



# **DISCLOSURE POLICY**

JUNE 2021



**GREENWAY GREENHOUSE CANNABIS CORPORATION**  
**(the “Corporation”)**

**DISCLOSURE POLICY**

**Statement of Policy**

The Corporation is committed to a policy (the “**Policy**”) of full, true and plain public disclosure of all material information in a timely and widely disseminated manner, in order to keep shareholders and all members of the investing public informed about the Corporation’s operations, and to raise awareness of the Corporation’s approach to disclosure and promote compliance among the directors, officers, spokespersons and other employees and agents of the Corporation.

The principal means by which the Corporation will fulfill its obligation to disclose all material information in a timely manner will be by way of the issuance of press releases. The Corporation will prepare all press releases in a factual and balanced manner, neither over-emphasizing favourable news nor under-emphasizing unfavourable news, with material information that constitutes unfavourable news being disclosed as promptly and completely as favourable news. In addition, the Corporation will use its best efforts to ensure that all press releases contain sufficient detail to enable investors to make informed investment decisions concerning the Corporation’s securities.

This Policy extends to the conduct of directors, officers, spokespersons and other employees and agents of the Corporation, all disclosure in documents filed with securities commissions and stock exchanges in Canada and all methods that the Corporation uses to communicate to the public, such as written statements made in the Corporation’s annual and quarterly reports, news and earnings releases, letters to shareholders, speeches by senior management and information contained in electronic media, including social media and the Corporation’s website, as applicable, as well as oral statements made in group and individual meetings with financial analysts and investors, telephone calls with financial analysts and investors, interviews with the media and press conferences (regardless of whether written or oral, each a “**Disclosure Document**” and collectively, the “**Disclosure Documents**”).

This Policy outlines the Corporation’s approach toward the determination and dissemination of material information, the circumstances under which the confidentiality of information will be maintained, and restrictions on employee trading. It also provides guidelines in order to achieve consistent disclosure practices within the Corporation.

**Authorized Spokespersons**

The primary spokespersons for the Corporation are the Chief Executive Officer and Chief Financial Officer (the “**Authorized Spokespersons**”). These Authorized Spokespersons may, from time to time, designate others to speak on behalf of the Corporation or to respond to specific inquiries from the investment community or the media.

All public disclosures of information about the Corporation will be made or approved by an Authorized Spokesperson. All communications with analysts will be made by the Spokesperson. Employees other than the Authorized Spokespersons are not to respond to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson. All such queries should be referred to an Authorized Spokesperson.

The Authorized Spokespersons will be involved in scheduling and developing communications and presentations for all meetings with the investment community and the media.

Although an Authorized Spokesperson is responsible for communication with the media, the securities regulators, the financial community, analysts and investors on behalf of the Corporation, the board of directors (the “**Board**”) and/or certain committees of the Board will review certain public disclosure of the Corporation prior to its release. In particular: (a) the Committee will review all material disclosure documents prior to their release or filing, (b) the Audit Committee and the Board will review the Corporation’s annual and interim financial statements and related financial reporting, including management’s discussion and analysis and financial press releases prior to their release; (c) the Board, and if necessary, the Audit Committee, will review the Corporation’s annual information form prior to its release; (d) the Board will review the Corporation’s information circular prior to its release; and (e) the vice-president (or similar position) of finance of each business or equivalent position will conduct a detailed financial and operational review of all financial security filings in compliance with the internal procedures to support the CEO/CFO certification of the Corporation under National Instrument 52-109 - *Certification of Disclosure in Issuers’ Annual and Interim Filings*. Therefore, prior to the release of any such information, the Committee shall ensure that it and, as applicable, the Board and/or the appropriate committee of the Board has reviewed and approved of such information being released.

If there is any doubt about the appropriateness of supplying information to an outside party, an employee should contact Authorized Spokespersons for advice.

### **Material Information**

Under Canadian securities law, the term “material fact” means any fact, where used in relation to securities issued or proposed to be issued, that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of any of the Corporation’s securities.

