



CODE OF BUSINESS CONDUCT AND ETHICS

1. INTRODUCTION

This Code of Business Conduct and Ethics ("Code") outlines a framework of guiding principles for all directors, officers and employees of Genesis Land Development Corp. and its subsidiaries (collectively, the "Corporation"), to promote integrity and deter wrongdoing. All contractors, suppliers and others engaged on behalf of the Corporation are generally expected to be bound by substantially the same provisions as are in this Code as a condition of their engagement. As with any statement of policy, the exercise of judgment is required in determining applicability of this Code to each individual situation.

2. CONFLICTS OF INTEREST

- a) In general, a conflict of interest exists for those who use their position at the Corporation to have the Corporation enter into business, commercial and financial interests or activities that benefits themselves, or any party in which they have a material interest, or in respect of which a director or officer or employee has a material interest.
- b) Directors, officers and employees shall generally avoid all business, commercial and financial interests or activities that may reasonably be regarded as a potential conflict or result in an actual conflict between their personal interests and the interest of the Corporation, and where their actions as directors, officers or employees are influenced by their personal interests.
- c) Directors, officers or employees are prohibited from taking for themselves personally opportunities that properly belong to the Corporation or are discovered through the use of corporate property, information or position. Corporate property information or position must not be used for personal gain.
- d) If directors, officers or employees perceive potential or apparent conflicts of interest arising from their responsibility to the Corporation, such conflict of interest shall be fully disclosed preferably in writing, promptly to his or her manager or to the Chief Executive Officer (CEO) or to the Chief Financial Officer (CFO) or to the chair of the Audit Committee, and in the case of a director to the Board.
- e) The Corporation shall consider the conflict of interest and take appropriate action in the case of officers and employees and in the case of a director, the Board shall consider the conflict of interest and take appropriate action, including recusal from deliberations and voting when necessary.

3. COMPLIANCE WITH LAWS

- a) The provisions of this Code are mandatory and full compliance with the spirit and intent of this Code by each director, officer and employee is expected at all times and in all circumstances.
- b) Each director, officer or employee must, on a best efforts, make themselves aware of, and comply fully with all corporate policies, relevant laws and other standards governing their conduct. Any situation which could be perceived as improper, unethical or indicate a lack of compliance with the corporate policies or relevant law must be avoided.

- c) Where a director, officer or employee has any doubt or question concerning the provisions of this Code, he or she should seek advice from senior management, the Board and when appropriate legal counsel

4. FAILURE TO COMPLY WITH THE CODE

Failure to comply with this Code can have severe consequences. Appropriate discipline up to and including dismissal, will be imposed by the Corporation for violations of the Code.

5. MONITORING COMPLIANCE WITH THE CODE

- a) The CEO, the CFO and other senior managers are responsible for monitoring compliance with the Code within their respective areas of responsibility.
- b) The manager of internal controls of the Corporation shall report quarterly to the Board on the distribution and communication of this Code. The Chair of the Audit Committee of the Corporation shall also report quarterly on issues relating to the compliance with the Code to the Audit Committee and as necessary, to the Board.

6. OUTSIDE BUSINESS INTERESTS

- a) No director, officer or employee may hold or accept a significant financial interest (either directly or through a relative or associate) or hold a position as an officer or director in an organization that has a material business relationship with the Corporation, where, by virtue of his or her position in the Corporation, the director, officer or employee could materially benefit the other organization by influencing the purchasing, selling or other decisions of the Corporation, unless that interest has been first fully disclosed as provided for in section 2(d) above and, in the case of an officer or employee, approval has been obtained from the Corporation. In the case of a director, appropriate action has been taken, including recusal from deliberations and voting when necessary.
- b) A "significant financial interest" in this context is any interest substantial enough that decisions of the Corporation could result in a material gain for the director, officer or employee.

7. DISCLOSURE

- a) Each individual being considered for nomination as a director of the Corporation must disclose to the Governance and Compensation Committee all interest and relationships of which the director is aware of at the time of consideration which will or may give rise to a conflict of interest. If such an interest or relationship should arise while the individual is a director, the individual shall make immediate disclosure of all relevant facts to the Lead Director and to the Board Chair.
- b) If the Board is making decisions related to a material interest, material contract, significant financial interest or to an activity or interest that may provide a benefit to a director's private interests, the director shall withdraw from the deliberations altogether.
- c) Disclosure may cure a conflict of interest or allow the Corporation to appropriately avoid a potential conflict. However, a conflict may be so severe as to only be resolved by the director's resignation from one or both of the conflicting positions.

