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# PREMIUM BRANDS HOLDINGS CORPORATION

## CODE OF BUSINESS CONDUCT

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The term "**Company**" refers to Premium Brands Holdings Corporation and the term "**Board**" refers to the board of directors of the Company.

#### **1. WE WILL DO THE RIGHT THING**

The Company is committed to conducting its business with integrity, in accordance with the highest ethical standards and in compliance with all applicable laws. All directors, officers, employees and consultants (collectively "**personnel**") of the Company are therefore required to exhibit a high standard of ethics while complying with the letter and spirit of such laws.

**Ultimately, a concern for what is right and the objective of doing the right thing must underlie all business decisions.** This Code of Business Conduct ("**Code**") is meant to provide personnel with guidance in achieving such an objective. As it is impossible to cover the full spectrum of personnel activities, the following are meant to enable personnel to understand the type of conduct considered acceptable in carrying out their duties on behalf of the Company and, conversely, to delineate conduct that is not in the best interests of the Company.

Ignorance of the law is not, in general, a defence should a law be contravened. Moreover, agreements or arrangements need not necessarily be in writing to be contrary to the law since it is possible for a contravention to be inferred from the conduct of the parties. Accordingly, personnel must diligently ensure that their conduct is not and cannot be interpreted as being in contravention of laws governing the affairs of the Company in any jurisdiction where the Company conducts its activities.

As part of doing the right thing, all personnel must avoid any conduct or association which could bring the Company's honesty, integrity or judgment into question. It is important to understand how closely our customers, shareholders and communities, as well as our colleagues, associate our actions with the Company and how our off-duty conduct also impacts the Company's reputation. All personnel must ensure that their on-duty actions reflect the standards of the Code, and all personnel must report actual or possible misconduct for on-duty activities. Off-duty conduct that is in breach of the Code, and that would impact on the legitimate interests of the Company, is also prohibited and must be reported.

Personnel shall be required to certify their compliance with the Code and the policies of the Company, as amended from time to time, and including but not limited to the following policies (collectively, the "**Policies**"):

- Disclosure, Confidentiality and Trading
- Conflict of Interest
- Fraud
- Respectful Workplace
- Drugs and Alcohol
- Workplace Violence
- Whistleblower Policy and Ethics Hotline

on an annual basis by way of executing and delivering a certification statement in the form set out in Schedule "A" (attached).

## 2. WE WILL DO WHAT WE SAY

Personnel are responsible for abiding by this Code. Violations of this Code will result in the Company taking effective remedial action commensurate with the severity of the violation and may include disciplinary measures up to and including termination in the case of a director, employee or officer or termination of the consulting contract in the case of a consultant. If warranted, legal proceedings and / or referral to the appropriate authorities will be undertaken.

Personnel must also ensure prompt and consistent action against known or suspected violations of this Code. However, in some situations it is difficult to know right from wrong. Since the Code cannot anticipate every situation that will arise, it is important that personnel have a way to approach a new question or problem. The following are the steps to keep in mind:

- i. *Make sure you have all the facts.* In order to reach the right solutions, we must be as fully informed as possible.
- ii. *Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?* This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- iii. *Discuss the problem with your supervisor.* This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems. If you are uncomfortable discussing the problem with your supervisor you can talk to your General Manager or Human Resources Manager (or equivalent).
- iv. *Seek help from other resources.* In a case where it may not be appropriate to discuss an issue with your supervisor, your General Manager or Human Resources Manager (or equivalent), you may contact either the Chair of the Audit Committee of the Company's Board or, the Company's Manager of Internal Audit who has a direct reporting line to the Audit Committee of the Board.

The Chair of the Audit Committee can be contacted through [johnny@maxamcapitalcorp.com](mailto:johnny@maxamcapitalcorp.com), at (604) 685-0201 or to 902 510 Burrard Street, Vancouver, BC V6C 3A8.

The Manager of Internal Audit can be contacted through [concerns@premiumbrandsgroup.com](mailto:concerns@premiumbrandsgroup.com), through the Company at (604) 656-3100 or to 100 10991 Shellbridge Way, Richmond, BC V6X 3C6.

You may also report any known or suspected violation of this Code or other Company Policy, or any law, as set out in the Company's Whistleblower Policy and Ethics Hotline. You may report violations in confidence and without fear of retaliation. If your situation requires that your identity be kept confidential, your anonymity will be protected to the maximum extent possible as allowed by law. The Company does not permit retaliation of any kind against personnel for good faith reports of suspected violations.

