

FIRE & FLOWER HOLDINGS CORP.

CODE OF BUSINESS CONDUCT AND ETHICS

1. GENERAL PRINCIPLES

- 1.1. Fire & Flower Holdings Corp. (the “Company”) is committed to conducting its business and affairs with honesty, integrity and in accordance with high ethical and legal standards. This Code of Business Conduct and Ethics (the “Code”) provides a set of ethical standards by which each director, officer, employee, consultant and contractor of the Company will conduct his or her business. This Code is intended to give an overview of the Company’s expectations for its directors, officers, employees, consultants and contractors and is supplemented by other policies adopted by the Company.

2. APPLICATION OF THIS CODE

- 2.1. The Code applies to all directors, officers, employees, consultants and contractors of the Company and compliance with this Code for each director constitutes terms of service, for each officer and employee constitutes conditions of employment and for each consultant and contractor constitutes conditions of providing services to the Company. Each such person agrees to be bound by the provisions of this Code upon notification of the most recent copy being given to them or upon notification that an updated version has been placed on the Company's website for review.

3. COMMUNICATION OF THIS CODE

- 3.1. To ensure that all directors, officers, employees, consultants and contractors of the Company are aware of this Code, a copy of this Code will be provided to them and they will be advised that this Code is available on the Company's website for their review. All directors, officers, employees, consultants and contractors will be informed whenever significant changes are made. New directors, officers, employees, consultants and contractors will be educated about its importance.

4. COMPLIANCE WITH LAWS, CODE AND POLICIES

- 4.1. All directors, officers, employees, consultants and contractors, in discharging their duties, will comply with:
- (a) the laws, rules and regulations of the location in which the Company is performing business activities;
 - (b) this Code; and
 - (c) all corporate policies, which address many of the following expectations in more detail and including, without limitation, the following principal corporate policies:
 - i. Corporate Disclosure Policy
 - ii. Insider Trading Policy
- 4.2. No one working for the Company, regardless of his or her position, will ever commit an illegal or unethical act, or will instruct any officer, employee, consultant or contractor to do so. If such

person is confronted with a situation that raises an issue under this Code or other corporate policies, that person should ask him/herself these questions and carefully consider the appropriate action where the answer may be 'yes':

- (a) Is the life, health or safety of anyone, or the environment, endangered by the action?
- (b) Is it illegal?
- (c) Does it feel dishonest, unfair and/or unethical?
- (d) Does it compromise anyone's trust or integrity?
- (e) Would the public disclosure of the activity in any way be embarrassing to you, the Company or any other affected employees?

4.3. Each individual to whom this policy applies should be sufficiently familiar with any laws and regulations and corporate policies and procedures that apply to that person's area of work and responsibility so as to permit such person to recognize possible breaches and to know when to seek advice. If in doubt, any individual should discuss the matter with a member of senior management.

5. ANNUAL CERTIFICATION REGARDING COMPLIANCE

5.1. All directors, officers, employees and consultants of the Company, together with any contractors that the Board of Directors of the Company may decide, will provide annual certification of compliance with this Code in the form available for review on the Company's website.

5.2. The Chair of the Governance Committee of the Company will be responsible for ensuring that all annual certifications are obtained on or before the end of the first fiscal quarter of each year, and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarizing the results thereof.

6. STANDARDS OF GOOD PROFESSIONAL ETHICS

6.1. The Company intends that its good reputation will be maintained and, accordingly, all of the Company's activities will be carried out ethically and with honesty and integrity, in the expectation that these activities will become a matter of public knowledge. Anything less is unacceptable and will be treated as a serious breach of duty.

7. PROTECTION AND PROPER USE OF ASSETS

7.1. All directors, officers, employees, consultants and contractors of the Company will deal with the Company's assets, including all data, information (confidential or otherwise), records, material, facilities and equipment, with the strictest integrity and with due regard to the interests of shareholders and all other stakeholders. The Company's assets may not to be used for personal gain or benefit. In addition, all directors, officers, employees, consultants and contractors must protect such assets from loss, damage, misuse, theft and waste and ensure that such assets are used only for legitimate business purposes.

8. GOOD AMBASSADORSHIP

- 8.1. All directors, officers, employees, consultants and contractors are ambassadors of the Company in both their business and personal lives. While the Company supports the freedom of the individual to pursue life in his or her own way outside of business hours, directors, officers, employees, consultants and contractors are encouraged to act in a manner which upholds their good reputation and that of the Company.
- 8.2. All directors, officers, employees, consultants and contractors will represent the Company in a professional manner at all times. Neither the reputation nor the image of the Company will be jeopardized at any time. The behaviour of all directors, officers, employees, consultants and contractors is seen to reflect that of the Company, so all actions must reflect the policies of the Company.

