

CODE OF BUSINESS CONDUCT AND ETHICS

WE ARE COMMITTED to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director to read and understand the Code and its application to the performance of his or her business responsibilities. References in the Code to employees are intended to cover officers and, as applicable, directors. Officers, managers and other supervisors are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the Code. Supervisors are also expected to ensure that all agents and contractors conform to Code standards when working for or on behalf of FIRST JERSEY CANNABIS CORPORATION.

The compliance environment within each supervisor's assigned area of responsibility will be a significant factor in evaluating the quality of that individual's performance. In addition, any employee who makes an exemplary effort to implement and uphold our legal and ethical standards will be recognized for that effort in his or her performance review. Nothing in the Code alters the at-will employment policy of FIRST JERSEY CANNABIS CORPORATION applicable to all U.S. employees.

The Code addresses conduct that is particularly important to proper dealings with the people and entities with which we interact, but reflects only a part of our commitment. From time to time we may adopt additional policies and procedures with which our employees, officers and directors are expected to comply, if applicable to them. However, it is the responsibility of each employee to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in the Code.

Action by members of your immediate family, significant others or other persons who live in your household (referred to in the Code as "family members") also may potentially result in ethical issues to the extent that they involve FIRST JERSEY CANNABIS CORPORATION business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your immediate family members, significant others and other persons who live in your household.

A. Policy Statement

It is the policy of the Board of Directors of FIRST JERSEY CANNABIS CORPORATION and its wholly owned subsidiary First Jersey Capital Corporation (hereafter “Board” or “FIRST JERSEY CANNABIS CORPORATION”) to conduct business in accordance with the highest ethical standards, in order to merit and maintain the complete confidence and trust of our customers, shareholders, staff members, and vendors. This policy addresses both business and social relationships, which may present legal and ethical concerns, and also sets forth a Code of Conduct to guide staff members. The term “staff members” refers to all officers and employees of the Company.

B. Compliance with Laws and Regulations

It is the policy of FIRST JERSEY CANNABIS CORPORATION to fully comply with the spirit and intent of all applicable laws and regulations. We expect our staff members to comply with all applicable laws, rules and regulations in accomplishing their assigned duties, while using good judgment and ethical standards.

C. Administration of the Code of Conduct

It is the responsibility of each director and staff member to be familiar with the Company’s Code of Business Conduct and Ethics (the “Code”). Supervising officers are expected to make every reasonable effort to ensure that their subordinate staffs continue to comply with the provisions of the Code.

On behalf of the Board of Directors of FIRST JERSEY CANNABIS CORPORATION will periodically review the Code, advising the Boards in matters of administration and updates.

Senior management shall implement the Code, and determine matters of interpretation. Monitoring of adherence to the Code shall be accomplished by audit, examination, and human resource procedures.

Staff members are encouraged to seek the advice of the appropriate supervisor regarding questions of interpretation, and of the applicability of the provisions of the Code to a particular situation.

All staff and Directors shall sign a written acknowledgement of receipt of a copy of the Company’s Code of Business Conduct and Ethics and any subsequent changes thereto.

Staff members who violate the provisions of the Code may be subject to dismissal may be subject to corrective action, including termination of employment. Staff members must promptly report any known or suspected violations of the Company’s Code of Business Conduct and

Ethics.

D. Waivers of the Code

IMPORTANT. In certain circumstances, it may be appropriate to grant a waiver of a provision of the Code, including waivers to FIRST JERSEY CANNABIS CORPORATION 's Chief Executive Officer, Chief Financial Officer, other executive officers, or directors. **Any such waiver of the Code must be made in writing, and receive the prior consent of the independent members of the Board of Directors of FIRST JERSEY CANNABIS CORPORATION. Any waiver must be promptly disclosed to shareholders via the FIRST JERSEY CANNABIS CORPORATION website, filing of the appropriate form, or other expeditious and efficient method that is in accordance with legal and regulatory requirements.**

E. Enforcement Responsibilities and Procedures

The Board proactively promotes the highest level of ethical behavior and personal performance, including meeting the requirements of this Code. All staff members and directors should ensure prompt and consistent reporting of violations of the Code, as well as any actual or potential violation of applicable laws, regulations or Bank policies. Because it may be unclear whether a violation has occurred, staff members are encouraged to talk to managers about behavior that may violate the Code, and may raise any questions relating to the Code.