8. CONFIDENTIAL INFORMATION

- a) No director, officer and employee shall reveal or disclose or use for his own benefit, any Confidential Information without the Corporation's specific proper written authorization or except as required by a mandatory provision of applicable law; and shall hold all Confidential Information absolutely secret, undisclosed, in trust and in confidence; and shall use his best efforts for the protection of Confidential Information. Notwithstanding the foregoing, Confidential Information may be discussed with other employees on a "need to know" basis. Employees that become aware of Confidential Information that may not be known to senior management must promptly and confidentially communicate such matters to senior management.
- b) Confidential Information is any information that has not been made available to the public and includes information that provides insight into the Corporation's current or expected business activities and includes non-public information about firms or individuals such as contractors and suppliers with which the Corporation has dealings. Disclosure of such information might also violate the contractual or privacy rights of such firms or individuals.

9. INSIDER TRADING

No director, officer or employee may engage in or tip someone else to buy or sell shares or securities of the Corporation while in possession of material information relating to the Corporation that has not been disclosed to the public. Some examples of material information are: financial results, financial forecasts, purchases and sales of assets, entering into or terminating contracts and litigation developments. Insider trading and tipping are illegal and can have serious consequences for both the Corporation and the individual that may also result in criminal prosecution. For additional information on insider trading please refer to the Corporation's Insider Trading Policy accessible on the Corporation's public and intranet website.

10. RETENTION AND DESTRUCTION OF RECORDS

Records should be retained or destroyed according to the Corporation's record retention policy, accessible through the Corporation's intranet website. Directors, officers or employees must not alter, distort, conceal, or destroy any document, record, or object for the purpose of impeding or obstructing any investigation conducted or ordered by the Corporation or any government or regulatory agency.

11. ACCOUNTING AND AUDITING

The Corporation's books, records, accounts and financial statements must appropriately reflect its transactions and include reasonable detail. These reports must also conform to applicable accounting and financial reporting standards as well as the Corporation's system of internal controls. Officers and employees must ensure all transactions with which they are involved are authorized and executed in accordance with the Corporation's policies and procedures.

- a) It is a contravention of this Code to fraudulently influence, coerce, manipulate, or mislead anyone engaged in the performance of an audit of the Corporation's financial statements.
- b) Any employee who has concerns or complaints regarding questionable accounting or auditing matters should follow the guidelines in the Corporation's Whistleblower policy, accessible through the Corporation's intranet website.

- c) If the employee submitting the concern or complaint requests confidentiality, including anonymity, this confidentiality will be protected to the extent permitted by and subject to applicable law.
- d) The Corporation's policies relating to personal expenses incurred in the course of doing business must be complied with. For additional information, please refer to the Corporation's Travel Expense policy.

12. ANTI-BRIBERY AND CORRUPTION

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain. Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage. Bribery and corruption can take many forms, including the provision or acceptance of:

- a) Cash payments;
- b) Phony jobs or "consulting" relationships;
- c) Kickbacks;
- d) Political contributions;
- e) Charitable contributions;
- f) Social benefits; or
- g) Undue or lavish gifts, travel, hospitality, and reimbursement of expenses.

Those subject to this Code are strictly prohibited from offering, paying, promising, or authorizing:

- a) any payment or other thing of value;
- b) to any person;
- c) directly or indirectly through or to a third party;
- d) for the purpose of (i.e., in exchange for);
 - i. causing the person to act or fail to act in violation of a legal duty;
 - ii. causing the person to abuse or misuse their position;
 - iii. or securing an improper advantage, contract or concession;
- e) for Genesis or any other party.

For clarity this prohibition is applicable to any improper payment activity in respect of a public official or a person doing business in the private sector. Those subject to this Code shall be particularly attentive that providing or hosting meals, entertainment, gifts, political donations or favors are reasonable in the circumstances and if in doubt seek advice from senior management, the Board and when appropriate legal counsel.

13. FAIR DEALING

Directors, officers and employees must always deal fairly with the Corporation's shareholders, customers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone (customers, contractors and even competitors) through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

14. NON-PROFIT AND PROFESSIONAL ASSOCIATION

The Corporation supports its directors, officers and employees who contribute to their communities through involvement with charitable, community service and professional organizations. If directors, officers or employees use the Corporation's resources for such activities they should only do so with the prior consent of the CEO or CFO.

