

Code of Conduct and Business Ethics

CRESCITA THERAPEUTICS INC.
(the “Corporation”)

CODE OF CONDUCT AND BUSINESS ETHICS

PURPOSE OF THIS CODE

The Code of Conduct and Business Ethics of Crescita Therapeutics Inc. (the “Company” or “Crescita”) is intended to document the principles of conduct and ethics to be followed by all directors, officers, consultants and employees of Crescita and its Subsidiaries (collectively and individually referred to as “Crescita Personnel”). Its purpose is to:

- Promote honest and ethical conduct;
- Promote avoidance of conflicts of interest;
- Promote full, fair, accurate, timely and understandable disclosure of information to our shareholders and the public;
- Promote compliance with the laws, rules and regulations that apply to us;
- Promote the prompt internal reporting to an appropriate person of violation of the Code.

This code and its provisions will be reviewed annually by Crescita Personnel who will confirm they have read the code and will follow the guidelines set out.

WORKPLACE

Non-Discriminatory Environment

Crescita provides equal employment opportunities to all persons. The Company does not discriminate against Crescita Personnel or potential employees or directors based on race, color, religion, sex, gender identity, national origin, age, disability, political affiliation, or any other grounds prohibited by law.

Crescita is committed to ensuring fair employment, including equal treatment in hiring, promotion, training, compensation, termination, and corrective action and will not tolerate discrimination by its employees.

A Work Environment Free of Harassment

Crescita is committed to a policy of preventing demeaning, offensive, or harassing behaviour against any fellow employee or any other persons with whom they come in contact in the course of their employment.

DRESS CODE

Crescita employees are expected to dress in a professional, neat, and appropriate manner for their work environment and to perform their work within the policies in place at their Crescita location. Each Crescita location will establish a suitable dress code and standard working hours policy.

HEALTH AND SAFETY, ENVIRONMENTAL

Environmental

Crescita is committed to sound environmental management. The Company aims to meet or exceed all environmental legislation, regulations, permits and licenses. Crescita is committed to conducting business in a manner that minimizes any adverse effects of its operations on the environment.

Health and Safety

Crescita makes every effort to provide a safe and healthy working environment. The Company has adopted a number of policies related to health and safety matters which aim to meet or exceed industry standards and applicable government codes, standards, and regulations. Inspections are conducted by the local Health and Safety Committee to ensure compliance with the standards and regulations.

Information and Communication Systems

All electronic and telephonic communications systems and all communication and information transmitted by, received from, or stored in these systems are the property of Crescita and, as such, are to be used primarily, if not exclusively, for job-related purposes. Any personal use or use for non-Company business is subject to this policy, and must be incidental, occasional, and kept to a minimum. Management has the right and the duty to control the Company's electronic communications systems and their use.

All original messages and information generated on or handled by Crescita's electronic communications systems, including back-up copies, are considered the property of Crescita.

Crescita reserves the right to monitor the contents of electronic communications to support operational, maintenance, auditing, security, and investigative activities. Management reserves the rights to access, monitor, and disclose all messages for all purposes, including those that may be related to actual or potential claims and litigation.

Use of the internet should be primarily, if not exclusively, for job related purposes. Crescita employees are prohibited from using internet access to stream audio and video due to the significant use of bandwidth these activities require and the associated cost. Crescita reserves the right to monitor internet usage by Crescita personnel.

Crescita employees are prohibited from participation in internet news groups, chat rooms and bulletin/message boards unless they are related to the business operations or activities of Crescita.

Guidelines:

To ensure that the use of electronic and telephonic communications systems and business equipment is consistent with Crescita's legitimate business interests, the following guidelines will be followed:

- Any use of Crescita's name or service marks outside the course of the user's employment without the express written authorization of management is prohibited.
- No media advertisement, internet page, electronic bulletin board posting, electronic mail message, voice mail message, or any other public representation about Crescita or on behalf of Crescita may be issued unless it has been approved in writing by an authorized spokesperson, as identified in Crescita's Corporate Disclosure Policy.
- Under no circumstances will information of a confidential, sensitive, or otherwise proprietary nature be placed or posted on the Internet or otherwise be disclosed to anyone outside the Company.
- The electronic mail system is not to be used in ways that are disruptive or offensive to others, or in ways that are inconsistent with the professional image of the Company.