Securities law and securities commission and stock exchange policies require immediate disclosure of all material facts through news media. Examples of developments in the business and affairs of the Corporation which are likely to require immediate disclosure include the following:

- (a) any issuance of securities by way of statutory exemption or prospectus;

- (b) any change in the beneficial ownership of the Corporation's securities that affects or is likely to affect the control of the Corporation;
- (c) any change of name;
- (d) a take-over bid, issuer bid or insider bid;
- (e) any significant acquisition or disposition including a disposition of assets, property or joint venture interests;
- (f) any stock split, stock consolidation, stock dividend, exchange, call of securities for redemption, redemption, capital reorganization or other change in capital structure;
- (g) the borrowing or lending of a significant amount of funds or any mortgaging, hypothecating or encumbering in any way of any of the Corporation's assets, or an event of default under a financing or other agreement;
- (h) any acquisition or disposition of the Corporation's own securities;
- (i) the development of a new product or any development which affects the Corporation's resources, technology, products or markets;
- (j) the entering into or loss of a material contract;
- (k) firm evidence of a material increase or decrease in near-term earnings prospects;
- (l) a significant change in capital investment plans or corporate objectives;
- (m) any change in the Board or senior officers;
- (n) significant litigation;
- (o) a material labour dispute or a dispute with a major contractor or supplier;
- (p) a reverse takeover, change of business, merger, amalgamation or other material information relating to the business, operations or assets of the Corporation;
- (q) a declaration or omission of dividends (either securities or cash);
- (r) any oral or written employment, consulting or other compensation arrangements between the Corporation or any subsidiary of the Corporation and any director or officer of the Corporation, or their associates, for their services as directors or officers, or in any other capacity;
- (s) any oral or written management contract, any agreement to provide any investor relations, promotional or market making activities, any service agreement not in the normal course of business or any related party transaction, including a transaction involving non-arm's length parties;

- (t) any amendment, termination, extension or failure to renew any agreement where disclosure of the original agreement or transaction was required pursuant to applicable securities laws or stock exchange rules;
- (u) any change in listing classification, including any movement by the Corporation between stock exchanges or an exchange's tiers;
- (v) notice of suspension review or suspension of trading of the Corporation's securities; and
- (w) any other developments relating to the business and affairs of the Corporation that would reasonably be expected to significantly affect the market price or value of any of the Corporation's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

### **Confidential Material Information**

In isolated and restricted circumstances,<sup>1</sup> officials of the Corporation may temporarily withhold information from public disclosure for legitimate business purposes where it is determined that immediate public disclosure would be unduly detrimental to the Corporation's interests. The information, if it constitutes a material fact, must still be filed with Canadian securities regulators in the form of a confidential material change report filed with the applicable Canadian securities regulators, the Corporation's stock exchange and the Investment Industry Regulatory Organization of Canada ("IIROC") on a confidential basis.<sup>2</sup> The Corporation will only withhold information consistent with the circumstances outlined in Canadian securities laws.

At any time when material information is being withheld from the public in accordance with this section, the Corporation must ensure that the information is kept completely confidential and any person in possession of undisclosed material information is prohibited from purchasing or selling the Corporation's securities or "tipping" such information until the material information is publicly disclosed.

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<sup>1</sup> The withholding of material information on the basis that disclosure would be unduly detrimental to the Corporation must be infrequent and can only be justified where the potential harm to the Corporation or investors caused by immediate disclosure can reasonably be considered to outweigh the undesirable consequences of delaying disclosure, keeping in mind at all times the requirements for immediate disclosure. While recognizing that there must be a trade-off between the legitimate interest of the Corporation in maintaining confidentiality and the right of the investing public to disclosure of material information, securities regulators and stock exchanges discourage any delays in disclosure for a lengthy period of time, since it is unlikely that confidentiality can be maintained beyond the short term.

<sup>2</sup> The applicable listing stock exchange for the Corporation and IIROC must be advised of the material information on a confidential basis so that trading in the Corporation's common shares listed on the exchange may be monitored by IIROC. If the trading of the Corporation's common shares listed on the exchange (the "**Common Shares**") suggests or indicates that the confidential information may have been "leaked", IIROC will normally require an immediate news release and IIROC will halt trading in the Common Shares until the information has been generally disclosed to the public.

It is expected that the Corporation's directors, officers, employees and agents will keep the Corporation and its Spokespersons fully apprised of all significant corporate developments in order for the Spokespersons to determine their materiality and the appropriateness of and timing for public release of the information, or whether the information should remain confidential. Employees must not divulge material non-public information to anyone outside the Corporation, as only the Spokespersons are authorized to speak on behalf of the Corporation.

