

INDUS HOLDINGS, INC.
CODE OF ETHICS AND BUSINESS CONDUCT

Effective: April 25, 2019

1. GENERAL

The Code is not meant to be a complete listing of ethics and business conduct covering every eventuality. Consequently, if an employee is confronted with a situation where further guidance is required, the matter should be discussed with his or her supervisor or a member of the Indus management team. If the matter cannot be resolved, it must be referred to the Chief Executive Officer or the Company's legal counsel and Corporate Secretary, who have overall responsibility to provide guidance and ensure all enquiries and issues are addressed in a timely manner.

This Code is meant to supplement and not replace any operating procedures or policies adopted by the Company or its subsidiaries in connection with their respective obligations under any laws applicable to the Company's operations with respect to the growth, cultivation, production, manufacture and sale of cannabis.

The Company reserves the right to amend, modify, waive or terminate the rules, guidelines and policies associated with this Code at any time for any reason.

2. POLICY

This Ethics and Business Conduct Policy (this "Policy"), adopted by Indus Holding Company, Inc. (the "Company"), applies to all employees, officers and Directors ("employees") of the Company and its subsidiaries (the "Company"). Indus suppliers and partners, as well as third parties are also expected to adhere to the Code when dealing with or acting on behalf of Indus.

Management is responsible for promoting compliance with this Policy. For clarification of legal, corporate, or other requirements, employees are encouraged to consult this Policy, the Company's governance principles as described in its Board Mandate and any related publications, or to consult their Department Head, the Chief Financial Officer, or Human Resources. The Company's Board of Directors (the "Board") will review this Policy from time to time to ensure continued applicability and conformity with other Company policies.

Employees who commit a material violation of this Policy may face disciplinary action, up to and including termination of employment. Materiality of a violation shall be determined on a case by case basis by the Compensation and Governance Committee and shall be based on the Committee's business judgment. Materiality is presumed for all violations involving fraud, potential civil or criminal liability, improper influence on auditors or accounting controls and procedures, or violations of regulations promulgated by the Canadian Securities Exchange ("CSE") or other governmental authority.

Waivers for material violations of this Policy may be granted on a case-by-case basis. Waivers for employees may be made only by an executive officer of the Company at the request, and with the concurrence, of the Chair of the Compensation and Governance Committee and Chief Financial Officer. Any waiver for an executive officer or Director may only be made by the Compensation and Governance Committee, except that any waiver for a member of the Compensation and Governance Committee must be granted by the Board as a whole.

Waivers of this policy for any executive or Director shall be promptly disclosed to the Company's stockholders in accordance with the requirements of the CSE and governmental authority.

The Company's directors, Chief Executive Officer, and Chief Financial Officer shall promptly report any known or suspected violations of this Code to the Chair of the Company's Compensation and Governance Committee. All other covered parties should speak to supervisors, managers, or other appropriate personnel about known or suspected illegal or unethical behavior.

3. COMPLIANCE WITH GOVERNMENTAL LAWS AND REGULATIONS

The Company works to take a proactive stance towards compliance with all applicable laws and regulations of the jurisdictions in which the Company does business. Each employee has an obligation to comply with the laws of the cities, states, provinces, territories, and countries in which the Company operates, and is expected to understand and comply with all applicable rules, regulations, and laws that apply to such employee's job position. If any doubt exists about whether a course of action is lawful, an employee should seek advice immediately from his or her supervisor or Company management.

This Code does not seek to provide legal guidance for all laws, statutes, rules, regulations and stock exchange policies that impact on the Company's activities. There are, however, several items that warrant specific mention. These are listed below along with some general guidelines for compliance.

ANTITRUST LAWS AND ANTI-COMPETITIVE PRACTICES

Antitrust laws were created to ensure a fair and competitive free market system. We recognize that our efforts in the marketplace must be conducted in accordance with both the letter and spirit of these laws, both within the United States, and in other foreign nations. Continued compliance with antitrust laws is an important objective of the Company and it is the policy of the Company to comply with these laws. To ensure compliance, employees should generally understand how these laws apply to sales and marketing activities in the United States and in other foreign countries. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anticompetitive conduct.

Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor, the Chief Financial Officer, or Company legal counsel whenever you have a question relating to these laws or their application.

EQUAL EMPLOYMENT OPPORTUNITIES/HARRASSMENT

The Company values the uniqueness of the individuals we employ and the diverse perspectives they provide and does not discriminate in hiring on the basis of age, race, color, marital status, sex, sexual orientation, religion, national origin, disability or any other protected class status. Harassment of any employee is inconsistent with the Company's business ethics and will not be tolerated.