- Display or transmission of sexually explicit images, messages, cartoons, or any communication that can be construed as harassment or disparagement of others based on their race, national origin, sex, age, disability, or other inappropriate purpose is prohibited.
- Any use of the electronic mail system to solicit outside business ventures, to disclose confidential, sensitive, or proprietary information, or for any other inappropriate purpose is also prohibited.
- The information systems will be used exclusively for the transmission of business-related information. The systems will not be used to solicit or address others regarding commercial, religious, or political causes, or for any other solicitations that are not work related, except as approved by management.
- Installing or running any software that is not approved or provided by Crescita or downloading non-job-related material is prohibited because many popular screen savers, games, and other online materials are often used to transmit viruses and other malware designed to compromise system security and stability.
- For security purposes, users may not share their account or password information with any other person. System accounts are to be used only by the assigned user of the account for authorized purposes. Users must take all necessary precautions to prevent unauthorized access to online services.

All users are personally accountable for messages that they create or forward using Crescita's electronic or telephonic communications systems. Misrepresenting, obscuring, suppressing, or replacing a user's identity on an electronic communications system is prohibited. The practice of "spoofing", which is the creation of electronic communications so that they appear to be from someone else, is prohibited. The username, electronic mail address, organizational affiliation, time and date of transmission, and related information included with electronic messages or online postings must always reflect the true originator, time, date, and place of origin of the messages or online postings, as well as the true content of the original message.

Users with questions about how Crescita's systems and information can be used securely and appropriately should contact the IT Department.

Any violation of this policy will result in appropriate disciplinary action, up to and including termination of employment and the exercise of other legal remedies that may be available to the Company.

Social Media

Social media, including popular online services and applications such as LinkedIn, Facebook, Instagram, Twitter, WhatsApp, blogs on Blogger, WordPress, and other sites, that enable users to create and share content or to participate in social networking are potentially disruptive to Crescita's operations and access to and use of social media must adhere to the following principles:

- Social media must not be used on Company time or using Company computers unless it is related to Crescita's business.
- When using social media employees must not represent or imply that they are expressing the opinion of the Company.
- When using social media Crescita Personnel must never disclose any confidential or proprietary information belonging to the Company.
- When using social media Crescita Personnel need to be mindful of their responsibilities to the Company and their co-workers. Any social media content which is contrary to any aspect of Company policy, is strictly forbidden.

THIRD PARTY RELATIONSHIPS

Conflicts of Interest and Fair Dealings

Crescita Personnel will ensure that no conflict of interest exists between their personal interests and those of Crescita. Crescita Personnel are committed to conducting their business affairs with honesty and integrity. In dealing with customers, suppliers, contractors, competitors, existing and potential business partners and other Crescita employees, Crescita Personnel are required to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and the interests of Crescita.

Competition

Crescita competes in an ethical manner in compliance with laws that prohibit restraints of trade, unfair practices, or abuse of economic power. The Company's policy prohibits Crescita Personnel from entering into or discussing any unlawful arrangement or understanding that may result in illegal business practices or illegal anticompetitive behaviour. Crescita Personnel do not slander competitors or their products, improperly seek competitor information or attempt to influence suppliers illegally.

Ethical Business Conduct

Crescita Personnel practice appropriate business judgment in extending business courtesies and do not accept or offer bribes, favours, or kickbacks for the purpose of securing business transactions. In addition, Crescita Personnel will not solicit any cash, gifts, or free services from any Crescita customer, supplier, or contractor for their or their immediate family's or friends' personal benefit.

Crescita Personnel, other than an authorized spokesperson identified in Crescita's Corporate Disclosure Policy, are not authorized to respond to any inquiries from the public, e.g., the investment community or the media, unless specifically asked to do so by an authorized spokesperson.

