



CODE OF CONDUCT & ETHICS POLICY

The Jamieson Wellness Code of Conduct and Ethics Policy is based upon our Company values of Integrity, Transparency, Teamwork, Accountability, Entrepreneurship and External Focus. It helps us ensure that our behaviours and the decisions we make are honest, ethical, and in support of our Vision and Mission.

At Jamieson Wellness we promote a values-based culture and expect all employees, and those that work on behalf of us, to conduct business using the principles of this code as a guide.

As we work together to achieve our Vision, this Code reminds us that a healthy foundation must be maintained in order to continue building a healthier world.

Our Jamieson Values

INTEGRITY

- We do what is right even when it's not easy
- We demonstrate humility in everything we do
- We courageously stand up and support our diverse heritages, traditions, experiences, beliefs and styles
- We allow ourselves to be vulnerable, admit mistakes, learn from them and move forward

TRANSPARENCY

- We respectfully communicate honestly and directly in a timely manner
- We proactively seek diversity of ideas and provide real feedback in the interest of improvement and development
- We constructively share and respect each other's opinions and ideas to enable sound decision-making at all levels
- We encourage differing point of views and productive debate to develop the best solutions

TEAMWORK

- We constructively challenge ourselves and others to achieve desired outcomes
- We demonstrate mutual respect, inspire trust and promote equality
- We collaborate toward common vision and objectives across all persons, levels, functions and locations as one company
- We recognize, celebrate and value each other's differences, styles and contributions as one of our greatest strength
- We lead with a passion for winning together

ACCOUNTABILITY

- We take personal ownership and pride in everything we do
- We demonstrate a bias for action
- We challenge the status quo constantly seeking to improve
- We eliminate barriers and bias to empower others to achieve our goals
- We are accountable to build an environment free of bias in regard to race, gender, sexual orientation, and all other types of discrimination

ENTREPRENEURSHIP

- We are empowered to pursue opportunities that will have great impact
- Our curiosity drives us to find better ways to accomplish our goals
- We are agile, embrace change and persevere through adversity
- We demonstrate initiative and take calculated risks together

EXTERNAL FOCUS

- We focus our efforts with the community, consumer and customer in mind
- We continually seek opportunities through insights that affect our business, customers, consumers, government, environment, technology, competition and suppliers
- We foster positive collaboration with our external partners

THE CODE

Jamieson Wellness Inc. (the “Company”) operates under the guiding principle that “honesty and integrity are essential in all our relationships and will never be compromised”. The Board of Directors of the Company has adopted this Code of Conduct and Ethics Policy (the “Code”) to provide detailed elaboration on this principle.

This principle, and the express standards and procedures set forth in this Code, are designed to promote:

- honest and ethical conduct, integrity in all dealings and compliance with the law;
- full compliance with all regulatory disclosure requirements and similar standards for all other public disclosure;
- the avoidance of actual or perceived conflicts of interest or, in cases where avoidance is not possible, the appropriate disclosure and the ethical handling of that actual or perceived conflict;
- prompt reporting of any known or reasonably suspected violations of this Code; and
- accountability for adherence to this Code.

This Code applies to The Board of Directors (“directors”), officers and employees of the Company and of every subsidiary of the Company. The Company and its subsidiaries are referred to collectively as “the Company” and each director, officer and employee of the Company is referred to as a “Covered Person”. The Company will attempt to ensure that this Code is brought to the attention of all Covered Persons.

Each Covered Person is responsible for understanding and adhering to this Code and acting in a manner which will result in performance of this Code, including co-operating in any investigation of misconduct. Adherence to this Code and acting in a manner which will result in performance of this Code is a strict condition of continued employment or association with the Company. It is not an excuse for non-adherence that the non-adherence was directed or requested by any other person.

This Code is absolute in principle, but it cannot cover every situation which may arise involving an ethical question or decision. Each Covered Person should constantly ensure that his or her conduct is compliant with the principles and the details of this Code. In any situation where there is doubt, the Covered Person should discuss the situation with colleagues, supervisors, senior personnel or even a director of the Board until he or she is satisfied that all the relevant facts are known and have been considered and that the conduct chosen to be followed in that situation is the conduct prescribed by this Code.

This Code is in addition to the Company’s other policies or codes of business conduct. Covered Persons should also become familiar with and scrupulously adhere to those policies and codes.

