



VIVO CANNABIS INC.
(the "Company")

INSIDER TRADING POLICY

Application

This Insider Trading Policy (the "**Policy**") applies to the following persons, who are collectively referred to as "**Company Personnel**" in this Policy:

- (a) all directors, officers and employees of the Company or its subsidiaries;
- (b) any other person retained by or engaged in the provision of services with or on behalf of the Company or any of its subsidiaries (such as a consultant, contract or temporary agency employee, independent contractor or adviser); and
- (c) any associates or partnerships, trusts, corporations, RRSPs and similar entities over which any of the above-mentioned individuals exercise control or direction.

Introduction

Company Personnel may, at any time, purchase securities and exercise options of the Company as long as those purchases or exercises are not decisions based on inside information. Applicable securities laws in Canada prohibit the purchase or sale of securities on the basis of material non-public information about the Company, or the disclosure of material non-public information to others who might trade on the basis of that information. These laws impose severe sanctions on individuals who violate them. The Company has adopted this Policy in order to prevent improper trading in the securities of the Company.

Company Personnel will from time to time become aware of Company business developments or plans or other information that may affect the value of the Company's securities before these developments, plans or information are made public. Trading securities of the Company while in possession of such information before it is generally disclosed (known as "**insider trading**"), or disclosing such information to third parties before it is generally disclosed (known as "**tipping**"), is against the law and may expose Company Personnel to criminal prosecution or civil lawsuits. Such action will also result in a lack of confidence in the market for the Company's securities, harming both the Company and its shareholders.

The Board will designate one or more individuals from time to time as "**Insider Trading Policy Administrators**" for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrators are the Chief Executive Officer and the Chief Financial Officer.

This Policy has been reviewed and approved by the Board and may be reviewed and updated periodically by the Board. Any amendments or waivers to this Policy will be subject to the prior approval of the Board.

Purpose

The Company has adopted this Policy to:

- (a) prevent inadvertent violations of the insider trading laws;
- (b) avoid even the appearance of impropriety on the part of Company Personnel; and
- (c) protect the reputation of the Company and the Company Personnel.

The procedures and restrictions set forth in this Policy are only a general framework to assist Company Personnel in ensuring that any purchase or sale of Company securities occurs without actual or perceived violation of applicable securities laws. Company Personnel have the ultimate responsibility for complying with applicable securities laws and should obtain such additional guidance, including independent legal advice, as may be appropriate for their own circumstances.

Trades that are Subject to this Policy

Under this Policy, all references to trading in securities of the Company include any sale or purchase of securities of the Company, including the exercise of stock options granted under the Company's stock option plan and the acquisition of shares or any other securities pursuant to any Company benefit plan or arrangement and any derivatives-based or other transaction or arrangement.

For the purposes of this Policy, the term "**security**" includes:

- (a) a common, preferred or other share of the Company;
- (b) a put, call, option or other right or obligation to purchase or sell securities of the Company;
- (c) a security, the value or market price of which is derived from, referenced to or based on the value, market price or payment obligations of a security of the Company; and
- (d) any agreement, arrangement or understanding of any nature or kind, the effect of which is to alter, directly or indirectly, a Company Personnel's economic interest in a security of the Company or economic exposure to the Company.

Inside Information

For the purposes of this Policy, "**Inside Information**" means:

- (a) a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the securities of the Company (which includes any decision to implement such a change by the Board or by senior management who believe that confirmation of the decision by the Board is probable);

- (b) a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company; or
- (c) any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Company,

in each case, which has not been generally disclosed. Examples of information that may constitute Inside Information include, but are not limited to, the following:

- proposed changes in capital structure including stock splits and stock dividends;
- proposed or pending financings;
- material increases or decreases in the amount of outstanding securities or indebtedness;
- proposed changes in corporate structure including amalgamations and reorganizations;
- proposed acquisitions of other companies including take-over bids or mergers;
- material acquisitions or dispositions of assets;
- material changes or developments in products or contracts which would materially affect earnings upwards or downwards;
- material changes in the business of the Company;
- changes in senior management or control of the Company;
- bankruptcy or receivership;
- changes in the Company's auditors;
- the financial condition and results of operations of the Company;
- changes in revenues or earnings upwards or downwards of more than recent average size;
- material legal proceedings;
- defaults in material obligations;
- the results of the submission of matters to a vote of securityholders;
- transactions with directors, officers or principal securityholders; and
- the granting of options or payment of other compensation to directors or officers