INSIDER TRADING

The federal securities laws prohibit the use of material inside information by any person in purchasing or selling securities, as well as the communication of such information to any other person for such use. For purposes of these regulations:

- Material information is any information that a reasonable investor would consider important in determining whether to buy, sell or hold securities. Among the types of information that will generally be considered material is information with respect to proposed acquisitions, divestitures and mergers; earnings, revenues and other non-public financial information; financial projections; proposed new security issues (debt or equity); bank borrowings or other financing transactions; new or pending discoveries, new products or technical developments; significant product delays, defects or recalls or other significant design or manufacturing problems; information concerning changes in senior level management; new customer relationships or terminations or changes in significant customer relationships; threatened or pending litigation, developments in material litigation and other contingencies; and regulatory proceedings and governmental investigations.
- Inside information is information that has not been effectively disseminated to the investing public. Any information with respect to the Company should be considered inside information until a press release or other public statement or filing has been released by the Company. If employees have questions about whether information has been made public, they should refer to the Company's periodic reports and press releases, available on the corporate website (www.indusholdingco.com), the Canadian public filing database (www.sedar.com) or they may contact the Investor Relations Department, or the Chief Financial Officer.

It is the policy of the Company that material inside information concerning the Company, as well as any other corporation or business about which employees of the Company obtain material inside information, may not, directly or indirectly, be used by any of the Company employees in purchasing or selling any securities of the Company or any such other company or business, including the securities of any company in the cannabis industry. Any trading by an employee of the Company conducted prior to the public disclosure of material inside information may be subject to penalties under this policy, up to and including termination of employment with Cause, and may also be subject to severe civil and criminal penalties under Federal law. These penalties may also apply to an employee as a result of trading by his or her relatives, friends or other associates if such trading is based on material inside information provided by the employee.

It is also the policy of the Company that all inside information concerning the Company or any other corporation or business which is obtained by the Company employees in the course of their employment is considered to be confidential information and may not be communicated to any other person (including relatives, friends or business associates and regardless of the purpose for which such communication may be made), except to the extent necessary to perform work for the Company.

SAFETY AND HEALTH

The Company strives to maintain a safe and comfortable environment for all employees. To that end, employees are encouraged to practice and promote safety while on the job; and are reminded that substance abuse and acts of violence are strictly against company policy.

INTERNATIONAL LAW

The Company is an international business and is potentially subject to the laws of the United States and Canada.

Because of the joint duty to adhere to both United States and foreign laws, conflicts can occur. Employees should be aware of some general guidelines, and should consult the Chief Financial Officer, Human Resources, or Company legal counsel as is necessary.

FOREIGN CORRUPT PRACTICES ACT (FCPA)

United States law generally prohibits the Company from making or offering payments or promises, directly or indirectly, to "foreign officials" or political parties in an attempt to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded. Those directors, officers or employees who regularly interact with foreign countries and foreign based companies, should immediately report any potential issues regarding business conduct with these foreign entities.

U.S. EXPORT CONTROLS AND TRADE SANCTIONS

It is the Company's policy that it will not directly or indirectly engage in any act which could reasonably have the effect of infringing United States export and import controls, trade sanctions, and other applicable laws regarding foreign trade.

STOCK EXCHANGE POLICIES

As a corporation listed on the Canadian Securities Exchange (the "CSE"), the Company is required to operate in strict compliance with the rules and policies of the CSE. All directors, officers and employees are responsible to ensure compliance with CSE policies insofar as they impact upon their field of responsibility. Any officer or employee that is not aware whether or how the policies of the CSE might impact on his or her role and responsibilities should discuss with his or her supervisor and/or the Chief Financial Officer or Company legal counsel. The CSE's rules and policies are also available to the public at www.thecse.com.

4. CONFLICTS OF INTEREST

A "conflict of interest" occurs when an individual's private interest interferes, or appears to interfere, with the interests of the Company. The Company respects the privacy and individual rights of its employees with respect to their personal activities. However, employees should be aware of the possibility that their private activities may result in conflicts with the Company's interests. Employees are required to be aware of and avoid potential conflicts.

To deal with conflicts in an ethical manner requires honest reporting, in compliance with the reporting provisions of this Policy. Employees who believe they might be subject to a conflict, for any reason, should seek advice immediately from their supervisor(s) or Department Head, and/or the Chief Financial Officer. The Chief Executive Officer and members of the Board should seek advice from Company legal counsel or the Chair of the Compensation and Governance Committee.

5. CORPORATE OPPORTUNITIES, ASSETS AND CONFIDENTIAL INFORMATION

All employees are expected to protect the Company's assets and confidential information, and to use them efficiently and for legitimate business purposes only. Employees should take steps to prevent misuse, disclosure (except where disclosure is authorized or legally mandated), or destruction of confidential information in their possession, including printed documents and computer files, of either the Company or third parties. Guidance on the proper use of third-party information can be obtained from the Chief Financial Officer.

Employees should not use company property, information or position for personal gain, or use for their own purposes opportunities they became aware of through use of company property, information, or position. Employees also should avoid situations or opportunities that cause them to compete with the Company. Employees are generally expected to advance the Company's legitimate interests, and failure to fulfill this expectation may lead to disciplinary action. Interference with the Company's interests could also result in legal actions depending on severity of the circumstances.