Complaint Procedure; Whistleblower; Communicating with Directors

The Sarbanes-Oxley Act, along with Nasdaq Rules, requires that the FIRST JERSEY CANNABIS CORPORATION 's Audit Committees establish and maintain procedures to receive, retain and treat complaints received relating to accounting, internal control, or auditing matters.

These procedures relate to employee concerns or complaints regarding questionable accounting or auditing matters, including, without limitation, the following:

- (i) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- (ii) fraud or deliberate error in the recording and maintaining of financial records of the Company;
- (iii) deficiencies in or noncompliance with the Company's internal accounting controls;
- (iv) misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;

(v) deviation from full and fair reporting of the Company's financial condition;

(vi) mail fraud, wire fraud, bank fraud, securities fraud, violation of any SEC rule or regulation or violation of any federal law relating to fraud against shareholders; and

(vii) Attorney Reports.

Moreover, these procedures must allow for confidential and anonymous submission of their concerns, by employees. Such procedures are currently in place. Our Board of Directors Audit Committee may be contacted by email, mail or Fax. A report form, with instructions for confidential delivery is available to all staff members. Additionally, Human Resource posters are located within each branch and/or department identifying the individual and contact number of the Audit Committee Chairman to report incidents that may arise.

Procedure for Handling Complaints

F. Receipt of a Complaint

Upon receipt of a complaint, the Audit Committee Chairman will acknowledge receipt of the complaint to the sender. (Considering that most complaints will be anonymous, it is understood that such acknowledgement may not be possible.) The Audit Committee Chairman will verify that the complaint actually pertains to a matter covered by these procedures and develop a recommended strategy for the investigation of the complaint.

G. Audit Committee Oversight

The Audit Committee Chairman will promptly report all complaints relating to material matters covered by these procedures and the recommended strategy for investigating the complaint to the other members of Audit Committee. The Audit Committee Chairman, shall provide direction and oversight to the Bank's Risk Manager/BSA Officer, outside legal counsel or such other person as the Chairman shall deem appropriate to conduct the investigation.

H. Confidentiality

Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

I. Corrective Action

Prompt and appropriate corrective action will be taken as warranted in the judgment of the Audit Committee.

J. Procedure Prohibiting Retaliation

In compliance with Section 806 of the Sarbanes-Oxley Act of 2002, the Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of his/her employment based upon any lawful actions of any such employee with respect to good faith reporting of a matter covered by these procedures. Contact the Audit Committee of Bancshares, in the same manner prescribed above, to report alleged retaliation.

K. Reporting and Retention of Complaints and Investigations

FIRST JERSEY CANNABIS CORPORATION 's Risk Manager/BSA Officer will maintain records of all complaints covered by these procedures, tracking their receipt, investigation and resolution and shall prepare a periodic report to the Audit Committee until the matter has been resolved to the satisfaction of the Audit Committee. Copies of all complaints and investigation records will be maintained in accordance with the Company's document retention policy.

L. CONFLICTS OF INTEREST

A conflict of interest is defined as a staff member's involvement in outside interests that might either conflict with the staff member's duty to the Company or adversely affects the staff member's judgment in the performance of their responsibilities.

It is the Company's policy that staff members do not engage in personal conduct that will conflict with the interests of the Company. All staff members are required to disclose any potential conflict of interest, including one in which they have been inadvertently placed as a result of a business or personal relationship with a Company customer, supplier, business associate or competitor.

Disclosure of potential conflicts of interest should be made, in writing, with a full account of the circumstances, to the staff member's supervisor who will review the situation and instruct the staff member as to the appropriate action. Contemporaneous written records of all such disclosures are retained.

M. Acceptance of Gifts

Staff members and their immediate families shall not solicit, accept or retain a benefit for themselves or for any third party from any customer of the Company, any individual or organization doing or seeking to do business with the Company, or from any other individual or organization based on a banking relationship other than normal authorized compensation, with the intent to be influenced or rewarded in connection with any business or transaction of the

Company. In this context, a benefit is regarded as any type of gift, gratuity, favor, service, loan, legacy (except from a relative), fee or compensation, or anything of monetary value.

