict of interest between themselves and TGOD. It is every employee's responsibility report to tell your immediate supervisor or Corporate Compliance about situations when a conflict of interest may exist or could be created. Supervisors are encouraged to report the concern to Corporate Compliance who can assist with handling the situation.

Be alert for situations that may create the appearance of a conflict and avoid them whenever possible. It is your responsibility to advise your supervisor, the General Counsel or Compliance about situations where a conflict of interest may exist or could be created.

Examples of conflicts of interest include:

- A direct supervisory relationship with a family member or close friend
- A working relationship where we may have the ability to favourably impact compensation, work conditions or promotion prospects of a close friend or family member
- An outside activity, external directorship or work arrangement that interferes or competes with TGOD's business



Unfair Competition

We believe in the integrity of the capital markets, including the right of all parties to compete fairly and freely in open, competitive environments. Antitrust, unfair trade and/or competition laws vary from one country to the next, but generally focus on protecting competition and on ways of ensuring that businesses compete on the basis of quality, price and service. Unfair dealings, such as fixing prices, or allocating customers or markets between competitors, along with any other efforts aimed at obtaining or maintaining a monopolistic regime through something other than competition on the merits, are all prohibited. Violations of competition laws can result in damage to TGOD's reputation, monetary penalties or fines, and criminal penalties for those involved.

While it may be important to collect information about our competitors to compete effectively, such collection must be done in a lawful and ethical manner. Employees are expressly prohibited from engaging in illegal business arrangements, including entering into any unwritten "understandings" or agreements relating to the exchange of confidential or proprietary information with, or requesting such information from, competitors. Decisions with respect to product pricing should be made independently of our suppliers, vendors or consultants, to ensure our pricing decisions are not influenced in an inappropriate manner. To this end:

- We do not do business in a way that unfairly restricts trade, such as through anti-competitive agreements with competitors;
- We do not reach understandings or arrangements with our competitors relating to the apportionment of markets, customers, distributors, products or territories;
- We do not take unfair advantage of any person through unfair business practices, misrepresentation, manipulation, concealment, or the abuse of privileged information;
- We do not use deception, theft, misrepresentation, or other illegal or unethical means to gather information about our competitors; and
- We do not engage in communications with our competitors about issues such as prices, costs, discounts, rebates, customers, vendors, or any other aspect of sales that could create the appearance of an inappropriate arrangement.

Examples of activities in which competition issues arise include:

- Bid-rigging, or secretly making agreements with other bidders when submitting tenders
- Making availability of a product conditional on the purchase of another product or service
- Communications that show an anticompetitive intent, such as advertisements that are misleading, unfair or inaccurate, or which exchange competitively sensitive information amongst competitors

Anti-Corruption

It is against our values, policies, and the law, to participate in any form of bribery and corruption. Neither we, nor anyone acting on our behalf, may offer or pay a bribe, kickback, or any other improper payment to a foreign public official, or to gain an improper business advantage (or to even appear to do so). A foreign public official can include, without limitation, a person who holds a legislative, administrative, or judicial position in a foreign state, a person who performs public duties or functions for a foreign state (i.e. boards, commissions, authorities, regulators, crown corporations, etc.), or an official or agent of a public international organization formed by two or more states (i.e. UN, NATO, EU, etc.).

Bribery and corruption run contrary to our core values, and could seriously damage our business, our reputation, and our communities. Any person who engages in bribery or corruption on TGOD's behalf, including third parties, will be subject to discipline up to and including termination. As a result, we will always perform due diligence on third parties who act on TGOD's behalf in front of, or before, any governmental authority or foreign public official, prior to any engagement. Additionally, they, and TGOD, may be subject to fines, sanctions, and/or other criminal penalties. Accordingly:

- We never bribe, or offer, provide or promise anything of value with the intent of influencing the actions of governments or private individuals;
- We do not engage third parties to do indirectly what we cannot do directly; and
- We carry on our business respectfully, responsibly, and with integrity, in accordance with applicable laws, rules, regulations and company policies.