A number of the scenarios described above include the concept of materiality. Under Canadian securities laws, material information is information that could, or could reasonably be expected to, have a significant effect on the price of the Company's shares on the stock market or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. Material non-public information can include positive or negative information about the Company. It is the responsibility of any Company Personnel contemplating a trade in securities of the Company to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with an Insider Trading Policy Administrator.

Prohibition Against Trading on Inside Information

Company Personnel must not purchase, sell or otherwise trade securities of the Company with the knowledge of Inside Information until:

- (a) twenty-four (24) hours after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities; or
- (b) the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned, and either Company Personnel are so advised by the Insider Trading Policy Administrators or such abandonment has been generally disclosed).

In addition, Company Personnel must not make any trades in securities of the Company during black-out periods, as described under the heading “Restrictions on Trading of Company Securities”.

Prohibition Against Speculating, Short-Selling, Puts and Calls

Certain types of trades in securities of the Company by Company Personnel can raise particular concerns about potential breaches of applicable securities law or concerns that the interests of the persons making the trade are not aligned with those of the Company. Company Personnel are therefore prohibited at any time from, directly or indirectly, undertaking any of the following activities:

- (a) speculating in securities of the Company, which may include buying with the intention of quickly reselling such securities, or selling securities of the Company with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Company’s stock option plan or any other Company benefit plan or arrangement);
- (b) short selling a security of the Company or any other arrangement that results in a gain only if the value of the Company’s securities declines in the future;
- (c) selling a “call option” giving the holder an option to purchase securities of the Company; and
- (d) buying a “put option” giving the holder an option to sell securities of the Company.

Restrictions on Trading of Company Securities

(i) Black-out Periods

Company Personnel who participate in the preparation of the Company’s financial statements or who are privy to material financial information relating to the Company are prohibited from purchasing or selling securities of the Company during the period beginning on the date which is 10 business days prior to the release of financial results for a fiscal quarter or a fiscal year end and ending on 24 hours after financial results for a fiscal quarter or fiscal year end have been disclosed.

Black-out periods may also be prescribed from time to time by the Insider Trading Policy Administrators as a result of special circumstances relating to the Company when Company Personnel are precluded from

trading in its securities. All parties with knowledge of such special circumstances should also be covered by the black-out. These parties may include external advisers such as legal counsel, investment bankers, investor relations consultants and other professional advisers, and counter-parties in negotiations of material potential transactions.

The prohibition on purchases and sales of Company securities during black-out periods does not apply to purchases or sales made pursuant to a legal obligation entered into prior to the black-out period and prior to the acquisition of knowledge of material non-public information. Notwithstanding this exception, the Company reserves the right to bar any transactions in Company securities, even those pursuant to such agreements, if the Chief Executive Officer or the Board of Directors of the Company, in consultation with legal counsel, determines that such a bar is in the best interests of the Company.

Company Personnel subject to a black-out period who wish to trade Company securities may apply to an Insider Trading Policy Administrator for approval to trade securities of the Company during the black-out period. Any such request should describe the nature of and reasons for the proposed trade. The Insider Trading Policy Administrator will consider such requests and inform the requisitioning individual whether or not the proposed trade may be made. The requisitioning individual may not make any such trade until he or she has received the specific approval from an Insider Trading Policy Administrator.

(ii) Use of Discretionary Accounts

Company Personnel who have a discretionary account with a broker must advise their broker in writing that there are to be no purchases or sales of the Company's securities by such discretionary account without first discussing it with such person in order to ensure compliance with this Policy and insider trading laws.

(iii) Exercising Options

Options may not be exercised during a trading black-out period or if the option holder is in possession of any material non-public information concerning the Company or its subsidiaries.

