

MIND CURE HEALTH INC.
(the "Corporation")

CODE OF BUSINESS CONDUCT AND ETHICS

Date: **June 1, 2021**

1.0 Introduction

The Board of Directors ("**Board**") of Mind Cure Health Inc. ("**Mind Cure**"), on its behalf and on behalf of its subsidiaries, has determined that, on the recommendation of the Compensation and Governance Committee, Mind Cure should formalize its commitment to conducting its business and affairs in accordance with the highest ethical standards by enacting this code of business conduct and ethics.

2.0 General Principles

Mind Cure is committed to conducting its business and affairs with honesty, integrity and in accordance with the highest ethical and legal standards.

This Code of Business Conduct and Ethics (the "**Code**") provides a set of ethical standards to guide each director, officer, employee, consultant and contractor of Mind Cure ("**Representatives**") in the conduct of their business, and for each director, officer and employee constitutes conditions of employment, and for each consultant and contractor constitutes conditions of providing services to Mind Cure.

This Code provides an overview of Mind Cure's expectations for its Representatives and is supplemented by other current policies adopted by Mind Cure and those other policies that may be adopted by Mind Cure from time to time.

3.0 Application of this Code

This Code applies to all Representatives and receipt of the latest version of this Code will be deemed to constitute your acceptance and agreement to be bound by its terms.

4.0 Communication of this Code

Copies of this Code are made available to all persons bound by it, either directly or by posting of the Code on Mind Cure's website.

5.0 Compliance with Laws, Code and Policies

All Representatives, in discharging their duties, shall comply with:

- (a) the laws, rules and regulations of the jurisdictions where they carry out their duties to Mind Cure and all jurisdictions where Mind Cure conducts its business activities;
- (b) this Code; and
- (c) all corporate policies, which address many of the following expectations in more detail and include, without limitation, the following principal corporate policies:

- (i) Compensation and Governance Committee Charter;
- (ii) Audit Committee Charter;
- (iii) Corporate Disclosure Policy;
- (iv) Insider Trading Policy;
- (v) Code of Business Conduct and Ethics; and
- (vi) Whistleblower Policy.

6.0 Standards of Good Professional Ethics

Mind Cure intends that its good reputation shall be maintained and accordingly, all of Mind Cure's activities shall be carried out ethically and with honesty and integrity, in the expectation that these activities will become a matter of public knowledge.

7.0 Protection and Proper Use of Assets

All Representatives shall deal with Mind Cure'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. Mind Cure's assets may not be used for personal gain or benefit. In addition, all Representatives must act in a manner to protect such assets from loss, damage, misuse, theft and waste and ensure that such assets are used only for legitimate business purposes.

8.0 Confidentiality

Information is a key asset of Mind Cure. It is Mind Cure's policy to ensure that Mind Cure's proprietary and confidential information, including proprietary and confidential information that has been entrusted to Mind Cure by others, is adequately safeguarded, as set out in Mind Cure's Corporate Disclosure Policy. All confidential information, including information about Mind Cure's business, assets, opportunities, suppliers and competitors should be properly protected from advertent or inadvertent disclosure.

9.0 Fair Dealing

All business dealings undertaken on behalf of Mind Cure, including with its security holders, customers, suppliers, competitors and employees, should be conducted in a manner that preserves Mind Cure's integrity and reputation. It is Mind Cure's policy to seek to avoid misrepresentations of material facts, manipulation, concealment, abuse of confidential information or any other illegal or unfair practices in all dealing with Mind Cure's security holders, customers, suppliers, competitors and employees.

10.0 Good Ambassadorship

All Representatives are ambassadors of Mind Cure in both their business and personal lives. While Mind Cure supports the freedom of the individual to pursue life in his or her own way outside of business hours, Representatives are encouraged to act in a manner which upholds their good reputation and that of Mind Cure.

All Representatives shall represent Mind Cure in a professional manner at all times. Neither the reputation nor the image of Mind Cure shall be jeopardized at any time. The behavior of all Representatives is seen to reflect that of Mind Cure, so all actions must reflect the policies of Mind Cure.

11.0 Conflict of Interest

Representatives, in discharging their duties, shall act honestly and in good faith with a view to the best interests of Mind Cure. Representatives shall avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of Mind Cure, and shall promptly disclose any such conflict, or potential conflict, to Mind Cure.

Representatives shall perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. No one working for Mind Cure shall accept financial compensation of any kind, nor any special discount, loan or favor, from persons, corporations or organizations having dealings or potential dealings with Mind Cure.

12.0 Corporate Opportunities

Representatives are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Representatives are also prohibited from competing with Mind Cure directly or indirectly and owe a duty to Mind Cure to advance the legitimate interests of Mind Cure when the opportunity to do so arises.

13.0 Workplace Safety

Mind Cure is committed to providing a safe and healthy work environment that complies with all relevant laws and regulations. Workplace violence is not tolerated.

14.0 Human Rights

All Representatives shall adhere to Mind Cure's commitment to promoting respect for internationally recognized human rights as set forth in the United Nations Universal Declaration of Human Rights.

15.0 Equal Opportunity

Mind Cure 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, Mind Cure shall not discriminate on the basis of age, color, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion or sexual orientation, unless required for occupational reasons as permitted by law.

16.0 Harassment

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.

17.0 Reporting Violations of this Code

All Representatives shall adhere to Mind Cure's commitment to conduct its business and affairs in a lawful and ethical manner. All Representatives are encouraged to talk to appropriate personnel within Mind Cure when in doubt about the best course of action in a particular situation and to report any breach or suspected breach of law, this Code or any of Mind Cure's corporate policies. Mind Cure prohibits

retaliatory action against any officer or employee who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

18.0 Consequences of Violation of this Code

Failure to comply with the Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of the Code may also violate certain Canadian and/or other laws and if it appears that a Representative may have violated such laws, then Mind Cure may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

19.0 Review of this Code

The Board shall review and evaluate this Code from time to time and generally on an annual basis to determine whether this Code is effective in ensuring that Mind Cure's business and affairs are conducted with honesty, integrity and in accordance with the highest ethical and legal standards.

Mind Cure has adopted a Whistleblower Policy which provides procedures for reporting any breach or suspected breach of law, this Code or any of Mind Cure's corporate policies. A copy of the Whistleblower Policy can be found on Mind Cure's website at www.MindCure.com.

20.0 Queries

If you have any questions about how this Code should be followed in a particular case, please contact the Chief Executive Officer of Mind Cure.

21.0 Waivers of this Code

Any waiver of this Code with respect to a director or executive officer of Mind Cure may be made only by the Board. Any such waiver shall be disclosed to the extent and in the manner required by applicable laws or stock exchange rules and regulations.

22.0 Publication of this Code

This Code shall be posted on:

- Mind Cure's website at www.mindcure.com; and
- SEDAR's website at www.sedar.com.

Dated: June 1, 2021

Approved by: Board of Directors