For questions relating to our anti-corruption and bribery obligations, including the appropriate procedures to follow when engaging third parties to act on our behalf, or when offering gifts, travel, hospitality, and entertainment to business partners, please consult TGOD's Anti-Corruption Policy or contact the General Counsel or Compliance.

How to avoid bribery and corruption charges:

- Never solicit, give, receive or promise any "item of value", either directly or indirectly, with the intent of helping TGOD obtain or retain an advantage. This includes offering, providing or receiving excessive or inappropriate gifts and entertainment
- Never make facilitation payments (or "grease payments"). These are typically small payments made, in some countries, to facilitate or expedite the performance of routine governmental actions, such as obtaining licences or permits
- Never knowingly facilitate any transaction involving or associated with the proceeds of bribery and corruption

Privacy and Data Protection

During the course of our work, we may collect personal information about identifiable individuals, including employees, customers, patients, and other persons or entities with whom we do business, which could include customer and patient names, addresses, and other personal details, or information relating to employee performance, remuneration, and other sensitive employment data.

We may also receive sensitive or proprietary information from third party business partners, which could include financial information, sales data, reports related to earnings, expenses and investments, pricing information, vendor contact lists, business development materials, costs of goods, policies, manuals, guidelines, standard operating procedures, company rules or guidelines, computer software, patents, research materials, design documents and specifications, marketing videos, promotional materials, sell sheets, memos, etc.

The collection and use of certain confidential information is important to our business but can also lead to harm should it be used or disclosed unlawfully. Accordingly, it is against company policy, and the law, to use confidential or personal information we collect for uses other than legitimate company business, or, in the case of personal information, for uses other than as expressly permitted. We respect the privacy of our customers and anyone else whose personal information we collect, and expect our employees and anyone acting on our behalf to:

- Protect the confidential or personal information entrusted to us using adequate and reasonable controls and protections;
- Not share or disclose personal information to third parties unless they have a legitimate need to know and such third party maintains at least the same standards of protection that we do;
- Respect proprietary information of our business partners;
- Comply with all applicable privacy laws, rules and regulations, including the requirement to obtain informed consent from persons regarding the collection, processing, accessing and disclosing of their personal information;
- Report any breach or potential breach to Compliance, in accordance with our Data Protection Policy, and applicable law.

For any questions relating to our privacy obligations, please refer to our Data Protection Policy, or contact the General Counsel or Compliance.

- Be sure to securely print, store and mark as confidential, any physical copies of materials that contain personal or health information
- Use care when sharing personal information with anyone inside or outside the company, and limit access and the amount of information only to those who need it in order to perform their duties
- Use and retain personal information only for as long as necessary to accomplish the legitimate purpose for which it was collected
- Be aware of and respect local privacy laws, especially when transferring any personal information outside its country of origin

Political Involvement

We respect, and actively encourage, employees and members of the Board of Directors, to participate in the political process and to engage in political activities of their choosing. In so doing, we demand from all employees and members of the Board of Directors the highest standards of professional conduct and ethics to ensure such activities comply with applicable laws and company policies.

Some federal and local governments have laws that restrict political contributions from companies and/or their employees, and accordingly any person making a personal political contribution should consult with Legal prior to making such contribution. While lobbying activities on behalf of the company are permissible, they are highly regulated and must be done only with oversight from Legal and Compliance. In particular:

- We seek approval from Legal before lobbying or meeting with government officials, engaging a lobbyist, or before inviting a government official to a TGOD site;
- We permit the lawful personal political activity of employees and members of the Board of Directors, so long as it is not on company time or at company expense;
- We do not use corporate funds or assets to support a governmental entity, political organization, party or candidate, except where permitted by applicable law; and
- Any corporate political contribution must be made in accordance with company policies, and only after receipt of written approval from Legal.

For more information on political contributions and how to make them, please refer to TGOD's Political Involvement Policy.