- v. *Always ask first, act later.* If you are unsure of what to do in any situation, seek guidance before you act.

## 3. WE RESPECT THE INDIVIDUAL AND DIVERSITY

The Company strives to provide personnel with a safe and healthy work environment and an atmosphere of open communication. All personnel have the responsibility for maintaining a safe and healthy workplace by following environmental, safety and health rules and reporting accidents, injuries and unsafe equipment, practices or conditions. The Company also believes that personnel must be treated

fairly without discrimination by reason of race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity and expression, marital status or physical handicap.

All people with whom the Company has business relations (whether customers, suppliers or employees), are to be treated in a dignified and understanding manner in accordance with the Company's Respectful Workplace policy. Discrimination, sexual harassment or any other forms of harassment of any kind will not be practiced or tolerated. Conformity with legal requirements is not to be regarded as discrimination.

For the purposes of this Policy, "sexual harassment" shall be defined as any (explicit or implicit) conduct, comment, gesture or contact of a sexual nature that is likely to cause offence or humiliation to any employee; or that might, on reasonable grounds, be perceived by that employee as placing a condition of a sexual nature on employment or on any opportunity for training or promotion.

#### **4. WE WILL ABIDE BY LAWS AND REGULATIONS**

All personnel shall comply with all laws applicable to the business of the Company. If any personnel are in doubt as to whether or not a particular course of action would contravene applicable law, he or she should discuss the proposed activity with management who in turn should consider seeking the guidance of appropriate legal counsel and / or the advice of the Chair of the Corporate Governance and Nominating Committee.

The Company and personnel shall comply with copyright law and any other laws applicable to the use of computer software, hardware and related materials, as well as with any and all contracts entered into by the Company with suppliers or licensors of computer software, hardware and related materials.

#### **5. WE WILL MAINTAIN PROPER BOOKS AND RECORDS**

All transactions of the Company must be properly recorded and accounted for on the books of the Company being essential to the integrity of the Company's legal and financial reporting obligations. Generally, the books and records of the Company must reflect in reasonable detail all of its business transactions in a timely, reasonable and accurate manner in order to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles and applicable law.

In particular:

- i. No unrecorded or inadequately recorded asset or liability of the Company is to be established or maintained;
- ii. No false, artificial or misleading entries in the books and records of the Company is to be made;
- iii. All business transactions must be properly authorized and transactions must be supported by accurate documentation in reasonable detail and recorded properly;
- iv. No transaction is to be effected and no payment is to be made on behalf of the Company with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transaction or supporting the payment; and
- v. All financial errors or misstatements must be communicated to your supervisor on a timely basis, regardless of materiality.

No information related to the Company or personnel may be concealed from the Company's external / internal auditors, the Board or the Audit Committee. In addition, it is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing the Company's financial statements.

## **6. WE SAFEGUARD COMPANY PROPERTY AND INFORMATION**

The Board is responsible for establishing and maintaining appropriate internal controls to safeguard the Company's assets against loss or unauthorized use or disposition.

Personnel are not permitted to borrow or to make use of the Company's funds or other assets for their own personal gain, use or benefit unless such benefits are derived as part of an authorized Company compensation or benefit program. Furthermore, personnel must also take all reasonable precautions to safeguard the Company's assets. The Company's name, property and goodwill must not be used by personnel for their personal advantage.

## **7. WE WILL RESPECT THE USE OF CONFIDENTIAL INFORMATION**

Confidential information includes, but is not limited to, technical information, results, observations, analyses, compilations, evaluations, assessments, business or commercial data or plans and investor related data. The term "confidential information" relates to the underlying nature of the information, covering both oral and written information, and is independent of the medium on which the information is stored. It thus covers information stored on paper, various magnetic media, computer, microfiche or any other medium.

Personnel may not use confidential information gained by virtue of their association with the Company for their own personal gain, use or benefit nor may they disclose such information for the use of others, unless it is in the best interests of the Company or as compelled by law. Consult your supervisor should any question arise as to whether information is either confidential or whether such information is able to be disclosed. For greater clarity, personnel shall not use any such confidential information to trade (or tip on) the Company's publicly listed securities.

Subject to any additional obligations or restrictions contained in any agreement between the Company and the applicable party, during the course of employment in the case of employees, the term of the consulting contract with the Company in the case of consultants and during their term as directors or officers in the case of directors and officers of the Company, personnel shall not use for their own financial gain or disclose for the use of others, confidential information obtained as a result of their position with the Company.

