


POLICY			
Title: Code of Ethics			
Document ID: POL002	Version No: 02	Page: 1 of 3	Effective Date: 08 Oct 2020 Review Date: 08 Oct 2021

## 1.0 PURPOSE AND OBJECTIVES

- 1.1 The purpose of this Code of Ethics is to set the standards of ethical behaviour on which Directors and Senior Officers of the Company are required to conduct their professional lives.

## 2.0 ROLES AND RESPONSIBILITIES

ROLES	RESPONSIBILITIES
Management	Is responsible for ensuring the Code of Ethics is accurate and fit for purpose, and preparing the first review of the policy for presentation to the AFR Committee.
AFR Committee	Is responsible for the final review of the Code of Ethics and recommendation to the board.
Board	Is responsible for approving the Code of Ethics on recommendation from the AFR Committee.



## 3.0 DEFINITIONS AND ABBREVIATIONS


TERM/ABBREVIATION	DEFINITION
Company	Means Cannasouth Limited
Directors	Means a member of the Board
Senior Officers	Means roles reporting to the CEO
Shareholders	Means the shareholders of the Company, and Shareholder means any one of them

## 4.0 CODE OF ETHICS

### 4.1 Directors and Senior Officers will:

- 4.1.1 Always act with honesty and total integrity exercising diligence and fairness.
- 4.1.2 Conduct themselves in a manner that ensures the Company's reputation and image will not be compromised by their actions or statements, and that they are always acting in the best interests of Cannasouth.
- 4.1.3 Fulfil their duties and exercise their powers with due care and diligence having regard to the Company's values, policies and guidelines.



Prepared by:	Niki Mills	Sign/Date:		24 Sep 2020
Approved by:	Mark Lucas	Sign/Date:		24 Sep 2020


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- 4.1.4 To the best of their abilities, and using reasonable endeavour, seek to ensure Cannasouth's records and documents including financial reports are accurate and true.
- 4.1.5 Avoid conflicts of interest and proactively declare any conflicts of interest, and/or proactively advise of any potential conflicts of interest.
- 4.1.6 Respect, maintain and protect the confidentiality of information about Cannasouth's financial and business affairs as well as information entrusted to them about customers, work colleagues and stakeholders, except where disclosure is permitted or required by law.
- 4.1.7 Respect, protect and uphold the rights of employees, customers, shareholders and other legitimate stakeholders in the Company.
- 4.1.8 Not take advantage of opportunities arising through the use of any of the assets, property or information of Cannasouth or its subsidiaries for personal gain.
- 4.1.9 Fully comply with all laws, rules and NZX and other regulations relevant to Cannasouth's business in all jurisdictions within which the Company operates.
- 4.1.10 Use their best endeavours to ensure compliance by the Company with all statutory and internal disclosure requirements in a timely manner.
- 4.1.11 Not accept unauthorized payments, gifts or other inducements arising from dealings conducted on behalf of the Company.
- 4.1.12 Report any unethical or illegal (or potentially illegal) behaviour of which they become aware to the Chairman of Cannasouth, the Company and its Corporate Advisors.
- 4.1.13 Adhere to the principals of whistle blowing, including supporting and protecting any whistle blower, whether or not action is taken.

## 5.0 AUTHORISATION AND REVIEW

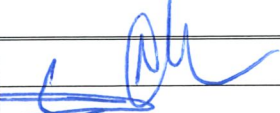

- 5.1 This Cannasouth Limited Code of Ethics was first authorised by the Board of Cannasouth on 24 April 2019. This Code of Ethics is to be reviewed at least annually by the Board.

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## 6.0 VERSION HISTORY

VERSION NUMBER	EFFECTIVE DATE	DESCRIPTION OF CHANGES	DUE DATE
01	03 May 2019	- New policy (Author: Mark Lucas)	03 May 2022
02	08 Oct 2020	<ul style="list-style-type: none"> <li>- Existing policy has been edited to suit new QMS Policy Template. Modifications include: <ul style="list-style-type: none"> <li>o Updated policy reference and number system for new template</li> <li>o Added roles and responsibilities into table 2.0</li> <li>o Consolidated Definitions and Abbreviations into table 3.0</li> <li>o Made board authorisation wording to be consistent with all policies.</li> <li>o Added Review period as 'at least annually'.</li> </ul> </li> <li>- (Reviewers: A. Franklin &amp; N. Mills)</li> </ul>	08 Oct 2021

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