- Do not use company funds, assets or resources to support any political candidate or party or to engage in any lobbying activities
- Since political activities can sometimes create a conflict of interest, discuss any potential conflict with your manager, the General Counsel or Compliance if you plan to accept or seek a public office
- Regardless of the role you hold, be sure not to exert pressure on others to accept or support your political opinion



Section 3

We do Business Respectfully

Communications

We are committed to efficient, reliable, and accurate communications in all of our internal and external communications. Internally, we are committed to providing clear, concise, and ongoing communications to and amongst our employees and Board of Directors, consistent across forums and to various recipients. We are also committed to an open dialogue with our employees and Board of Directors, meaning we actively promote reciprocal communications whereby employees, or any other person, can bring forward ideas, concerns, questions or suggestions they might have to the attention of management.

To ensure that the company has aligned its messaging prior to dissemination to the public, and to ensure we respect applicable laws, including laws relating to the promotion of cannabis, we have defined specific roles that are responsible for external communications. Accordingly:

- We do not speak to the general public or the media about the company unless we are specifically designated to do so under TGOD's Disclosure and Confidentiality Policy;
- We ensure that approval has been obtained, in accordance with TGOD's Disclosure and Confidentiality Policy, before posting any company information in any format, or via any means of communication, including taking part in media interviews or speaking at events or forums;
- We ensure that any press release or public announcement has been reviewed and approved in accordance with TGOD's Disclosure and Confidentiality Policy; and
- We seek approval from Investor Relations prior to participating in any interviews or events where analysts will be present.



Social Media

Social Media are digital technologies and practices that enable people to create and share content, opinions, perspectives, and experiences in a variety of different ways, including on blogs, social networks, mobile apps, etc. Some social media sites may be focused on personal, social interactions, and others may be focused on professional networking or business interests. Regardless of the nature of the medium, and while we recognize the importance of social media interactions to our employees, interactions on social media must adhere to this *Code* and to our core principles.

TGOD utilizes various forms of technology, including social media platforms, to reach its customers and other stakeholders, and therefore encourages employees to use their common sense and discretion when sharing any information about the company, its employees, business practices, the industry in general, or other matters of a sensitive nature. Specifically:

- We do not use social media to discuss issues or share information related to confidential or proprietary information;
- We do not use personal or individual social media accounts to promote TGOD products or services;
- We comply with applicable laws and industry codes relating to the promotion of our products and services;
- We are transparent about our affiliation with TGOD, although we make clear that any ideas or opinions we express are our own and not those of TGOD; and
- We use common sense when engaging in social media interactions, particularly with respect to issues that are generally regarded as divisive, or which relate to the cannabis industry.



Collaborative Work Environment

Working in a collaborative environment means getting more done - faster. It is a process through which we can constructively explore differing ideas to look for a way that is far more extended than anything we could develop on our own. The importance of fostering a collaborative work culture cannot be understated. One team will always be better than an individual, or a group of individuals working separately in pursuit of undefined or unaligned goals. When we work together as part of a team, our company will:

- Motivate our employees, and create a healthy work environment;
- Ensure that information is made available and utilized by those who need it;
- Encourage flexibility and problem-solving, allowing us to respond to change faster;
- Encourage multi-disciplinary work and provide visibility to different business units;
- Promote a sense of achievement when the team accomplishes its goals; and
- Encourage open-mindedness and reward innovation.

- We believe in each other, trust each other, and have faith in our collective good intentions
- We listen to each other, share with each other, and mentor each other in order to strengthen our team and ourselves
- We think strategically and outside-of-the-box to come up with creative and innovative solutions



Workplace Harassment

Workplace harassment means any physical or verbal act that creates an antagonistic, offensive or intimidating work environment. We believe that everyone should be treated with dignity and respect, and we will not accept conduct that fails to do so. Respect, as one of our core principles, means being empathetic to, and aware of how we treat, our fellow employees, customers and business partners. Any conduct that fails to show appropriate respect to others will be considered a violation of this *Code* and a violation of one of the core tenets of our company. The following are examples of unacceptable conduct that will not be tolerated: insults; threats; intimidation; ridicule; vulgarity; discrimination; harassment; physical or verbal abuse; sexually explicit humor, conversation or behavior; gossip; slurs or stereotyping; unwelcome sexual advances; unwelcome touching or invasion of personal space; ignoring the rights of others; and insensitivity to the beliefs and customs of others.