Specific exceptions to this prohibition are made if there is, and appears to be, no reasonable likelihood of improper influence in the staff member's performance of duties on behalf of the Company. The personal benefit, however, must be one of the following:

- Normal business courtesies, such as a meal, refreshment or other reasonably valued entertainment involving ordinary amenities, in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions.
- Non-cash gifts of reasonable value (under \$100) such as received at holiday time or special occasions, such as a new job, promotion, wedding, or retirement, representing an expression of friendship.
- Gifts based upon obvious family or personal relationships, when the circumstances make it clear that it is those relationships, rather than the business of the Company, which are the motivating factors.
- Unsolicited advertising and promotional material of nominal value, such as pens, pencils, note pads, and key chains.
- Awards given by charitable, educational, civic, or religious organizations for meritorious contributions or service.
- Discounts or rebates on merchandise or services that do not exceed those available to other customers.

Any personal benefit(s) received, other than the exceptions noted above, is to be reported by the staff member to their supervisor, in writing, with a full account of the circumstances. The supervisor will review the situation with the Risk Manager/BSA Officer and instruct the staff member as to the appropriate action. The Company retains contemporaneous written records of all such disclosures.

Cash gifts (which include gift cards) in any dollar amount may not be accepted by an employee. It is important to recognize that federal law makes it a crime for any officer, director or employee of a federally insured bank or bank holding company, directly or indirectly, to ask, solicit, accept, receive or agree to receive anything of value, for himself or for any other person or entity, for or in connection with any transaction or business of the Company, including making loans. The penalty for violating this law is a fine, imprisonment, or both. Any offer of such an improper payment should be immediately reported to the staff member's supervisor.

N. Giving Gifts

Any business gift given (where appropriate and legal) must not exceed in the aggregate \$100 in value per calendar year unless prior of the Company's CFO approval is received. Sales or marketing representatives may make business gifts of their regular Company products or promotional items valued under \$25 for the purpose of generating business goodwill. Moreover.

O. Political Contributions

It is the policy of FIRST JERSEY CANNABIS CORPORATION to strictly comply with all applicable federal and state political campaign laws.

The Company is prohibited from making any contribution or expenditure in connection with any federal election or campaign. The approval by legal counsel for the Company and the Board is required for other political contributions.

In accordance with federal law, no staff member shall make any direct or indirect contribution of funds or other property of the Company in connection with the election of a candidate to any federal office. For these purposes, use of the corporate facilities and equipment for political activities is deemed to be a contribution. Loans to a candidate for political office or to a political committee are not prohibited so long as the loan is made in the ordinary course of business and meets the Bank's usual credit criteria and approval procedures for the particular type of loan. FIRST JERSEY CANNABIS CORPORATION's policy regarding corporate political contributions is not intended to discourage staff members from making personal contributions to candidates or political parties of their choice.

P. Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises. Employees, officers and directors are prohibited from:

- Taking for themselves personal opportunities that are discovered through the use of corporate property, information or position;
- Using corporate property, information or position for personal gain; and
- Competing with the Company, without the prior consent of the Board of Directors.

Q. Use of Company Resources

(1) General

Telephones, electronic mail (e-mail) systems and other electronic communications devices provided by the Company, whether in the workplace or elsewhere, are the property of the firm and should be used for business purposes; however, reasonable personal use is permitted, consistent with this Code and all other policies of the Company. You are expected to use common sense and good judgment in determining what is and what is not “reasonable personal use”. The use of e-mail, the firm’s intranet and the internet must conform to the policies of the Company. E-mail and internet systems may be used to transmit or provide access to confidential information only when such information is adequately protected and transmitting such information is necessary for business purposes.

Among other things, the following are prohibited in electronic communications: (a) statements, which, if made in any other forum, would violate any of our policies, including policies against discrimination and harassment; participation in impermissible or illegal activities (such as gambling or the use and sale of controlled substances); and the misuse of confidential information. (b) accessing, downloading, uploading, saving, or sending sexually oriented or other offensive materials.