Human Rights in the Workplace

1. The Company is committed to providing a workplace free of harassment, violence and discrimination. It is our policy to operate in a manner that allows all employees to feel that interpersonal day to day interactions are always carried out in a manner demonstrating mutual respect. All employees are responsible to demonstrate respect for each other, even in the most stressful of situations which may arise from time to time in a dynamic business environment. All employees will be held, and should hold themselves, accountable for their area of responsibility. As such, direct communication and respectful resolution to disagreement or conflict is expected. This should always be carried out in a calm, thoughtful manner. Employees should never feel insulted, threatened, bullied, coerced or unsafe in any way. It is expected that if you as an employee feel that you cannot handle an interaction in this way, or are experiencing behavior that is contrary to this policy, you will involve your management with Human Resources immediately to reach a respectful outcome. The Company will not tolerate acts of discrimination based on age, ancestry, colour, race, citizenship, ethnic origin, creed, disability, family status, marital status, gender, sex, sexual orientation or any other ground of discrimination prohibited by law.

Fair Labour and Child Labour

2. As the Company is involved in an ever more global economy, it is actively concerned with the standards of its business partners around the world. Business partners include but are not limited to suppliers who provide raw materials used in the production of our products. The Company believes that the incorporation of internationally recognized human rights standards into our business practice improves employee morale and results in a higher quality working environment and higher quality products. In developing this policy, the Company has sought to use standards that are fair, that are appropriate to diverse cultures and that encourage workers to take pride in their work. The Company will only do business with partners whose workers are in all cases working voluntarily, not put at risk of physical harm, fairly compensated, allowed the right of free association and not exploited.¹

3. The Company does not engage in or condone forced, compulsory, or child labour of any kind and will work to ensure these conditions are not present in our workforce or in the workforce of our business partners.

Honest and Ethical Conduct

4. Each Covered Person owes a duty to the Company to act at all times ethically and with the highest degree of integrity and honesty. Competitive advantage or profit must not be sought through unlawful, dishonest or unethical business practices.

Fair Dealing

5. Each Covered Person must deal honestly, ethically, fairly and in good faith with the security holders, customers, suppliers, competitors, employees, advisors and regulators of the Company. The Company seeks competitive advantage through superior performance, but never through unlawful, dishonest or unethical business practices. No Covered Person will take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Financial Records and Periodic Reports

6. (a) The disclosure in all reports, documents and communications that the Company is required to file must fully comply with all disclosure requirements and any other reports, documents and communications that the Company publicly issues must meet similar standards. To achieve this, the Company will maintain accurate and complete financial, accounting and documentary records, and the Covered Persons involved will maintain and provide full, complete and accurate data and documentation.
- (b) In accordance with the procedures set out in Sections 17(a) or 17(c), each Covered Person who is not a director or executive officer will promptly report any information he or she may have concerning (i) significant deficiencies in the design or operation of internal controls over financial reporting which could cause the Company's disclosure to not fully comply with all disclosure requirements or similar standards, or (ii) any fraud, whether or not material, that involves management or other employees who have a role in the Company's financial reporting, disclosures or internal controls over financial reporting.
- (c) In accordance with the procedures set out in Sections 17(b) or 17(c), each Covered Person who is a director or executive officer will promptly report any information he or she may have concerning (i) significant deficiencies in the design or operation of internal controls over financial reporting which could cause the Company's disclosure to not fully comply with all disclosure requirements or similar standards, or (ii) any fraud, whether or not material, that involves management or other employees who have a role in the Company's financial reporting, disclosures or internal controls over financial reporting.

Conflict of Interest

7. Each Covered Person must be scrupulous in always seeking to avoid any actual, potential or perceived conflict of interest. A conflict of interest occurs or may occur in any situation where a Covered Person has, or may have, a financial or other personal interest (other than solely as a director, officer or employee of the Company) different from, additional to or beyond solely the interests of the Company. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work objectively. Due to the variety of situations which could give rise to an actual, potential or perceived conflict of interest, every Covered Person should constantly consider whether any actual, potential or perceived conflict exists or may exist.
8. In accordance with the procedures set out in Section 17(a), Covered Persons other than directors or executive officers must immediately advise in writing of any interest in a material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, and will not take any action to proceed with that transaction or relationship unless and until that action has been approved by the senior manager or Chief Operations and People Officer.
9. In accordance with the procedures set out in Section 17(b), each Covered Person who is a director or executive officer must immediately advise the Company's Audit Committee in writing of any interest in a material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, and will not take any action to proceed with that transaction or relationship unless and until that action has been approved by the Company's Audit Committee.

Gifts and Entertainment

10. No gift, entertainment or personal benefit or opportunity should ever be offered, accepted or permitted by a Covered Person in a commercial context or by virtue of the Covered Person's position or office with the Company, unless it (i) is consistent with customary business practices, (ii) is not excessive in value, (iii) cannot be construed as a bribe or payoff, and (iv) does not violate any laws or regulations. In any event, and for greater certainty, the offer, acceptance or permitting of cash gifts by any Covered Person is prohibited. Furthermore, a Covered Person should not receive gifts, favours, meals or entertainment from current or potential suppliers or customers if these might improperly influence the Covered Person's judgment, or even appear to do so.

