

RAPID DOSE THERAPEUTICS INC.
(the “Corporation”)

CODE OF BUSINESS CONDUCT AND ETHICS

Date: **December 2018**

1.0 Introduction

The Board of Directors (“**Board**”) of Rapid Dose Therapeutics Inc. (“**Rapid Dose Therapeutics**”)¹ has determined that, on the recommendation of the Compensation, Nominating and Governance Committee, Rapid Dose Therapeutics 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.

2.0 General Principles

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

This Code of Business Conduct and Ethics (the “**Code**”) provides a set of ethical standards to guide each director, officer, employee, consultant and contractor of Rapid Dose Therapeutics (“**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 Rapid Dose Therapeutics.

This Code provides an overview of Rapid Dose Therapeutics’ expectations for its Representatives and is supplemented by other current policies adopted by Rapid Dose Therapeutics and those other policies that may be adopted by Rapid Dose Therapeutics from time to time.

3.0 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.

4.0 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 the Rapid Dose Therapeutics’ website. All persons or entities bound by the Code shall be informed whenever significant changes are made. New Representatives shall be provided with a copy of this Code.

¹ This Code applies to Rapid Dose Therapeutics and each of its subsidiaries. Accordingly, this Code will refer to Rapid Dose Therapeutics Inc. and its subsidiaries as “Rapid Dose Therapeutics”.

5.0 Compliance with Laws, Code and Policies

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

- (a) the laws, rules and regulations of the jurisdictions where they carry out their duties to Rapid Dose Therapeutics and all jurisdictions where Rapid Dose Therapeutics conducts its business activities;
- (b) this Code; and
- (c) 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 Committee Charter;
 - (ii) Audit Committee Charter;
 - (iii) Corporate Disclosure Policy;
 - (iv) Board Mandate;
 - (v) Insider Trading Policy;
 - (vi) Mandate for the Audit Committee; and
 - (vii) Mandate for the Board of Directors;

6.0 Annual Certification Regarding Compliance

All directors and officers of Rapid Dose Therapeutics, together with any employees, consultants and contractors specified by the Board, shall provide annual certification of compliance with this Code, confirming compliance with all laws, rules and regulations the jurisdictions where they carry out their duties and where Rapid Dose Therapeutics is conducting its business activities, as well as compliance with all Rapid Dose Therapeutics policies.

The Chief Executive Officer of Rapid Dose Therapeutics shall be responsible for ensuring that annual certifications are obtained on or before the end of the first calendar quarter of each year for all directors, officers, specified employees, specified consultants and specified contractors and for providing written confirmation to the Board that such certifications have been obtained and summarizing the results thereof.

7.0 Standards of Good Professional Ethics

Rapid Dose Therapeutics intends that its good reputation shall be maintained and accordingly, all of Rapid Dose Therapeutics' 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.

8.0 Protection and Proper Use of Assets

All Representatives shall deal with Rapid Dose Therapeutics' 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. Rapid Dose Therapeutics' assets may not to 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.

9.0 Confidentiality

Information is a key asset of Rapid Dose Therapeutics. It is Rapid Dose Therapeutics' policy to ensure that the Company's proprietary and confidential information, including proprietary and confidential information that has been entrusted to Rapid Dose Therapeutics by others, is adequately safeguarded, as set out in Rapid Dose Therapeutics' Corporate Disclosure Policy. All confidential information, including information about Rapid Dose Therapeutics' business, assets, opportunities, suppliers and competitors should be properly protected from advertent or inadvertent disclosure.

10.0 Fair Dealing

All business dealings undertaken on behalf of Rapid Dose Therapeutics, including with its security holders, customers, suppliers, competitors and employees, should be conducted in a manner that preserves Rapid Dose Therapeutics' integrity and reputation. It is Rapid Dose Therapeutics' 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 Rapid Dose Therapeutics' security holders, customers, suppliers, competitors and employees.

11.0 Good Ambassadorship

All Representatives are ambassadors of Rapid Dose Therapeutics in both their business and personal lives. While Rapid Dose Therapeutics 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 Rapid Dose Therapeutics.