### **Timing of and Procedure for Disclosure**

All of the Corporation's news releases, including releases of material facts and information, will be directed and authorized by the Authorized Spokespersons.'

The Corporation will ensure that its legal counsel reviews all news releases where the subject matter has been determined by the Corporation to be material, in order to ensure that the Corporation's disclosure complies with the Policy and complies with applicable securities laws and stock exchange requirements.

Previously undisclosed material information may be shared confidentially with those in a "special relationship", including third parties who are bound by agreement of confidentiality and obligation to not make use of such information in trading in securities where such third party has a need to know such information to perform a service or duty, such as legal advice, financial services, credit rating, private lending or extension of credit.

Once a decision is made that information is material and will not be the subject of a confidential filing, it must be disclosed immediately and as broadly disseminated to the public. The Corporation uses a wire service to disseminate news releases.

Corporate disclosure should be consistent among all audiences, including the investment community, the media and employees. Disclosure on the website of the Corporation or social media alone does not constitute adequate disclosure of material information.

Corporate disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure contained a material error at the time it was given.

When necessary, the Corporation will file a material change report with securities regulators as soon as practicable and, in any event, not later than 10 days following the date on which such material change occurs.

Any employee who is privy to confidential information including undisclosed material information ("inside information") is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to inside information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties who are privy to inside information concerning the Corporation will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in the Corporation's securities until after the inside information is publicly disclosed and disseminated or is no longer possibly material (e.g. a previously undisclosed proposed confidential transaction that is abandoned). Unless such parties are bound by well-defined obligations of confidentiality to the Corporation imposed by reason of their professional status, such outside parties may be required to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of material information, the following procedures should be observed at all times:

- (a) documents and files containing material inside information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business. Code names should be used if necessary;
- (b) confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- (c) confidential matters should not be discussed on cell phones or other wireless communication devices;
- (d) confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
- (e) employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
- (f) transmission of documents by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- (g) unnecessary copying of confidential documents should be avoided and documents containing material inside information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed; and
- (h) access to confidential electronic data should be restricted through the use of passwords.

### **Pre-Notification to IIROC**

Regardless of when an announcement involving material information is released, IIROC will require the pre-filing of news releases with IIROC prior to dissemination to the public in the following instances:

- (a) reverse take-overs, changes of business or other reorganizations;
- (b) major transactions, including corporate acquisitions or dispositions;
- (c) situations where after giving effect to the contemplated transaction and as a result of such transaction one person or a group of persons will hold a sufficient number of common shares to affect materially the control of the Corporation and in the absence of evidence to the contrary, any person or combination of persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, holding more than 20% of the Corporation's common shares listed on the Exchange is deemed to materially affect the control of the Corporation; and
- (d) future oriented financial information or other operating projections.

The Corporation will advise IIROC of the content of any news releases related to the foregoing matters and must be supplied with a copy of any news release relating to these matters in advance of its release. Copies of the news releases must be faxed to IIROC at (604) 602-6986 or emailed to IIROC at [surveillancwest@iiloc.ca](mailto:surveillancwest@iiloc.ca). The Corporation must also advise IIROC of the proposed method of dissemination and must advise IIROC in advance, by telephone at (604) 643-6505 if an announcement is ready to be made during trading hours and submission of a written copy of the release should follow. Where an announcement is to be released after the Exchange has closed, the Corporation should advise IIROC before trading opens on the next trading day.

The Corporation may be required to submit supporting documents with the news release.

### **Responding to Market Rumours**

It is the Corporation's practice not to comment on market rumours or speculation, particularly where it is clear that the Corporation is not the source of the market rumour. If a stock exchange or a securities regulator requests the Corporation to make a statement in response to a market rumour, the Authorized Spokespersons will consider the matter and make a determination as to the nature and content of any response.

The Chief Executive Officer or Authorized Spokespersons will also recommend an appropriate course of action where the Corporation or an employee of the Corporation is the apparent source of the rumour.

### **Communications with Financial Analysts and Investors**

One of the most important functions of the Authorized Spokespersons is to provide financial analysts and investors with information about the Corporation.