Should you witness any type of harassment, whether singular or as a pattern of behaviour, you are expected to report such occurrences to Human Resources. For more information on TGOD's expectations relating to workplace harassment, please refer to our Workplace Violence and Harassment Prevention Policy.

Q: What should I do if I witness or experience potentially inappropriate behaviour?

A: You have a responsibility to take action. Often informal and direct communication with the person whose behaviour is inappropriate is the best way to resolve the situation. However, if you decide not to talk directly to the person, or the conduct continues, you should raise your concern directly with your supervisor or with Human Resources.

Remember: not all negative interactions are harassment, discrimination or retaliation. For example, minor conflicts that arise due to differences in personalities or communication styles, and general disagreements and challenges, are not harassment. Nor are issues related to performance management and other managerial activities that are part of a manager's responsibilities and performed for legitimate business purposes.

Inclusion & Diversity

We are committed to supporting a diverse and inclusive work environment that recognizes and values differences. We recognize that our diversity - those things that appear to distinguish us from each other - are the same things that contribute to building a stronger, more collaborative workplace, and ultimately a healthier company. Indeed, we appreciate and respect any and all differences in age, ethnicity, gender, physical attributes, child/elder care responsibilities, religion, beliefs, language, sexual orientation, education, nationality, social background and culture or other personal characteristics, because we know that doing so contributes to innovation and better decision making, and because it allows us to attract a broader pool of candidates with new perspectives and ideas.

Our commitment to inclusion and diversity is reflected at all levels of our company, because it also reflects the diversity of the communities in which we operate. Acting with integrity and respect – two of our core values – necessarily means being inclusive of others, especially when they are different from us.



Performance Management

Performance management is a tool for improving the performance and productivity of individual employees, teams and business units. It is extremely important in our burgeoning industry to attract, retain, manage and mentor our people in order for them to maximize their contributions to the company and provide premium products and services to our customers.

We are dedicated to our people, including ensuring the administration of a consistent, equitable and rigorous approach to performance management across all aspects of our business. Performance management is an ongoing process that involves planning, developing, coaching, providing feedback and evaluating employee performance. Our performance management processes and standards are further set out in our Performance Management Policy.



Section 4

We do Business Responsibly

Travel and Expenses

At TGOD, we take very seriously our responsibility to use our available resources wisely for the benefit of our shareholders. Accordingly, we have developed a Travel & Expense Reimbursement Policy that sets out the guidelines for the procurement of travel arrangements and which defines the limitations and restrictions on employee business travel. Thus, when travel is necessary, the convenience, comfort and security of the traveller will always be balanced against prudent management of our company's resources. In general, we will:

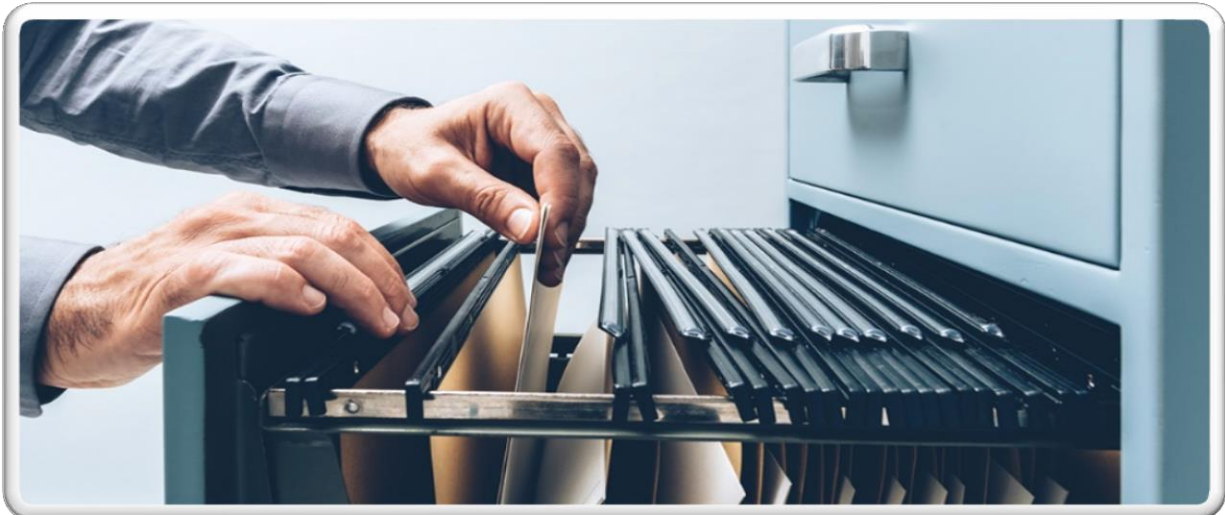
- Reimburse travellers for all reasonable and necessary expenses incurred while travelling on company business; and
- Ensure that travellers neither gain, nor lose, financially, when travelling on company business.