A director, officer or employee should ensure that he or she is seen as speaking for the organization as an individual and not as a Corporation director, officer, employee or spokesperson.

15. PROTECTION AND USE OF THE CORPORATION'S PROPERTY

Directors, officers or employees should not make use of the Corporation's property, including the Corporation's facilities or resources for their own personal benefit or purposes (especially, loans or guarantees of obligations). All directors, officers and employees should protect the Corporation's assets and ensure their efficient use.

16. POLITICAL PARTICIPATION

Directors, officers or employees engaging in the political process must separate their personal activities from their association with the Corporation.

17. NO LOANS TO DIRECTORS, OFFICERS OR EMPLOYEES

It is the policy of the Corporation not to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any director, officer or employee of the Corporation.

18. WORKPLACE CONDUCT

Discrimination or harassment against any individual with respect to race, religion, age, gender (including pregnancy and childbirth), marital status, family status, sexual orientation, national or ethnic origin will not be tolerated. Furthermore, discrimination against any activity specifically protected under the Code of Conduct, such as expressing our good faith opposition to prohibited discrimination or harassment, or participating in making a good faith complaint of discrimination or harassment will not be tolerated.

19. WORKPLACE SAFETY

Employees are responsible for taking all reasonable and necessary precautions to ensure their own safety as well as that of their colleagues. Directors, officers and employees must comply with all applicable safety laws and policies, procedures and standards to ensure the safety of the workplace at all times.

20. ENVIRONMENT

All operations will be conducted with the aim of preventing adverse effects on the environment and of safeguarding life and health. All directors, officers and employees must comply with all applicable government regulations and legislation and the Corporation's policies and standards, whichever are higher, with respect to environmental matters.

21. REPORTING OF INAPPROPRIATE ACTIVITY

Employees should promptly report to their managers, the CEO or the CFO, any violations or imminent violations of the Code, including potential or apparent conflicts of interest, or other Corporation policies or any other illegal or unethical behavior at the Corporation. If there is reluctance to make such reports to a supervisor or senior management, the employee must follow the process referred to in the Corporation's Whistleblower policy, accessible through the Corporation's intranet website. If concerns or complaints require confidentiality and anonymity is desired, confidentiality will be protected subject to applicable law.

22. NO RETALIATION

The Corporation will not permit retaliation of any kind against:

- a) Good faith reports or complaints of violations of law, this Code of Conduct or other policies of the Corporation, or other illegal or unethical conduct; or
- b) Cooperation in an investigation by a governmental authority or by the Corporation, where the person cooperating has a good faith belief that a violation of law, this Code of Conduct, or other Corporation policies or other illegal or unethical conduct has occurred.

23. RESPONSIBILITY

Each director, officer and employee must adhere to the standards described in this Code.

- a) Any director, officer or employee who knows or suspects a breach of this Code of Conduct must report it to their managers, the CEO the CFO, Chair of the Audit Committee or to the Board, as appropriate.
- b) Each director, officer and employee shall annually review and agree to this Code in accordance with the Corporation's customary practice.

24. WAIVER, EXCEPTIONS AND CHANGES

Any waiver, exception or change to this policy for the benefit of any employee (other than officers) of the Corporation must be in writing and signed by the CEO or, if the CEO is unavailable, by the CFO. Any exception or change to this policy for the benefit of any director or officer of the Corporation must be in writing and may be granted by the Board only.

25. VIOLATION OF THIS CODE

If the Board determines that a director, officer or employee has breached this Code, the Board may sanction such person, including asking for the director's, officer's or employee's resignation. In the case where the

violation by an officer or employee is a fundamental breach of their contract of employment, such breach shall constitute grounds for immediate termination of such employment for cause and without notice.

26. CLARIFICATION

A director, officer, or employee should seek clarification of this Code when unsure about the appropriate course of action from a member of senior management, the Chair of the Audit Committee or from the Chair of the Board, as appropriate.

27. ACCESS TO THE CORPORATION'S POLICIES

This Code shall be posted on the Corporation's public and intranet web sites.

The foregoing Code of Business Conduct and Ethics shall be acknowledged and agreed by each director, officer, and employee on an annual basis in accordance with the Corporation's customary practice.

Approved by the Board of Directors of Genesis Land Development Corp. on March 14, 2019.