## **8. WE WILL RESPECT FINANCIAL AND BUSINESS DISCLOSURE**

As a publicly traded entity, the Company has an obligation to comply with the rules relating to disclosure of material and price sensitive information under the relevant securities legislation and the rules and guidance of the Toronto Stock Exchange. Accordingly, personnel must strictly adhere to the terms outlined in the Company's Disclosure, Confidentiality and Trading Policy to ensure compliance with rules and laws governing disclosure as well as trading, or other dealings, in securities of the Company while in possession of material non-public information concerning the Company or if an insider of the Company. Personnel in possession of material information must not disclose such information before its public disclosure.

The Company's Disclosure, Confidentiality and Trading Policy covers material disclosure in all public documents and statements and permitted communications with analysts, investors, the press and the public. Its objective is to ensure that public disclosure is full, fair, accurate and timely and is delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will be able to quickly and accurately determine their significance and consequence and is not misleading to readers and users.

The Company uses social media in various forms to communicate to our customers and only those authorized may participate in using the Company's external social media channels. However, it is important to be aware that all personnel's personal use of social media could be considered to represent the Company both at and outside of work. All personnel therefore must consider the potential impact their personal posts may have on the Company's reputation and be guided by the standards as set out in this Code. Social media is not an appropriate venue to express concerns about the Company, our

stakeholders or our competition. Personnel must at all times adhere to the Company's Disclosure, Confidentiality and Trading Policy.

#### **9. WE WILL AVOID CONFLICTS OF INTEREST**

Personnel have an obligation to promote the best interests of the Company at all times and are to avoid activities which involve a conflict of interest with the Company. They must avoid any action that may involve a conflict of interest, perceived or actual, with the Company.

Personnel must not have any undisclosed, unapproved financial or other business relationships with suppliers, customers or competitors that might impair the independence of any judgment they may need to make on behalf of the Company. Personnel who become involved in a situation in which their personal interests conflict or might conflict with their duties to the Company must immediately report the situation to either of the Chief Executive Officer or the Chief Financial Officer.

The transaction of business by the Company with businesses beneficially owned in whole or in part directly or indirectly by personnel or any member of his / her family or person from whom the personnel would derive direct or indirect benefits is prohibited unless written approval is requested and received from the Chief Executive Officer or the Chief Financial Officer.

#### **10. WE WILL ENSURE OUTSIDE BUSINESS ACTIVITIES OF PERSONNEL ARE APPROPRIATE**

Full-time management personnel are not permitted to engage in outside business activities which deprive the Company of the time and attention required to properly perform their duties and all personnel are not permitted to engage in outside business activities which are in competition with or related to the Company's activities unless written approval is requested and received from the individual's supervisor.

Speculation or trading in the business, shares and other securities, land or other ventures of any kind on the basis of confidential information relating to the Company is prohibited. This includes but is not limited to shares or securities of any company that the Company is evaluating or is studying as a possible acquisition or joint venture partner or with whom a major contract may be concluded. Use or disclosure of such information may result in civil or criminal penalties, for both the individuals involved and the Company, and termination of personnel involved.

#### **11. WE WILL NOT GAIN FROM GIFTS FROM CUSTOMERS OR SUPPLIERS**

While gifts of cash are never acceptable, personnel are also not to accept gifts or favours, other than those of nominal amount, from customers or suppliers or prospective customers or suppliers unless authorization is requested and received from the appropriate level of management of the business, and / or Chief Executive Officer or Chief Financial Officer, nor are they to use their status with the Company to obtain personal gain from those doing or seeking to do business with the Company.

As a general guideline, a nominal amount would be something that could be consumed or used at one sitting (e.g. a lunch, dinner, entertainment tickets, a round of golf), but nothing is to be accepted which could impair or appear to impair the individual's ability to perform their duties, impartially and in the best interests of the Company. As further clarification, amounts won through skill or chance, such as a prize won from a random draw at a golf tournament, would not be considered a gift or favour.

#### **12. WE WILL NOT GAIN FROM GIFTS TO CUSTOMERS OR SUPPLIERS**

No gifts or favours, other than those of nominal amounts, are to be made to customers or suppliers or to their employees, nor are personnel to provide entertainment or other benefits, other than those of nominal amount, to other persons unless approval is requested and received from the appropriate level of management of the business, and / or Chief Executive Officer or Chief Financial Officer. No Company employee, or agent or representative of the Company, shall offer, give, solicit, or receive any form of bribe, kickback, or improper inducement in order to secure business.

### **13. WE WILL RESPECT PUBLIC OFFICIALS**

All dealings between personnel and public officials are to be conducted in a manner that will not compromise the integrity or impugn the reputation of any public official or the Company, or contravene any applicable law.