The Company considers all data and communications transmitted through, received by, or contained in the firm’s electronic or telephonic equipment and systems to be the Company’s property. Subject to applicable laws and regulations, the Company reserves the right to monitor, review, and disclose all such data and communications as it deems appropriate. You should have no expectation of privacy when using such resource.

Staff members should keep in mind the provisions of the Code as to what a staff member can say or post on the internet about the Company and information derived from the Company (including networking sites like Facebook, Twitter and LinkedIn). You should be familiar with these rules if you engage in internet communications from the office, home or elsewhere.

(2) E-mail and Internet

E-mail systems are not entirely secure and may be susceptible to interception. Unlike a spoken conversation, e-mail creates a permanent record. Any e-mail you send may be printed by the recipient and forwarded by the recipient to others, and probably retained on company computers for a substantial period of time. Therefore, Company’s employees should exercise the same care, caution and etiquette in sending an e-mail message as they would in normal written business communications.

Make sure your Company e-mail is professional and appropriate to the circumstances. Specifically, the Company will not tolerate abusive, obscene, offensive or profane e-mail. In

addition, because the e-mail system is a Company resource, the Company reserves the right to read all e-mail communications.

Anyone who has been provided a connection to the Internet is provided such connection primarily for business use. Employees are allowed limited personal use of Company communications systems, so long as it does not interfere with work responsibilities or result in inappropriate costs or violate the law or this Code. In connection with such limited personal use, employees shall not visit any Web site or download any data from any site that is not in the public domain or that is unprofessional, obscene, inflammatory or inappropriate for business use as determined in the sole discretion of the Company. The Company may maintain logs and records as to an employee's personal use of communications systems for evidence of abuse of Company-provided systems. Violation of the Code regarding an employee's personal use of communications systems will result in disciplinary action including termination of employment.

(3) Software

Copyrights protect most computer programs. Our policy is to respect such copyrights and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, do not make copies of any part of a third-party computer program unless the copy is an authorized back-up copy or the computer software license specifically permits the copy to be made. If you are uncertain about this, you may consult with the Company's legal counsel. If you are engaged in writing computer programs, do not copy or refer to any lines of code written by a third party without the advice of the Company's legal counsel or the written consent of the third party.

R. CONFIDENTIALITY

(1) Customer Information

Safeguarding the confidential financial information concerning the Bank's customers is essential in maintaining the public trust. It is the policy of the Company that such confidential information acquired by a staff member through his or her employment must be held in the strictest confidence. Such information is to be held for Bank purposes and not as a basis for personal gain by any staff member. Aside from routine credit inquiries, information regarding a customer may generally only be released to private persons, organizations or governmental bodies that request it with the consent of the customer involved or upon receipt of legal process, such as a subpoena or court order.

Confidential customer information should never be discussed with anyone outside the Company, and only with those within the Company who have a legitimate business need to know. Confidential customer information should never be discussed in public places, even within the Company's offices. Staff members should be sensitive to the risk of inadvertent disclosure resulting from open doors, speakerphones, cellular phones, and when transmitting confidential information by fax or other electronic media.

(2) Information Regarding FIRST JERSEY CANNABIS CORPORATION

Financial or other information regarding the Company is not to be released to any outside person or organization unless it has been published in reports to shareholders, or otherwise made available to the public through authorized news releases. All news media inquiries must be referred to the President and CEO. The Company expects every employee to treat information concerning the Company and its personnel with the same confidentiality as information concerning customers of the Bank and to observe, with respect to the Company, the same guidelines set forth under the Caption, "Customer Information".

(3) Material Inside Information

The disclosure of "material inside information" subjects staff members, the Company and third parties to whom the information is communicated to severe penalties under federal and state securities laws. Information is "material" when there is a significant likelihood possessing such material inside information must not trade in or recommend the purchase or sale of the securities involved until the information is actually disseminated to the public. See INSIDER TRADING below.

S. INSIDER TRADING

Employees and directors of the Company are frequently entrusted with possession of confidential and highly sensitive information concerning the Company, its clients or other businesses with which the Company has material contractual relationships or with which the Company may be in the process of negotiating material transactions ("Confidential Parties"). As long as an employee or director of the Company is aware of material non-public information relating to the Company, any of its clients or any Confidential Party, it is the Company's policy that such employee or director may not buy or sell the securities of the Bank, the client or the Confidential Party, as applicable, regardless of how that information was obtained.