Should you have any questions on what constitutes reimbursable travel and expense claims, please refer to the Travel & Expense Reimbursement Policy, or contact Human Resources.



Records Retention

We create, manage, retain and dispose of our business records and information in compliance with our Records Retention Policy. The proper use, retention and destruction of our documents facilitates decision-making, supports our legal, financial, regulatory and contractual responsibilities, and promotes organizational efficiency. Additionally, such records may contain valuable information that is vital to our company's interests. As such, we have created a Records Retention Policy setting out our expectations relating to our records, the length of time we must keep them, and how they may be finally disposed of. Furthermore, it describes the circumstances where certain documents must not be destroyed, such as when pending litigation requires us to preserve certain documents and information.



Protecting Company Assets

While at work you will have access to property, systems and information that belong to TGOD, or to our customers and business partners, that is not available or accessible to the general public. All of our company's assets should be used for the sole benefit of TGOD, and we must never use this access, or information, to benefit ourselves, our families or our friends, or for any purpose unrelated to the performance of our duties with TGOD. Fraud, misappropriation of property or of corporate opportunities, and other types of misuse, will not be tolerated. Instances of fraud may include intentionally concealing or misrepresenting facts for the purpose of inducing, deceiving or misleading others, while misappropriation could include theft or other intentional misuse of TGOD assets, systems, processes or funds.

Our property and assets also include non-public, undisclosed proprietary information that we withhold from the general public. This proprietary information is critical to our business and could be harmful to us if disclosed. Accordingly, TGOD's proprietary information may be disclosed to third parties only if required by law or if authorized, after execution of a suitable confidentiality or non-disclosure agreement. Similarly, trademarks, copyright and other intellectual property, including ideas, discoveries, inventions, improvements, know-how, works of authorship, developments, concepts or ideas, data, processes, websites or applications, software, trade secrets, trademarks, brand names, copyrights or logos are all examples of intellectual property that has important commercial value and is crucial to our effective competition in the marketplace. Our intellectual property must not be used by a third party without our prior approval, and we must not use a third party's intellectual property without such third party's prior approval. If you require clarity on the proper use of any of our intellectual property, or the authorized use of a third party's intellectual property, please seek guidance from the General Counsel. Any intellectual property we generate in our daily work duties belongs to TGOD, and remains with TGOD even after we cease being employees of TGOD.

Some examples of fraud or misappropriation are:

- Improper financial reporting (such as inaccurately describing the qualitative aspects of a transaction, even if the records are quantitatively accurate)
- Deliberate failure to fulfill our disclosure obligations
- Falsifying records (such as forging signatures)
- Use of expense accounts or corporate credit cards for personal gain
- Personally taking advantage of opportunities identified during the course of work

Some examples of proprietary information are:

- Customer lists and trade secrets
- Technical and statistical data
- Financial documents
- Contracts and agreements
- Legal or business matters
- Business processes
- Corporate strategies and plans

Promotional Materials & Activities

We operate in a nascent industry, with new and evolving legislation and little practical guidance on the types of, and nature of, promotional activities that are permitted. Some of the key objectives of legalization, in Canada and globally, is to restrict access to cannabis by young persons, to provide access to a quality-controlled supply of cannabis, and to educate the public on the health affects associated with the use of cannabis.