Nothing contained in Section 5 of this policy limits the Company's directors, officers, employees and consultants' ability to file a charge or complaint with a governmental regulatory agency in the United States or Canada and nothing herein limits their ability to communicate with any such agencies or otherwise participate in any investigation or proceeding that may be conducted by any such agency, including providing documents or other information, without notice to the Company.

6. QUALITY OF PRODUCTS AND SERVICES

The Company is committed to delivering high quality products and services which meet regulatory and contractual obligations. Service or products that are known to not be properly tested, to not meet specifications, or to not meet the Company's own high-quality standards will not be delivered.

7. FAIR DEALING AND GIFTS

No employee should take unfair advantage of business partners or customers through abuse of privilege, misrepresentation, fraud or other unfair practice. The submission of a proposal, quotation, or other document or statement that is false, incomplete, or misleading may result in civil and/or criminal liability for the Company, the employee, and the supervisor who condones such a practice.

To avoid the appearance of improper influence, no employee, or member of an employee's immediate family, should accept gifts or promotional items of more than a nominal value. Employees may provide the cost of meals or entertainment for a customer or supplier, provided that such payment is not in violation of any applicable law or made with the purpose of securing a preferential customer or supplier action.

8. ACCOUNTING PRACTICES AND INTERNAL CONTROLS AND PROCEDURES

The Company has established accounting standards and procedures to meet obligations as a public company to fairly present, in all material respects the financial condition and results of operations of the Company in accordance with all generally accepted accounting principles and regulations. All books and records of the Company are kept in ways intended to reflect, in all material respects, all applicable company transactions. the Company has also established internal controls and procedures designed to ensure that employees should be on guard for, and promptly report, evidence of a non-compliance with the Company's accounting procedures.

All documents issued to stockholders, the public, or government agencies are expected to reflect the Company's policy of accurate reporting. All such documents shall include a full, fair, timely, accurate, and understandable statement of the Company's financial results, and shall properly disclose all required information. Further, the Chief Executive Officer and the Chief Financial Officer shall each make certifications with respect to the information contained in any periodic report submitted to the CSE, as required by applicable law.

Employees are reminded that interference with proper accounting procedures by influencing, coercing, manipulating, or misleading the Company's auditors or accountants is both illegal and against the Company policy. Employees share responsibility for maintaining and complying with required internal controls. Any Company employee, and any

supervisor directing such employee, who acts in a way that could result in the Company issuing misleading financial statements to the public will be subject to severe disciplinary action as well as legal penalties.

9. CITIZENSHIP AND POLITICAL INVOLVEMENT

The Company encourages employees to participate in the political process by voting, speaking out on public issues, and becoming active in local, state, and national political activities. Each employee is individually free to pursue any activities or affiliations they deem personally appropriate and to make private donations to whatever political parties or causes they desire. However, no employee should suggest or state that they speak or act for the Company or make political statements or donations on behalf of the Company without specific authorization.

10. SUBCONTRACTORS AND CONSULTANTS

In keeping with its policy of ethical business practices, the Company expects the same level of ethical conduct from its consultants and contractors as it does from its employees.

11. DISCLOSURE OF POLICY

This Policy is available to all employees upon hiring or request, is posted on the Company's website at www.indusholdingco.com, and is available to any stockholder who otherwise requests a copy.

12. DUTY TO REPORT AND CONSEQUENCES

Every employee is expected to adhere to this Policy, and all other Company policies. Violations of this Policy may result in serious legal difficulties and severe civil and criminal penalties for the Company or the employee. Therefore, any violation by an employee may constitute grounds for disciplinary action, including warnings, probation, suspension, termination of employment, repayment of losses or damages, and referral for criminal prosecution and civil action. Employees are responsible for ensuring their own compliance.

Any employee who at any time has knowledge of, or suspects, any impropriety or irregularity that has occurred which may violate any provision of this Policy should report the violation.

All information disclosed shall be considered on a confidential basis, except to the extent necessary for the protection of the Company's interest. The Company strictly prohibits retaliation against an employee, who in good faith, seeks help or reports known or suspected violations. No reprisal or action will be taken by the Company against any employee as a result of any disclosure made in good faith, unless such impropriety or irregularity involves the employee making the disclosure. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

If any director, officer or employee chooses to remain anonymous, every effort will be made to respect this request. Any report can be made to your immediate supervisor or Department Head, the Chair of the Board, Chief Executive Officer, Company legal counsel, Corporate Secretary, or any other person within Company senior management to whom you feel comfortable reporting violations.

All reported violations will be reviewed by the Compensation and Governance Committee and legal counsel, and consideration will be given regarding what disciplinary action, if any, is appropriate. The Compensation and Governance Committee shall have disciplinary authority for any violation involving presumed materiality. For all other

violations, depending on level of severity, disciplinary recommendations may be made to the proper manager or supervisor.