

**CANNASAT THERAPEUTICS INC.
(the "Corporation")**

CODE OF BUSINESS CONDUCT AND ETHICS

ARTICLE 1 - OBJECTIVES

1.1 The Corporation's commitment to ethical and lawful business conduct is a shared value of its Board of Directors (the "Board"), management and employees. The Corporation's standards for business conduct provide that it will uphold ethical and legal standards as it pursues its financial objectives, and that honesty and integrity will not be compromised. Consistent with these principles, the Corporation's Board had adopted this Code of Conduct as a guide to the ethical and legal standards expected of its directors, officers and employees.

ARTICLE 2 - APPLICATION OF THE CODE

2.1 This Code applies to all directors, officers and employees of the Corporation and its subsidiaries (collectively the "Company Personnel").

ARTICLE 3 - MONITORING COMPLIANCE AND WAIVERS

3.1 The Board is responsible for monitoring compliance with this Code. A waiver of this Code will be granted only in exceptional circumstances. Any waivers from this Code that are granted for the benefit of the Corporation's directors or executive officers shall be granted by the Board only. Any waiver for employees will be granted only upon approval by the Chief Executive Officer.

ARTICLE 4 - CONFLICTS OF INTEREST

4.1 Company Personnel must act honestly and in good faith, with a review to the best interests of the Corporation. Company Personnel must avoid situations involving a conflict or the potential for a conflict between their personal interests and the interests of the Corporation.

4.2 The following are examples of conflicts that may arise in the course of carrying out the Corporation's business:

(a) Outside Business Interests

Company Personnel are free to take on employment and other activities outside of their work responsibilities with the Corporation. However, in doing so, Company Personnel must ensure that any "outside" activities do not present a real or perceived conflict with the interests of the Corporation or with their duties as Company Personnel.

(b) Outside Directorships

Company Personnel are free to take on directorships, however, Company Personnel must be aware of any potential for conflicts with the interests of the Corporation or with their duties as Company Personnel.

(c) Financial Interests in Suppliers, Contractors or Competitors

Any proposed affiliation between Company Personnel and any entity that has a relationship with the Corporation is subject to review by the Board.

(d) Personal Loan or Guarantee from the Corporation

Company Personnel should not accept, whether directly or indirectly, any loan or guarantee of obligations from the Corporation for personal benefit.

(e) Giving and Receiving Gifts

Company Personnel are prohibited from soliciting or receiving any gift, loan, reward or benefit from a supplier or customer in exchange for any decision, act or omission by any Company Personnel in the course of carrying out their functions. Similarly, Company Personnel should not try to influence the decisions of a supplier or customer by giving gifts.

ARTICLE 5 - PROTECTION AND PROPER USE OF CORPORATE ASSETS AND OPPORTUNITIES

5.1 All Company Personnel must handle the physical and intellectual assets of the Corporation with integrity and with due regard to the interests of all of the Corporation's stakeholders. Company Personnel cannot appropriate a corporate opportunity or corporate property, arising out of their relationship with the Corporation, for their own personal benefit.

5.2 Company Personnel must have authorization to enter into business transactions on behalf of the Corporation. All corporate transactions must be accounted for in the Corporation's books. Records must not be manipulated or destroyed for the purpose of impeding or obstructing any investigation undertaken by the Corporation or a governmental/authoritative body.

5.3 No action shall be taken to fraudulently influence or mislead anyone engaged in the performance of an audit of the Corporation's financial statements.

5.4 Email and Internet systems are provided primarily for business use. Personal use of these resources should be kept to a minimum. As email may not be entirely secure, Company Personnel must exercise caution and etiquette when sending email correspondence.

ARTICLE 6 - CONFIDENTIALITY OF CORPORATE INFORMATION

6.1 Confidential information is any information that is not known to the general public and includes business research, market plans, strategic objectives, unpublished financial information, customer, supplier and personnel lists and all intellectual property, including trade secrets, software, trademarks, copyrights and patents. Confidential information may not be given or released without proper authority and appropriate protection to anyone not employed by the Corporation or to Company Personnel who have no need for such information.

6.2 Company Personnel are prohibited from trading or encouraging others to trade in the securities of the Corporation where the person trading is in possession of material non-public information.

ARTICLE 7 - FAIR DEALING

7.1 Company Personnel shall not obtain or use information or trade secrets from any other company. Company Personnel shall not undertake any activities that could reasonably be expected to result in an unreasonable restraint of trade, unfair trade practice or any other anticompetitive behaviour in violation of any law. However, in the normal course of business, it is not unusual for Company Personnel to acquire information about other organizations. In doing so, Company Personnel must not use illegal means to acquire a competitor's trade secrets or other confidential information. Any Company Personnel who work in an area that requires frequent contacts with competitors, customers or suppliers should be particularly sensitive to the requirements of competition laws.

7.2 The Corporation undertakes to deal fairly with all Company Personnel. There is a "no tolerance" policy in place for any form of discrimination or harassment against Company Personnel with respect to race, religion, age, gender, marital and family status, sexual orientation, ethnic or national origin or disability or any other grounds enumerated in applicable human rights legislation.

ARTICLE 8 - COMPLIANCE WITH LAWS, RULES AND REGULATIONS

8.1 All Company Personnel must comply with all health and safety laws, regulations and Corporation policies.

8.2 All Company Personnel, in discharging their duties, must comply with the laws of the countries in which the Corporation and its subsidiaries carry on business. All Company Personnel are charged with the responsibility for acquiring sufficient knowledge of the laws involved in each area relating to their particular duties.

8.3 Company Personnel are prohibited from making payments or giving gifts to a public official in any country in which the Corporation and its subsidiaries operate, in order to obtain a business advantage.

ARTICLE 9 - REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR

9.1 Company Personnel are each responsible for being aware of, understanding and complying with this Code when making business decisions. Company Personnel must promptly report any problems or concerns and any actual or potential violation of this Code. To do otherwise, will be viewed as condoning a violation of this Code.

9.2 There shall be no reprisal or other action taken against any Company Personnel who, in good faith, bring forward concerns about actual or potential violations of laws or this Code. Anyone engaging in any form of retaliatory conduct will be subject to disciplinary action, which may include termination.

9.3 Company Personnel should first raise a complaint or concern with his or her supervisor. If that is not possible for some reason or if this does not resolve the matter, Company Personnel must take the matter up the chain of management within the Corporation. Ultimately, unresolved complaints and concerns should be referred to the Chair of the Board who will treat all disclosures in confidence and will involve only those individuals who need to be involved in order to conduct an investigation. Any complaint regarding accounting, internal accounting or auditing matters or a concern regarding questionable accounting or auditing matters should be referred to the Chair of the Audit Committee.

ARTICLE 10 - CONSEQUENCES OF VIOLATING THIS CODE

10.1 Failure to comply with this Code will be considered by this Corporation to be a very serious matter. Depending on the nature and severity of the violation, disciplinary action may be taken by the Corporation, up to and including termination. In addition, the Corporation may make claims for reimbursement of losses or damages and/or the Corporation may refer the matter to the authorities. Anyone who fails to report a violation upon discovery or otherwise condones the violation of this Code may also be subject to disciplinary action.