The Corporation, principally through its Authorized Spokespersons, may educate analysts about the Corporation using previously disclosed historical information or facts which are generally known, including information relating to market forces impacting the Corporation's business, so that analysts can regularly update their estimates. The



Corporation should not provide analysts with material non-public information. If material non-public information is inadvertently disclosed at such a meeting, the Corporation will take immediate action to achieve broad public dissemination of the information.

If an employee of the Corporation other than the Authorized Spokespersons holds a one-on-one meeting with an outside party such as a financial analyst or investor, the Authorized Spokespersons will ascertain whether any new material information was disclosed during the discussion. If so, that information will be publicly disclosed immediately.

The Corporation will not provide confidential, proprietary or material non-public information in communications with financial analysts or investors. The Corporation will only disclose information that does not impair its own effectiveness. Any information disclosed will be factual and not speculative.

The Corporation will not discriminate among recipients of information. Under no circumstances will it bar a financial analyst from access to information, nor will the Corporation confirm or attempt to influence a financial analyst's opinions or conclusions. The Corporation will provide the same information that has been provided to financial analysts to individual investors when requested.

The Corporation will not discuss near-term operational results or future earnings, nor will it comment on earnings estimates of analysts or investors, except as required by law. Similarly, it will not review financial analysts' reports or models, but it may confirm or correct publicly released historical information contained in analysts' reports.

The Corporation may provide selective, forward-looking information to enable the investment community to evaluate the Corporation and its prospects for performance, such as new projects, expected volume growth or decline, capital spending, operating expense targets, and projected demand or market potential for its production and products, provided that it is not undisclosed material information, it does not deal with near-term operational results or future earnings, and it has been prepared or reviewed by Authorized Spokespersons.

The Corporation will not re-circulate financial analysts' reports outside the Corporation or place them on its website. Financial analysts' reports on the Corporation may be provided periodically to the Board and to senior management. In such circumstances it should be recognized that the opinions, estimates or forecasts regarding the Corporation's performance that are made by any financial analysts are theirs alone and not the opinions, estimates or forecasts of the Corporation or its management.

The Board and/or the Corporation's Audit Committee shall review the following types of Disclosure Documents in advance of their public release by the Corporation:

- (a) earnings guidance; and
- (b) news releases containing financial information based on a company's financial statements prior to the release of such statements.

Where feasible, the Corporation shall issue the earnings news release concurrently with the filing of the Corporation's quarterly or annual financial statements.

### **Forward-looking Information**

A forward-looking statement made in the Corporation's written documents will be identified as such and accompanied with meaningful cautionary language that warns investors that there is a risk that the statement could change materially. In the case of oral forward-looking statements, the statement will be identified as such and, if the cautionary language is not included in a previously released, readily available written document, it will immediately accompany the statement.

A forward-looking statement made in the Corporation's written documents will be identified as such and accompanied with meaningful cautionary language that warns investors that there is a risk that the statement could change materially. In the case of oral forward-looking statements, the statement will be identified as such and, if the cautionary language is not included in a previously released, readily available written document, it will immediately accompany the statement. The Corporation will comply with the guidelines set out in National Policy 51-102 – *Continuous Disclosure Obligations* adopted by the Canadian Securities Administrators with respect to the comparison of actual results with such forward looking statements where appropriate.

### **Use of Electronic Media and Website; Social Media**

#### *Electronic Media and Website*

Documents of interest to investors that are available in paper copy will be made available on the website. These include the annual report, quarterly reports and news releases. The Chief Executive Officer is responsible for ensuring that the information in the investor section of the website is up-to-date. News releases will be posted on the website as soon as possible after they are released to the wire service. Other documents and presentations will be placed on the website as soon as possible after they are available. Generally speaking, where documents are included on the Corporation's website, such documents will remain on the Corporation's website for a minimum of thirty (30) days.

The Corporation will not host, participate in or link to Internet-based chat rooms or bulletin boards and the directors, officers and employees of the Corporation are prohibited from discussing the Corporation in such forums.

Posting information on the Corporation's website alone or disseminating it through social media networks (for example blogs, Twitter, YouTube, Facebook, LinkedIn or Instagram) does not constitute adequate disclosure of information that is considered non-public material information. Any disclosures of material information on the Company's website will be preceded by the issuance of a news release. Also see "Social Media" below.

