



## KOMO PLANT BASED FOODS INC.

### CODE OF ETHICS

#### 1. Introduction

The Board of Directors ("**Board**") of Komo Plant Based Foods Inc. ("**Komo**"), on its behalf and on behalf of its subsidiaries, has determined that Komo should formalize its commitment to conducting its business and affairs in accordance with the highest ethical standards by enacting this code of business conduct and ethics.

#### 2. General Principles

Komo is committed to conducting its business and affairs with honesty, integrity and in accordance with the highest ethical and legal standards.

This Code of Ethics (the "**Code**") provides a set of ethical standards to guide each director, officer, employee, consultant and contractor of Komo ("**Representatives**") in the conduct of their business, and for each director, officer and employee constitutes conditions of employment, and for each consultant and contractor constitutes conditions of providing services to Komo.

This Code provides an overview of Komo's expectations for its Representatives and is supplemented by other current policies adopted by Komo and those other policies that may be adopted by Komo from time to time.

#### 3. Application of this Code

This Code applies to all Representatives and receipt of the latest version of this Code will be deemed to constitute your acceptance and agreement to be bound by its terms.

#### **4. Communication of this Code**

Copies of this Code are made available to all persons bound by it, either directly or by posting of the Code on Komo's website.

#### **5. Compliance with Laws, Code and Policies**

All Representatives, in discharging their duties, shall comply with:

- i. the laws, rules and regulations of the jurisdictions where they carry out their duties to Komo and all jurisdictions where Komo conducts its business activities;
- ii. the Code; and
- iii. all corporate policies, which address many of the following expectations in more detail and include, without limitation, the following principal corporate policies:
  - (i) Compensation and Governance Committee Charter;
  - (ii) Audit Committee Charter;
  - (iii) Code of Ethics; and
  - (iv) Whistleblower Policy.

#### **6. Standards of Good Professional Ethics**

Komo intends that its good reputation shall be maintained and accordingly, all of Komo's activities shall be carried out ethically and with honesty and integrity, in the expectation that these activities will become a matter of public knowledge. Anything less is unacceptable and shall be treated as a serious breach of duty.

#### **7. Protection and Proper Use of Assets**

All Representatives shall deal with Komo's assets, including all data, information (confidential or otherwise), records, material, facilities and equipment, with the strictest integrity and with due regard to the interests of shareholders and all other stakeholders. Komo's assets may not be used for personal gain or benefit. In addition, all Representatives must act in a manner to protect such assets from loss, damage, misuse, theft and waste and ensure that such assets are used only for legitimate business purposes.

#### **8. Confidentiality**

Information is a key asset of Komo. It is Komo's policy to ensure that Komo's proprietary and confidential information, including proprietary and confidential information that has been entrusted to Komo by others, is adequately safeguarded. All confidential information, including information about Komo's business, assets, opportunities, suppliers and competitors should be properly protected from advertent or inadvertent disclosure.

#### **9. Fair Dealing**

All business dealings undertaken on behalf of Komo, including with its security holders, customers, suppliers, competitors and employees, should be conducted in a manner that preserves Komo's integrity and reputation. It is Komo's policy to seek to avoid

misrepresentations of material facts, manipulation, concealment, abuse of confidential information or any other illegal or unfair practices in all dealing with Komo's security holders, customers, suppliers, competitors and employees.

#### **10. Good Ambassadorship**

All Representatives are ambassadors of Komo in both their business and personal lives. While Komo supports the freedom of the individual to pursue life in his or her own way outside of business hours, Representatives are encouraged to act in a manner which upholds their good reputation and that of Komo.

All Representatives shall represent Komo in a professional manner at all times. Neither the reputation nor the image of Komo shall be jeopardized at any time. The behavior of all Representatives is seen to reflect that of Komo, so all actions must reflect the policies of Komo.

#### **11. Workplace Safety**

Komo is committed to maintaining a safe and healthy workplace and for doing business in a way that meets our responsibilities to each other, our customers, and the public. Komo is committed to providing a safe workplace and to meeting its environmental responsibilities.