Equally important, the employee or director must maintain such information in the strictest confidences.

An employee or director of the Company must also not permit any member of his or her immediate family or anyone acting on his or her behalf, or anyone to whom he or she has disclosed such information, to purchase or sell such securities.

After the information has been publicly disclosed through appropriate channels, employees and directors of the Company should nevertheless allow a reasonable time to elapse (usually three business days) before trading in the security, to allow for broad public dissemination and

evaluation of the information.

In view of the foregoing, it is the policy of the Company that employees and directors of the Company must not purchase or sell securities of the Company, any client of the Company or any Confidential Party, if the employee or director has, or believes he or she may have, material non-public information relating to the Company, such client or such Confidential Party, as applicable. All inquiries in this regard, including, without limitation, inquiries as to whether information is material non-public information or whether a company or person is a client of the Company or a Confidential Party, should be directed to the Chief Financial Officer.

T. PRIVACY

In order to assure access at all times to Company property, and because employees may not always be available to produce various documents, records, files or other items in their possession in the ordinary course of business, the Company reserves the right to conduct a routine inspection or search of the Company's premises at any time, without the consent of the employee.

The Company's premises include all locations owned or leased by the Company or under the control of the Company, including office space, parking lots, closets, storage areas and lockers. Company property includes all tangible and intangible personal property of the Company, including, without limitation, all furniture, equipment, file cabinets, computer hardware and software, licenses and copyrights. The foregoing includes all communications and transmissions of any kind, including all information stored on any hardware, software, electronic disk, voice mail, e-mail and all other electronic communication media.

Routine searches and inspections may include an employee's office, desk, file cabinets, closet, locker, computer files, whether contained on a hard drive or floppy disk, including past and present e-mail communications, and similar places where Company property may be located, whether or not such places are locked.

All system pass codes must be available to the Company at all times. Employees may not use pass codes that are unknown to the Company. Employees are prohibited from the using the code of another employee to gain access to that individual's e-mail, voice mail or computer system.

Employees are prohibited from using the Company's information systems in any way that might be considered disruptive or offensive to others, including customers and vendors. Personal or inappropriate use of the Company's information systems may result in disciplinary action, up to and including termination. Inappropriate transmission includes, but is not limited to, sexually explicit messages, offensive language and ethnic, racial and gender-specific slurs.

U. ACCURACY OF RECORDS

We rely on our employees to maintain accurate books and records to efficiently manage our business. As in all other aspects of our business, we expect our employees to adhere to the highest standards of honesty. We do not engage in inaccurate, false or misleading record keeping. If you are ever tempted or asked to make a representation, either in a document or in oral communication, that is other than fully accurate, do not do it. This applies to each and every detail of our business. It applies even in circumstances where one might believe that the consequences of the inaccuracy would be harmless.

The Company's funds or assets will be utilized solely for a lawful and proper purpose and no transfer or expenditure of such funds or assets will be undertaken unless the stated purpose is, in fact, the actual purpose, and the transfer or expenditure is authorized in writing and within the Company's policy. No undisclosed or unrecorded fund (e.g. slush fund) or asset of the Company shall be established for any purpose.

No false or artificial entries shall be made in the books and records of the Company or any of its subsidiaries for any reason, and no employee shall engage in any arrangement that results in such a prohibited act.

It is also the Company's policy that no employee shall take or approve actions that result in incurring, or paying, the cost of anything from corporate funds if such an expenditure, when properly and accurately reported, is not authorized or not reimbursable to the employee under the Company's rules.

Questions regarding this policy should be addressed to the Company's Chief Financial Officer.

X. CONSULTANTS

Consulting agreements shall be controlled to protect the Company's confidential information. No consultant may be retained to perform work for the Company without a formal written agreement prepared by the Company's legal counsel. These agreements must contain a detailed statement of work, a clear description of all amounts to be paid, and all specific provisions required by the legal counsel covering conflicts of interest, standards of conduct, government business ethics, confidentiality obligations, ownership of intellectual property and special provisions in foreign agency agreements.