Directorships

Officers or directors of Crescita shall not act as a director or officer of any other corporation without prior disclosure to the Crescita Board of Directors. Employees who are not officers or directors shall not act as a director or officer of any other corporation without prior disclosure to and approval of the Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO"). However, prior approval is not required to serve on boards of charities or non-profit organizations or in private family businesses that have no relation to the Company and its businesses.

LEGAL COMPLIANCE

Compliance with Laws

The Company expects Crescita Personnel to make every effort to become familiar with and comply with laws, rules and regulations affecting their activities and to ensure that those individuals reporting to them are aware of these laws, rules, and regulations.

The Company's policy is to meet or exceed all applicable governmental requirements regarding its activities.

If employees are unsure as to the applicability of any law, they should refer the matter to their supervisor. Where necessary, management may refer the question to Crescita's Board.

Insider Trading

It is illegal for Crescita Personnel to purchase or sell Crescita shares based on information that has not been previously disclosed to the public (referred to as "Insider Information") or to improperly disclose Insider Information to any third party. Crescita Personnel are required to comply with the Company's Corporate Disclosure Policy as well as Crescita's Insider Trading Policy.

Public Disclosure of Significant or Material Insider Information

Crescita complies with all applicable securities laws and regulations to ensure that significant or material, inside information is disclosed using proper authority and in accordance with the law. Crescita Personnel must comply with Crescita's Corporate Disclosure Policy which is designed to ensure that full, fair, accurate, understandable, and timely disclosure of significant or material inside information is provided in reports and documents filed with securities regulatory authorities and in other materials made available to the investing public.

INFORMATION, RECORDS AND PROPERTY

Financial Reporting

Crescita complies with all financial reporting and accounting rules and regulations applicable to the Company, including regulatory, tax, financial reporting, and other legal requirements. The Company's financial records serve as a basis for managing the business and are crucial for meeting obligations to employees, customers, investors, and others. Crescita Personnel who make entries into financial records or who issue regulatory or financial reports, have a responsibility to fairly present all information in a truthful, accurate and timely manner.

Record Retention

Crescita maintains all records in accordance with laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, in paper as well as analog or digital and electronic formats.

Protection of Company Assets

The use of Crescita property for individual profit or any unlawful unauthorized personal or unethical purpose is prohibited. Crescita information, technology, intellectual property, buildings, land, equipment, machines, software, and cash must be used for business purposes only, except as provided by Crescita policy or as approved by the responsible manager.

Crescita Personnel shall not intentionally damage or destroy the property of Crescita nor commit theft.

Crescita Personnel are required to sign a Confidentiality Agreement when they are hired. Crescita Personnel must comply with all provisions of this agreement.

Crescita Personnel must follow all policies and procedures outlined in Crescita's Purchasing Guidelines and Expense Report Guidelines when ordering any goods or services for Crescita.

COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

Employees are required to comply with the Code of Conduct and Business Ethics and the underlying policies and procedures. Anyone who has a concern about what constitutes ethical conduct or whether a certain course of action violates the Code of Conduct and Business Ethics is expected to raise the concern immediately with their supervisor or the CFO. Any actual, possible, or suspected violation must be reported immediately. Employees are strictly prohibited from taking retribution against another employee for reporting a violation.

Alternatively, if a Crescita employee is uncomfortable raising the concern with their supervisor or with the CFO, they may report their concerns on a confidential basis via mail, e-mail, or telephone by using Crescita's confidential incident reporting service: **EthicsPoint - Crescita Therapeutics Inc.**

The incident reporting service (often referred to as a Whistleblower Hotline) is provided by an outside agency in accordance with securities law requirements. Incident reports are provided to appropriate management personnel without revealing the identity of the incident reporter and without information that might allow management to identify the incident reporter. If the concern is not resolved to the satisfaction of the Crescita Personnel after the completion of all steps typically used by the reporting agency, the incident report will be brought to the attention of the Lead Director of the Crescita Board of Directors.

There will be no reprisals against Crescita Personnel for good faith reporting of compliance concerns or violations of Company policy.

NON-COMPLIANCE WITH THE CODE OF CONDUCT AND BUSINESS ETHICS

Non-compliance with the Code may be subject to disciplinary action up to and including termination for cause