For the purposes of this Policy, "public officials" shall be defined as any agent / agencies of the government, or any member of his / her family or related person who would derive direct or indirect benefits.

In most jurisdictions, the Company is required by law to report immediately to the proper authorities any corroborated instance where a public official at any level of government attempts to obtain money or property or favours from the Company by the wrongful use of his or her official position or as a condition to perform certain duties he or she is normally obligated to perform. All such incidents are to be immediately reported to the Chief Executive Officer or the Chief Financial Officer. In no circumstances should any personnel agree to such solicitation. Personnel shall not offer gifts or favours or payments in any amount, to any public official, other than a political donation in accordance with applicable law. No Company employee, or agent or representative of the Company, shall offer, give, solicit, or receive any form of bribe, kickback, or improper inducement in order to secure regulatory approval.

### **14. WE ENCOURAGE RESPONSIBLE CITIZENSHIP**

All personnel are encouraged and entitled to make political and charitable contributions from their personal time and funds in the exercise of responsible citizenship. Contributions made by the Company of any kind to political organizations are to be approved by two directors or officers of the Company, one of which will include the Chief Executive Officer or Chief Financial Officer. Involvement of full time management personnel in political and charitable organizations is not to deprive the Company of the time and attention required to properly perform the individuals' duties unless previous approval is requested and received from a director or officer of the Company.

### **15. WE ENCOURAGE COMMUNITY INVOLVEMENT AND RESPECT THE ENVIRONMENT**

The Company is committed to being a responsible corporate citizen of all the communities in which we reside. We will abide by all federal, provincial and municipal laws and will strive to improve the well being of our communities through encouragement of personnel participation in civic affairs. We will strive to minimize our impact on the environment and encourage and practice the reduction, re-use or recycling of all resources we use wherever practical.

### **16. WE RESPECT THE USE OF ELECTRONIC TOOLS (ELECTRONIC MAIL ("EMAIL") AND INTERNET ACCESS)**

Where applicable, personnel may be provided with email and / or internet access for business related activities. Subject to the occasional use in order to communicate with friends and family, personnel shall not use the Company provided email and / or internet access for regular personal correspondence nor are they to allow any other person to use the email / internet access provided to them unless it is in the best interests of the Company.

Under no circumstances shall email messages or internet access include content that is offensive, libellous, illegal, derogatory, harassing, threatening or discriminatory. Sexually explicit language, cartoons, jokes and images are also prohibited as well as racial and religious slurs and foul and inappropriate language.

### **17. WE ALL ABIDE BY THE SAME CODE OF BUSINESS CONDUCT**

Any waiver of this Code for personnel may be made only by the Board or applicable committee and may be disclosed as required by law, regulation or stock exchange requirement; waivers can only be on the basis of extenuating or reasonable circumstances.

Any amendment of this Code will be disclosed as required by law.

## SCHEDULE "A"

### PREMIUM BRANDS HOLDINGS CORPORATION

#### CERTIFICATION STATEMENT FOR THE CODE OF BUSINESS CONDUCT AND CORPORATE POLICIES

I have read the Premium Brands Holdings Corporation Code of Business Conduct (the "**Code**") and the following corporate policies (collectively, the "**Policies**");

- Disclosure, Confidentiality and Trading
- Conflict of Interest
- Fraud
- Respectful Workplace
- Drugs and Alcohol
- Workplace Violence
- Whistleblower Policy and Ethics Hotline

and I can certify that except as specifically noted below:

1. I understand the content, purpose and consequences of contravening the Code and the Policies. I further understand that the consequences of contravening the Code and/or the Policies may include reprimand, suspension and/or termination.
2. I am not and have not since the date of my last certification been in violation of the Code or any of the Policies except as may be stated below.
3. After due inquiry and to my best knowledge and belief, no employee or consultant under my direct supervision is in violation of the Code or any of the Policies.
4. I will exercise my best efforts to assure full compliance with the Code and each of the Policies by all employees or consultants under my direct supervision and I will continue to abide fully by the Code and the Policies.
5. I will ensure that any internal policies at the business level will be in compliance with, and will not contradict or conflict with any of the requirements set out in the Code or in any of the Policies.

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Print or type name

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Signature

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Title and Location

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Date

Any/All Exceptions

(Please include any potential conflict of interest situations)

1. \_\_\_\_\_  
\_\_\_\_\_
2. \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(if required, provide additional details on the reverse side of this sheet or by appendage to this Certificate.)