(iv) Unacceptable Trading

Company Personnel are prohibited from engaging in abusive, manipulative or deceptive trading practices. Without limiting the restrictions imposed by applicable securities laws and other requirements of the TSX Venture Exchange (the "**Exchange**"), activities that could reasonably be expected to create or result in a misleading appearance of trading activity in, or an artificial price for securities listed on the Exchange include:

- executing any transaction in a security, through the facilities of the Exchange, if the transaction does not involve a change in beneficial ownership;
- effecting, alone or with others, a transaction or series of transactions in a security for the purpose of inducing others to purchase or sell the same security or a related security;
- entering one or more orders for the purchase or sale of a security that could reasonably be expected to create an artificial appearance of investor participation in the market;

- purchasing or making offers to purchase a security at successively higher prices, or selling or making offers to sell a security at successively lower prices, if the transactions or offers create a misleading appearance of trading or an artificial market price for the security;
- effecting, alone or with others, one or a series of transactions through the facilities of the Exchange where the purpose of the transaction is to defer payment for the security traded;
- entering an order to purchase or sell a security, except for a security sold short in accordance with applicable securities laws and policies and rules of the Exchange, without the ability and the bona fide intention to make the payments necessary and/or deliver the security necessary to properly settle the transaction; and
- engaging, alone or with others, in any transaction, practice or scheme that unduly interferes with the normal forces of demand for, or supply of, a security or that artificially restricts the public float of a security in a way that could reasonably be expected to result in an artificial price for the security.

Prohibition Against Tipping

Company Personnel are prohibited from communicating Inside Information to any person outside the Company, whether or not a black-out period is in effect, unless:

- (a) disclosure is in the necessary course of the Company's business;
- (b) disclosure is compelled by judicial process; or
- (c) disclosure is expressly authorized by the Insider Trading Policy Administrators.

Subject to the above, Inside Information is to be kept strictly confidential by all Company Personnel until after it has been generally disclosed. Discussing Inside Information within the hearing of, or leaving it exposed to, any person who has no need to know it, is to be avoided at all times. Company Personnel with knowledge of Inside Information will not encourage any other person or company to trade in the securities of the Company, regardless of whether the Inside Information is specifically communicated to such person or company.

If any Company Personnel has any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information is in the necessary course of business, the individual should contact an Insider Trading Policy Administrator.

Securities of Other Companies

In the course of the Company's business, Company Personnel may obtain information about another publicly traded company that has not been generally disclosed. Securities laws generally prohibit such Company Personnel from trading in securities of that other company while in possession of such information or communicating such information to another person. The restrictions set out in this Policy apply to all Company Personnel with respect to both trading in the securities of another company while in possession of such information, and communicating such information.

Reporting Requirements

Under Canadian securities laws, directors and “senior officers” (as defined in applicable securities laws) of the Company and its subsidiaries, as well as beneficial holders of more than 10% of the Company’s voting securities, are called “**Insiders**”. Insiders are required to file reports with Canadian provincial securities regulators through the System for Electronic Disclosure by Insiders (“**SEDI**”) of any direct or indirect beneficial ownership of, or control or direction over, securities of the Company and of any change in such ownership, control or direction. Such reports are required within 10 calendar days of becoming an Insider and thereafter within 5 calendar days after any change to previously filed information.

It is the responsibility of each Insider (and not the Company) to comply with these reporting requirements. The Company will assist any Insider in the preparation and filing of insider reports upon request.

Some officers of the Company or its subsidiaries may be eligible to be exempted by applicable securities law from the requirements to file insider reports.

A person that is uncertain as to whether he or she is an Insider or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Insiders who are exempted from these requirements remain subject to all of the other provisions of applicable securities laws and this Policy.

Enforcement

All Company Personnel will be provided with a copy of this Policy. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this Policy unless a written authorization to proceed otherwise is received from an Insider Trading Policy Administrator. Any such person who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with or engagement by the Company without notice. The violation of this Policy may also violate certain securities laws. If it appears that a director, officer, employee or consultant may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.