## *Social Media*

In March 2017, the Canadian Securities Administrators (the “CSA”) reviewed the social media activity of a sample of Canadian public companies. The CSA identified a number of disclosure inconsistencies and problematic social media disclosure practices. The specific concerns and disclosure expectations of the CSA can be summarized at a high level as follows:

1. **Selective or early disclosure.** Material information must first be generally disclosed in a manner that effectively reaches the broader marketplace. Sharing material information via social media does not meet this requirement.
2. **Misleading and unbalanced disclosure.** Disclosure should be factual, avoid promotional commentary, give equal prominence to favourable and unfavourable information, include sufficient detail for investors to understand its substance and importance, and be consistent with previously filed disclosure.
3. **Insufficient governance.** The policies, procedures and controls adopted by reporting issuers for their formal regulatory filings should also be applied to social media disclosures.

Any employee or consultant required to use social media as part of the individual’s duties (including for the company's marketing, public or investor relations, recruitment, corporate communications or other business purposes), must carefully review this Disclosure Policy. The Corporation owns all social media accounts used on behalf of the Corporation or otherwise for business purposes, including any and all log-in information, passwords and content associated with each account, such as followers and contacts. The Corporation owns all such information and content regardless of the employee that opens the account or uses it and will retain all such information and content regardless of separation of any employee from employment, consulting or other similar arrangement with the Corporation. Any employee or consultant whose job duties include speaking or writing on behalf of the Corporation in a social media environment must seek approval in advance for such communication from one of the Spokespersons who may require the employee to receive training before doing so and impose certain requirements and restrictions with regard to social media activities. Likewise, if an employee is contacted for comment about Corporation for publication, including in any social media outlet, the inquiry must be directed to the Spokespersons. The employee or consultant must not respond without prior written approval.

### Guidelines applicable to all social media disclosure:

1. **To avoid selective or early disclosure, if the disclosure of material information on social media is permitted, it must not be posted before it is generally disclosed to the public via news release or otherwise in accordance with securities laws and this Disclosure Policy. Sharing material information via social media does not meet this requirement.**

2. All social media content and posts should be vetted by the Spokespersons to assess the materiality of information and ensure that the information is not selective, misleading, overly promotional or inconsistent with previous disclosure.
3. If the Corporation plans to disclose forward-looking information via social media such as financial targets, project milestones and expected product launch dates are required to include accompanying disclosure such as the material factors and assumptions supporting the forward-looking information (and must be updated if subsequent events occur that affect previously disclosed targets).
4. Linking social media posts to media articles and analyst reports is problematic and therefore any proposed link to an analyst report via social media or otherwise must be authorized by the Spokespersons. The Corporation becomes legally responsible for the content and obligated to provide updates. Consent may be required. In order for the information to be balanced, an issuer would need to link to all analyst reports, both positive and negative, and highlight reports that are not independently prepared.
5. To avoid misleading and unbalanced disclosure, disclosure should be factual, avoid promotional commentary, give equal prominence to favourable and unfavourable information, include sufficient detail for investors to understand its substance and importance, and be consistent with previously filed disclosure.
6. The policies, procedures and controls adopted by the Corporation for its formal regulatory filings should also be applied to social media disclosures.

### **Communication and Enforcement**

1. All directors, officers, employees and consultants of the Corporation will be advised of this Policy and its enforcement. It will be made available upon request and changes in this Policy will be communicated to all directors, officers, employees and consultants.

An employee or consultant who violates this Policy may face disciplinary action up to and including termination of employment in the case of an employee, and, in the case of a consultant, termination of the consulting contract with the Corporation. The violation of this Policy may also violate certain securities laws. If the Corporation discovers that an employee has violated such securities laws, it may refer the matter to the appropriate regulatory authorities.

### **Acknowledgement**

Each employee, officer and director, upon initial receipt of a copy of the Policy, is expected to read the Policy and, in case of any questions, to obtain answers from his/her supervisor concerning the intent of the policies and procedures outlined herein.

Each employee, officer and director is accountable for knowing and abiding by this Policy. When the employee, officer or director is satisfied with his/her understanding of the handbook, he/she will sign an acknowledgement confirming that he/she has received and read this Policy, understands it and is complying with it.

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