Protection and Proper Use of Corporate Assets

11. (a) Each Covered Person must act in a manner which protects the Company's assets and resources and ensures their responsible and efficient use. All assets and resources of the Company must be used for legitimate business purposes (incidental non-material personal use is considered a legitimate business purpose).

(b) The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes, without limitation, intellectual property, such as trade secrets, patents, trademarks and copyrights, business marketing and service plans, manufacturing or service ideas, designs, databases, records, remuneration information, and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of this Code. It may also be illegal and may result in civil or criminal penalties.

Confidentiality of Corporate Information

12. (a) Each Covered Person must maintain the confidentiality of all non-public information relating to the Company, or provided by others to the Company, except when disclosure is properly authorized or legally required. Non-public information that is of no materiality and the disclosure of which would have no impact on the Company or anyone else need not be maintained in confidence, subject to applicable privacy laws. The obligation to preserve the confidentiality of nonpublic information continues even after employment ends.

(b) Each Covered Person is prohibited from using or attempting to use non-public information for his or her own, or anyone else's, personal use, gain or advantage.

Protection and Proper Use of Corporate Opportunities

13. Each Covered Person is prohibited from taking for himself or herself personally, or directing to anyone else, opportunities that are discovered or available by virtue of the Covered Person's position with the Company or through the use of the Company's property or information. No Covered Person will use the Company's property or information or the Covered Person's position with the Company for his or her own, or anyone else's, personal gain, or will compete directly or indirectly in any manner with the Company. Each Covered Person owes a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

Compliance with Laws, Rules and Regulations; Corrupt Practices

14. In conducting the business of the Company or otherwise acting as a director, officer or employee of the Company, every Covered Person will comply with all applicable laws, rules and regulations in every jurisdiction in which the Company conducts business. Each Covered Person will acquire sufficient knowledge of the legal requirements relating to his or her duties so as to be able to carry out those duties in a legally permissible manner and to recognize when to seek advice on the applicable legal requirements from others with greater expertise.

15. A Covered Person cannot accept (or conduct) a bribe, kickback or facilitate direct payment to themselves (or others). This includes giving or receiving cash, cash equivalents or anything of value that is provided in return for favourable action. No money, goods or services shall be provided, directly or indirectly, to a person in a position of trust, such as a government or corporate official, to induce him to violate his duty or to obtain favourable treatment for the Company. This applies to transactions with a foreign or domestic government official, agent, associate, corporation or contractor.

16. We expect our business partners to adhere to legal and ethical business conduct consistent with our own and are committed to working with our partners to meet this common goal. These expectations include legal and ethical behavior by our partners and a prohibition on bribery and corruption.

Reporting of Violations of the Code

17. (a) Each Covered Person who is not a director or an executive officer will promptly report any violation of this Code which is known to or reasonably suspected by that Covered Person by informing the most senior manager in their group or Chief Operations and People Officer.

(b) Each Covered Person who is a director or an executive officer will promptly report any violation of this Code which is known to or reasonably suspected by that Covered Person by informing the Company's Governance, Compensation and Nominating Committee.

(c) Alternatively, violations of this Code may be made known confidentially as follows (this method of reporting goes directly to the Chairman of the Board:

i. by using the confidential, 24 hour toll-free hotline:

English speaking USA and Canada: 833-900-0010

French speaking Canada: 855-725-0002; or

ii. by online submission at www.lighthouse-services.com/jamiesonwellness.

(d) Inappropriate delay in reporting a known or reasonably suspected violation is itself a violation of this Code.

(e) The Company assures every Covered Person that it will not carry out or, to the fullest extent reasonably within its power, permit any retribution or retaliation of any kind for reports made in good faith regarding known or reasonably suspected violations of this Code. The ability of a Covered Person to make reports without fear of retribution or retaliation is vital to the successful implementation of this Code.

Accountability and Compliance

18. The Board of the Company is responsible for monitoring compliance with this Code. Each Covered Person will be held accountable for adherence to this Code. Employees and officers who violate this Code will be subject to disciplinary action, including potential termination of employment, depending on the particular circumstances. Any violation of this Code by a director will be handled as appropriate in the circumstances.

Waivers

19. The Company's Board or one of its Board committees may grant a specific, limited waiver of any provision of this Code if it determines, based on information that it deems credible and persuasive, that such a waiver is appropriate under the specific circumstances. Each fact situation will be treated as a separate case, so that a decision in one case will have no bearing on another case. In most circumstances it is unlikely that a waiver will be granted. Any waiver granted (or implicit waiver) will be disclosed to the extent required by applicable law or the rules of any applicable stock exchange.