Accordingly, our promotional materials and activities are intended to convey factual, accurate and transparent information about our products and services to our business partners and to customers who are legally eligible to purchase them. And while we may use a wide variety of communication channels to provide that information, we must also ensure that the information we communicate is accurately conveyed, to the proper recipient, in a proper manner. Thus, to ensure that our marketing materials and promotional activities meet or exceed the minimum standards set by applicable laws, rules, regulations and industry codes, we:

- Only use promotional materials that have been reviewed and approved in accordance with our Promotional Materials Review Policy;
- Utilize promotional materials that are accurate, honest, balanced, not misleading, and are consistent with country-specific laws, rules and regulations;
- Promote our products and services only to those allowed to receive such messages, and to utilize our products and services; and
- Never promise or provide anything of value to healthcare professionals for the purposes of encouraging or inducing such healthcare professionals to purchase, prescribe, or recommend our products or services.



Trade Controls

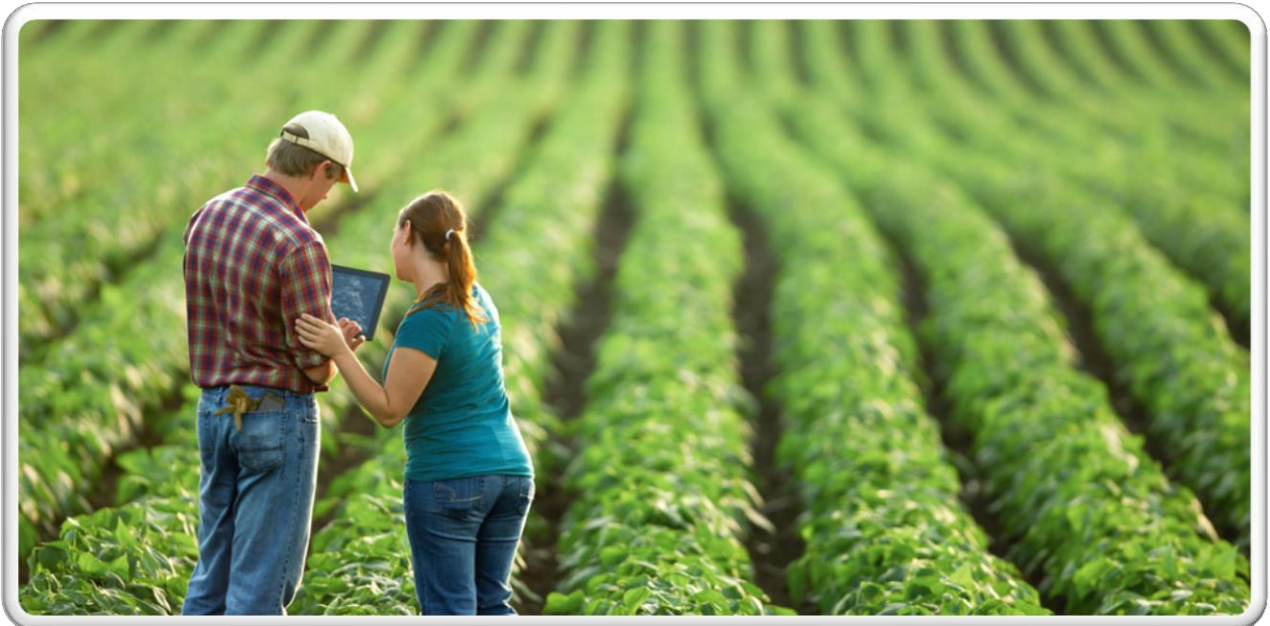
We operate in many different jurisdictions globally, and the laws of one country may apply to transactions or activities that occur elsewhere. Many countries maintain programs of economic or trade sanctions, or otherwise prohibit the importation or exportation of certain products, including various cannabis products, products containing cannabis or cannabis derivatives. We are committed to maintaining compliance with applicable laws regarding imports, exports, re-exports and diversion of products, goods, services and data, including import and customs laws, export controls, economic sanctions, denied parties lists, and diversion of products. Any failure on our part to comply with applicable trade laws internationally can have a substantial negative impact on TGOD, our reputation, and our ability to carry on business, and can subject TGOD employees to civil fines or criminal penalties. Accordingly, we always ensure that we check the export classification and follow international trade control regulations of all countries in which we operate, as they relate to importing and exporting goods, services and other financial transactions. Should you have any questions or concerns about our international trading activities, please contact the General Counsel for clarification and guidance.