All Representatives must perform their jobs in a safe and environmentally responsible manner and in compliance with Komo programs and the law. Supervisors must ensure that direct reports are trained in the safety and environmental practices of their jobs, report potential noncompliance, and investigate all health and safety concerns of which they become aware.

All Representatives must report a work-related crash or injury; a hazard or incident; or a violation of an environmental, health, or safety law or company policy to a supervisor or to Komo's Chief Executive Officer. Representatives should also contact the Chief Executive Officer if they need advice on health and safety compliance, or you believe an unsafe condition or environmental issue is not being properly addressed.

Komo is committed to maintaining a work environment that is free from violence and threatening, hostile, or abusive behavior. Representatives must never engage in violent or threatening behavior toward fellow employees, customers, or business partners.

## **12. Human Rights and Respect**

Komo is committed to a safe, healthy, and professional work environment in which every person is treated with respect and given the opportunity to achieve performance excellence.

Komo is committed to providing a respectful and inclusive workplace. All Representatives are expected to treat customers, fellow employees, and vendors with respect, dignity, honesty, fairness, and integrity at all times. Not only is this sound business practice, it's also the right thing to do.

All Representatives shall adhere to Komo's commitment to promoting respect for internationally recognized human rights as set forth in the United Nations Universal Declaration of Human Rights.

## **13. Equal Opportunity and Commitment to Diversity**

Komo shall respect and comply with all laws providing equal opportunity to individuals without regard to race, color, religion, age, gender, pregnancy, sexual orientation, gender identity and expression, national origin, disability, marital status, citizenship status, veteran status, military service status, and any other protected category under applicable law.

An inclusive workplace is key to Komo's success and Komo will win in the marketplace by attracting, retaining, and developing a highly qualified, dedicated, and diverse workforce. Komo's commitment to inclusiveness extends beyond its workplace. Komo seeks to do business with diverse suppliers and vendors. And Komo refuses to use facilities, sponsor events, or maintain memberships at organizations that have exclusionary membership practices.

## **14. Harassment**

All employees have a right to work in an environment free from all forms of harassment. Harassment is defined as any unwanted conduct or comment that is intimidating, hostile or offensive in the work environment. Komo is committed to maintaining a workplace free from illegal discrimination or harassment, including sexual harassment or harassment based on any other legally protected category.

## **15. Reporting Violations of this Code**

All Representatives shall adhere to Komo's commitment to conduct its business and affairs in a lawful and ethical manner. All Representatives are encouraged to talk to appropriate personnel within Komo when in doubt about the best course of action in a particular situation and to report any breach or suspected breach of law, this Code or any of Komo's corporate policies. Komo prohibits retaliatory action against any officer or employee who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

## **16. Consequences of Violation of this Code**

Failure to comply with the Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of the Code may also violate certain Canadian and/or other laws and if it appears that a Representative may have violated such laws, then Komo may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

## **17. Review of this Code**

The Board shall review and evaluate this Code from time to time and generally on an annual basis to determine whether this Code is effective in ensuring that Komo's business and affairs are conducted with honesty, integrity and in accordance with the highest ethical and legal standards.

Komo has adopted a Whistleblower Policy which provides procedures for reporting any breach or suspected breach of law, this Code or any of Komo's corporate policies. A copy of the Whistleblower Policy can be found on Komo's website at [www.komocomfortfoods.com](http://www.komocomfortfoods.com).

## **18. Queries**

If you have any questions about how this Code should be followed in a particular case, please contact the Chief Executive Officer of Komo.

## **19. Waivers of this Code**

Any waiver of this Code with respect to a director or executive officer of Komo may be made only by the Board. Any such waiver shall be disclosed to the extent and in the manner required by applicable laws or stock exchange rules and regulations.

## **20. Publication of this Code**

This Code shall be posted on:

- Komo's website at [www.komocomfortfoods.com](http://www.komocomfortfoods.com); and
- SEDAR's website at [www.sedar.com](http://www.sedar.com).

Dated: June 3, 2021

Approved by: Board of Directors