Unless specifically approved by the Company's legal counsel, all payment for services or products must be paid in the name of the consultant, agent or representative named as a party on the agreement and paid in the location where the services are performed. All consultants must be informed about and agree to follow the Company's Code of Business Conduct and Ethics with respect to activities that affect the Company's businesses.

(Y) DRUG & ALCOHOL POLICY AND EMPLOYEE ASSISTANCE

To remain competitive, it is essential that we make sound decisions. We expect that all our employees' judgments will be clear and unimpaired by drugs or alcohol.

Specific Guidelines

(1) Employees shall not distribute, possess or use illegal or unauthorized drugs or alcohol on the Company's property, on the Company's time, in connection with business or in a manner that may affect performance of employee's responsibilities and duties to the Company.

(2) Employees whose behavior, judgment or performance is impaired by drugs or alcohol should not go to or return to work and will be prohibited from entering the Company's premises or engaging in Company business. Violations of this policy are serious and will result in appropriate discipline, including termination.

Z EMPLOYMENT AND MEDICAL RECORDS

Employment records of Company employees can only be disclosed to those Company employees having a substantial and legitimate need to know the information in an employee's file or in response to appropriate legal process as required under the Health Insurance Portability and Accountability Act (HIPAA) of 1996. Company employees with access to these files have the responsibility and duty to keep them confidential as breaches of confidentiality will subject the Company to penalties and fines under HIPAA.

The Company's employees' medical records are confidential and private. These medical records are kept separate from all other employee records and will not be released to any person unless required by law or based upon a written release from the employee concerned.

AA EMPLOYMENT OF CLOSELY RELATED PERSONS

The Company wants to make sure that our workplace is fair and untainted by any possible perception of favoritism. We encourage the tradition of family service but have certain rules about employing closely related persons. Our policy is not to employ persons closely related to a Company officer without required approvals.

Other closely related persons cannot be employed in jobs where one Company employee has effective control over any aspect of the related Company employee's job. Related Company employees may not share responsibility for control or audit of significant Company assets.

BB RELATIONSHIPS WITH DEPARTING AND FORMER EMPLOYEES

Your obligation to abide by certain company standards exists even after your employment ends. For example, absent vice president level or above approval, you may not accept a job with

another company if your new duties would cause you to:

- Breach any employment condition or agreement you have with the Company; or
- Use or disclose Company nonpublic information in the new position.

In addition, when leaving or retiring from the company you must ensure that you return all Company property in your possession, including all records and equipment. You may not provide any Company nonpublic company information to former employees. If a former employee solicits this information from you, you must notify the Company's Chief Executive Officer or the Company's legal counsel.

You may not purchase products or services on the Company's behalf from former employees unless they have been separated from the Company for more than a year without Board approval. Certain former employees may have information from which they can still unfairly benefit even after a year. If you suspect this is the case, you should consult with Company's Chief Executive Officer for appropriate action.

Employees of the Company should be careful in speaking with former employees of the Company and not disclose confidential information about the Company, even if it is something that the former employee may already know. A casual conversation with a former employee could result in the unintentional leak of a material secret of the Company.

CC. ENVIRONMENT, SAFETY, AND HEALTH

The Company is committed to maintaining a leadership role in protecting human health and the environment. We will promote and protect the health and safety of our employees, the environment and the communities in which we operate. Therefore, we will strictly adhere to all applicable laws and regulations relating to environmental protection and workplace health and safety.

Many environmental, safety and health laws and regulations are complex. If your work involves these fields, it is your responsibility to familiarize yourself with the requirements of relevant laws and regulations, including record keeping.

DD. EQUAL OPPORTUNITY

It is the Company's policy to ensure equal employment and advancement opportunity for all qualified individuals without distinction or discrimination because of age, color, national origin, race, religion, sex, physical or mental disability or veteran status.

This policy applies to all employees and applicants for employment and to all aspects of the employment relationship, including recruitment, hiring, compensation, benefits, training,

transfer, and any other terms and conditions of employment. Equal employment opportunity principles must be communicated periodically to all employees and reaffirmed each year.