Product Quality & Safety

We offer premium products and services that are differentiated in the marketplace. As a result, we must be committed to continuous improvement in the research, development, cultivation, harvesting, production, packaging, marketing and delivery of our premium products and services to customers. We must create a culture of quality by ensuring that all employees and stakeholders are aware of how they contribute to creating quality products consistently and in a timely manner. In order to ensure we follow sound quality principles, we strive to adhere to the “GxP” standards for, as applicable, Good Manufacturing Practices (GMP), Good Production Practices (GPP), and/or Good Pharmacovigilance Practices (GVP). Furthermore, we:

- We follow safety monitoring and reporting procedures for our products applicable to us in the jurisdictions in which we operate;
- We never compromise quality or safety, for any reason; and
- We are committed to adhering to all applicable regulatory requirements for our products and services and take quality related complaints or reports very seriously.



Environmental Responsibility

We are committed to obeying laws related to environmental protection and conservation, acting responsibly to conserve natural resources, and to sustainable growth - guided by our principles of acting responsibly, with care, integrity, and respect in the pursuit of excellence. Our vision, of “Making Life Better”, means continuously working to enhance the quality of our products, but also to enhancing the communities and environments in which we live and work. As a cannabis company committed to organic production, this means applying a holistic approach to our overall management and production activities, and to ensuring the highest degree of conformability to sustainable use and preservation of resources.

We expect and encourage all of our employees, customers and business partners to join in our efforts to protect, preserve and improve our environment.



Fitness for Duty

We care about our employees, and as such we are committed to providing a safe workplace, and to ensuring that our employees are treated fairly and with respect. We know that impairment caused by fatigue, stress, alcohol, drugs or medication can have an adverse impact on workplace safety and job performance, and that there is a need to balance organizational safety and security with each individual's rights to privacy or to be accommodated. We aim to have an accident free work environment by fostering a strong health and safety culture in the workplace. In this respect, we are all responsible for ensuring that:

- We report for work able to safely and productively perform our duties without any limitations or impairment;
- We only use equipment that we have been trained on, which has been maintained and operated in accordance with its intended use;
- We recognize and understand the hazards and risks associated with our daily work, and mitigate the risks by following applicable health and safety laws, rules and regulations, and utilizing our own common sense;
- We immediately report any accidents, incidents, hazards, non-compliance or potential non-compliance to the appropriate and responsible persons; and
- We take action to address any unsafe working conditions or activities.

For further information on our commitment to a safe and health work environment, please refer to our Fitness for Duty Policy.



Section 5

We Care about Doing the Right Thing

Making the Right Decisions

As with any business decision, the values, principles, guidance and advice offered within this *Code* is meaningless without proper execution. In order to be leaders in the field of ethical business conduct, we must all understand, embrace, and enforce our values and principles that are laid out in this *Code*. This means reading this *Code* not as a prescriptive rule book, but as a tool to help us make thoughtful and informed decisions when faced with ethical dilemmas. No code of conduct can ever replace the application of common sense and a commitment to doing the right thing.

When faced with an ethical dilemma, and you are uncertain as to what to do, start with asking yourself the following questions:

- Is it legal?
- Is it consistent with our core values, our *Code* and with our policies?
- Would my friends or family approve of my decision?
- Have I sought advice from the right people?
- Have I thought through all of the risks and potential consequences?
- Would I feel proud if this was on the news tomorrow?
- Am I certain that TGOB would not be exposed to legal, financial or reputation harm?

If the answer to any of the above is “No” or “I don’t know”, do not take action and seek further advice from your manager, supervisor, the General Counsel or Compliance.