9. CONFLICT OF INTEREST

- 9.1. Directors, officers, employees, consultants and contractors, in discharging their duties, will act honestly and in good faith with a view to the best interests of the Company.
- 9.2. Directors, officers, employees, consultants and contractors will avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of the Company.
- 9.3. Directors, officers, employees, consultants and contractors will perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. No director, officer or employee of the Company or consultant or contractor working for the Company will accept financial compensation of any kind, nor any special discount, loan or favour, from persons, corporations or organizations having dealings or potential dealings with the Company.
- 9.4. Non-executive directors of the Company are not expected to devote their time and effort solely on behalf of the Company, and they may have a variety of other business relationships that could give rise to a conflict of interest. Any such potential conflicts of interest are not subject to the Code and are to be resolved directly with the Board of Directors.
- 9.5. For Directors of the Company please refer to the Conflict of Interest Policy for Directors

10. CORPORATE OPPORTUNITIES

- 10.1. Directors, officers and employees are prohibited from taking for themselves opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Officers and employees are also prohibited from competing with the Company directly or indirectly and owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises.
- 10.2. Non-executive directors of the Company may have a variety of other business relationships involving duties of loyalty. In addition, outside directors do not, as a general matter, have the same obligation as officers and employees to bring corporate opportunities to the Company. For these reasons, the Code does not apply to outside directors with respect to corporate

opportunities that do not involve property of, information of or positions with the Company, and such issues, to the extent they arise, are to be resolved directly with the Board of Directors.

11. HUMAN RIGHTS

- 11.1. All directors, officers and employees will adhere to the Company's commitment to promoting respect for internationally recognized human rights as set forth in the United Nations Universal Declaration of Human Rights.

12. EQUAL OPPORTUNITY

- 12.1. The Company is committed to providing a work environment that enables all employees to be recruited, and to pursue their careers, free from any form of unwarranted discrimination. In particular, the Company will not discriminate on the basis of age, colour, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion or sexual orientation, unless required for occupational reasons or legislation.

13. HARASSMENT

- 13.1. All employees have a right to work in an environment free from all forms of harassment. Harassment is defined as any unwanted conduct or comment that is intimidating, hostile or offensive in the work environment.

14. ALCOHOL AND DRUGS

- 14.1. 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 Company workplace. No officer, employee, consultant or contractor will enter the workplace under the influence of alcohol or such drugs that may impair safety and/or performance.

15. REPORTING VIOLATIONS OF THE CODE - WHISTLEBLOWER POLICY

- 15.1. All directors, officers, employees, consultants and contractors will adhere to the Company's commitment to conduct its business and affairs in a lawful and ethical manner. All directors, officers, employees, consultants and contractors are encouraged to raise any queries with the Chair of the Audit Committee of the Company.
- 15.2. In addition, any director, officer, employee, consultant and contractor of the Company who becomes aware of any instance where the Company receives a solicitation to engage in any act prohibited by this Code, or who becomes aware of any information suggesting that a violation of this Code has occurred or is about to occur is required to report it to the Chair of the Audit Committee of the Company.
- 15.3. Persons who wish to raise a possible policy breach or legal or ethical concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No directors, officers, employees, consultants and contractors of the Company will suffer demotion, penalty, or other adverse consequences for raising a possible policy breach, legal or ethical concerns or for reporting possible wrongdoing, even if it may result in the Company losing business or otherwise suffering a disadvantage.

- 15.4. The Company has also adopted a Whistleblower Policy which provides procedures for reporting violations of laws, rules, regulations or the Company's corporate policies, including a procedure for anonymous reporting. A copy of the Whistleblower Policy can be found on the Company's website.

16. CONSEQUENCES OF NON-COMPLIANCE WITH THE CODE

- 16.1. Failure to comply with this Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of this Code may also violate or constitute a regulatory or criminal breach. If it appears that any director, officer, employee, consultant or contractor of the Company may have violated such laws, then the Company may refer the matter to the appropriate regulatory authorities.

17. REVIEW OF CODE

- 17.1. The Board of Directors of the Company will review and evaluate this Code on an annual basis to determine whether this Code is effective in ensuring the Company's business and affairs are conducted with honesty, integrity and in accordance with high ethical and legal standards.

18. QUERIES

- 18.1. Any questions about how this Code should be followed in a particular case should be referred to the contact the Chair of the Audit Committee or the Chief Executive Officer of the Company.

19. WAIVERS OF THE CODE

- 19.1. Any waiver of this Code with respect to a director or officer of the Company may be made only by the Board of Directors. Any such waiver will be promptly disclosed to the extent required by applicable laws or stock exchange rules and regulations.

20. PUBLICATION OF THE CODE

- 20.1. This Code will be posted on the Company's website.