The Company's Chief Operations Officer is responsible for implementing our equal opportunity policy. The Human Resources senior officer is the one to whom you can address any concerns regarding any potential violations of this policy.

EE. FRAUDS AND THEFTS

It is the Company's policy to ensure that incidents of fraud and theft relating to the Company are promptly investigated, reported and, where appropriate, prosecuted.

Any suspected incident should be immediately reported to the Chief Executive Officer of the Company or the Company's Audit Committee Chairman. The Committee will review the incident and advise regarding prosecution, if appropriate. No one may sign a criminal complaint on behalf of the Company or a Suspicious Activity Report or complete a criminal or other investigative report without prior written approval of the Company's Chief Financial Officer or Company's Audit Committee Chairman. These two positions have jurisdiction over related personnel actions and civil litigation. To report an incident, please contact the Director of Human Resources or the legal counsel.

FF. REGULATORY EXAMINATIONS AND INVESTIGATIONS

It is our policy to fully cooperate with any appropriate government investigation. If you or someone you supervise learns about a possible government investigation or inquiry other than a regularly scheduled bank or securities regulatory examination, inform the Company's Chief Executive Officer or legal counsel immediately.

Specific Guidelines

- (1) Never destroy any Company documents in anticipation of a request for those documents from the Company or any of the Company's investigators, any government, bank or securities regulatory agency, opposing party in a legal matter or a court. Documents include electronic media such as disks, computer-stored information and e-mail transmissions.
- (2) Never alter any historical Company document or record. Any corrections or amendments to a Company historical document or record should be set forth in a separate document that also refers to the original historical document so that an audit trail is maintained.
- (3) Never make any untrue or misleading statement to any government, bank or securities regulatory investigator.
- (4) Never try to influence any other Company employee or any other person to provide untruthful information to any Company investigator, government or bank or securities

regulatory investigator, or to provide any incomplete, false or misleading information.

(5) If any government, bank or securities regulatory agency inquiry arises through a written subpoena or a written request for information (such as a Civil Investigative Demand), you must submit the subpoena or written request to the Company's legal counsel immediately, before any action is taken or promised.

(6) If you are approached outside the workplace by a government investigator or bank or securities regulatory investigator, you have the right, if you wish, to consult with the Company's legal counsel (or, if you prefer, your own private legal counsel) before speaking with the investigator.

GG. PUBLIC STATEMENTS

Generally, employees must refrain from making public statements regarding issues or matters about which they are not authorized spokespersons. If an employee is contacted by the media about a Company matter, the employee should refer the media contact to the Chief Executive Officer of the Company.

HH. SEXUAL HARASSMENT

The Company will not tolerate sexual harassment, which involves the solicitation of sexual favors or the initiation of any unwelcome sexual advance by one employee toward another. It may also involve other sexually related physical or verbal conduct. The creation of a work environment that is hostile, intimidating or offensive to an individual or group because of gender may also constitute sexual harassment.

Men and women throughout the Company should treat one another with courtesy, dignity and respect, regardless of gender. All employees should recognize that there has been rapid social change as to appropriate conduct in the workplace, and workplace behavior should always reflect our principles of courtesy, dignity and respect.

The Company's officers, managers, supervisors and executives must be alert to the possible presence of sexual harassment in the workplace. Appropriate steps must be taken to prevent sexual harassment. Complaints about sexual harassment can be made to your supervisor, the Human Resources Department or the Chairman of the Audit Committee. Any complaints must be promptly, fairly and thoroughly investigated. There will be no retaliation for truthfully reporting sexual harassment or participating in the Company's investigation of a complaint.

If sexual harassment occurs, there will be a prompt disciplinary consequence ranging from a warning to dismissal.

II. WORKPLACE VIOLENCE

Employees should have a safe place in which to work. Workplace violence, including threats, threatening behavior, harassment, intimidation, assaults and similar conduct, will not be tolerated. Any threats or concerns about your safety or the safety of others should be immediately reported to your manager. Firearms are not permitted on any Company facility without prior written approval from the Company's Chief Executive Officer and the Company's legal counsel.

Christopher Netelkos, CEO

September 1, 2018

By authorization of the Board of Directors

First Jersey Cannabis Corporation and subsidiary