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

12.0 Conflict Of Interest

Representatives, in discharging their duties, shall act honestly and in good faith with a view to the best interests of Rapid Dose Therapeutics. Representatives shall avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of Rapid Dose Therapeutics, and shall promptly disclose any such conflict, or potential conflict, to Rapid Dose Therapeutics.

Representatives shall perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. No one working for Rapid Dose Therapeutics shall accept financial compensation of any kind, nor any special discount, loan or favor, from persons, corporations or organizations having dealings or potential dealings with Rapid Dose Therapeutics.

13.0 Corporate Opportunities

Representatives are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Representatives are also prohibited from competing with Rapid Dose Therapeutics directly or indirectly and owe a duty to Rapid Dose Therapeutics to advance the legitimate interests of Rapid Dose Therapeutics when the opportunity to do so arises.

14.0 Human Rights

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

15.0 Equal Opportunity

Rapid Dose Therapeutics is committed to providing a work environment that enables all employees to be recruited, and to pursue their careers, free from any form of unwarranted discrimination.

In particular, Rapid Dose Therapeutics shall not discriminate on the basis of age, color, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion or sexual orientation, unless required for occupational reasons as permitted by law.

16.0 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.

17.0 Alcohol And Drugs

Any misuse of alcohol or legal drugs (prescribed or un-prescribed), or the use of any illegal drugs, may jeopardize job safety and/or performance, and is prohibited in the Rapid Dose Therapeutics workplace. No officer, employee, consultant or contractor shall enter the workplace under the influence of alcohol or such drugs that may impair safety and/or performance.

18.0 Reporting Violations Of The Code

All Representatives shall adhere to Rapid Dose Therapeutics' commitment to conduct its business and affairs in a lawful and ethical manner. All Representatives are encouraged to talk to appropriate personnel within Rapid Dose Therapeutics 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 Rapid Dose Therapeutics' corporate policies. Rapid Dose Therapeutics 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.

19.0 Consequences of Violation of The 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 Rapid Dose Therapeutics may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

20.0 Review of 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 Rapid Dose Therapeutics' business and affairs are conducted with honesty, integrity and in accordance with the highest ethical and legal standards.

21.0 Queries

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

22.0 Waivers Of The Code

Any waiver of this Code with respect to a director or executive officer of Rapid Dose Therapeutics 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.

23.0 Publication Of The Code

This Code shall be posted on:

- SEDAR's website at www.sedar.com.
- The company's website www.rapid-dose.com

Dated: December 2018

Approved by: Board of Directors

CERTIFICATION FORM

This will certify that I have received, recently read and understand the following policies provided by Rapid Dose Therapeutics Inc. (“**Rapid Dose Therapeutics**”):

- Code of Business Conduct and Ethics, dated as of _____ ;
- Compensation Nominating Committee Charter, dated as of _____ ;
- Audit Committee Charter, dated as of _____ ;
- Corporate Disclosure Policy, dated as of _____ ;
- Board Mandate, dated as of _____ ;
- Insider Trading Policy, dated as of _____ ;
- Mandate for the Audit Committee, dated as of _____ ;
- Mandate for the Board, dated as of _____ ;

(together the “**Policies**”).

I hereby declare that I am responsible for understanding, complying with and implementing the Policies as they apply to my position and area of responsibility. I understand that I must also comply with the policies and rules governing my individual workplace or job function.

I hereby accept and assume such liability as a continuing condition of my employment (in the case of employees and consultants) and acknowledge that any breach of the Policies may result in the termination of my employment or consulting arrangement with Rapid Dose Therapeutics.

I confirm that for the period from _____ to _____ I have been and am currently in compliance with the Policies, as well as the laws, regulation and rules of the jurisdiction where I carry out my business duties to Rapid Dose Therapeutics and all jurisdictions where Rapid Dose Therapeutics conducts its business activities, except as noted below or as has been already properly reported to Rapid Dose Therapeutics representatives.

(Use the back of this sheet to describe any existing circumstances that may conflict with the Policies. Please include as much detail as possible.)

NAME (PRINT)

SIGNATURE

DATE