Please know that any change in or waiver of this *Code* may be made only by the Board of Directors. Although the various matters dealt with in this *Code* do not cover the full spectrum of employee activities, they are indicative of our commitment to the maintenance of high ethical standards and are to be considered descriptive of the type of behaviour expected from employees in all circumstances.

Consequences of Violations

Employees and members of the Board of Directors who violate this *Code* will be held accountable, up to and including termination of employment or dismissal from the Board of Directors.



Misconduct that may result in discipline includes, without limitation:

- Violation of the *Code*;
- Requesting others violate the *Code*;
- Failure to cooperate in investigations, or disclosing confidential information relating to or regarding an investigation;
- Retaliating against an employee, or anyone else, for reporting a concern in good faith;
- Failure to demonstrate leadership with respect to ethical issues, or diligence to ensure compliance with this *Code* and applicable laws.

Prohibition on Retaliation

If you ask a question, make a good faith report about a concern, wrongdoing or possible misconduct, or take part in an investigation, you are complying with this *Code* and doing the right thing. We maintain a zero-tolerance stance with respect to retaliation; under no circumstances will retaliation against you, by anyone, be tolerated. Retaliation can take many forms, from being unfairly dismissed, to being the target of bullying or derogatory comments in social media by managers, colleagues, or business partners. We take all claims of retaliation seriously, and will investigate each one thoroughly, promptly, and will follow up with the appropriate action. We consider acts of retaliation to be acts of misconduct which, if substantiated, could result in disciplinary action up to, and including, dismissal.

Acting in good faith means that your concern is honest and accurate, to your knowledge, regardless of whether it is discovered at a later date that you were mistaken. Allegations made maliciously in bad faith may be subject to disciplinary action.

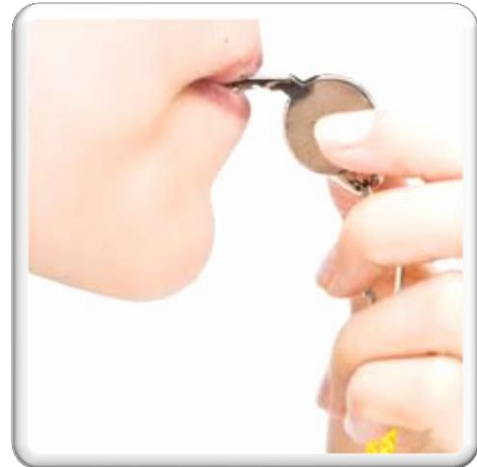


Reporting; Raising Concerns

TGOD management is responsible for implementing and enforcing this *Code*, and for ensuring that appropriate channels are made available to you to report, respond to and/or to address any concerns raised. Should you be faced with an ethical dilemma, or have difficulties finding a resolution or recognizing a path forward, there are a variety of channels available to you to seek guidance or to report a concern. If you have any knowledge of a potential violation, or wish to raise any concern regarding a breach or potential breach of this *Code*, applicable law, our policies or our core values, you can choose to make a report or seek advice from any one of the following:

- Your manager or supervisor
- Human Resources
- Compliance
- Legal

Should you wish to make a confidential report, you may do so via email to legalcompliance@tgod.ca. While anonymity cannot be guaranteed in every case, it will be maintained confidentially, and disclosed only as necessary to comply with applicable law. Alternatively, you may make a report anonymously by calling **TGOD's Whistleblower Hotline at 1-833-228-1330**. In no case will retaliation be tolerated for any good faith report, or for raising any concern you may have.



Acknowledgement

By certifying to our *Code*, you acknowledge that:

- You have read and understand our *Code of Conduct and Ethics*;
- You have had the opportunity to ask questions regarding the contents of this *Code* and understand how this *Code* relates to your position with TGOD;
- You agree to ask questions or seek guidance when you are unsure of the proper course of action;
- You agree to abide by the *Code*, and the principles set out herein;
- You agree that you will complete your training in a timely manner;
- You understand your obligations with respect to reporting violations or concerns, and with respect to our stance of non-retaliation; and
- You agree to cooperate in any investigations.

