



CODE OF ETHICS AND BUSINESS CONDUCT

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I. PURPOSE AND APPLICATIONS

GURU Organic Energy Corp. (together with its direct and indirect subsidiaries, “**GURU**” or the “**Company**”) is committed to maintaining high standards of integrity and accountability in conducting its business while at the same time seeking to grow the business and value. This code of business ethics and conduct (the “**Code**”) provides a framework of guidelines and principles to govern our ethical and professional behaviour in conducting our business.

This Code applies to all directors, officers, employees, consultants and subcontractors of GURU (“**GURU Personnel**”). The guidelines set out in this Code may be further supplemented by specific corporate, divisional or departmental policies. As with all guidelines or principles, you are expected to use your own judgment and discretion to determine the best course of action for any specific situation. If you are unsure about a particular situation or course of action, speak to your immediate supervisor or, if you are not comfortable speaking with your immediate supervisor, to any executive officer of the Company.

II. ANNUAL REVIEW AND SIGN OFF

The Chief Financial Officer and Corporate Secretary (the “**Compliance Officer**”) is the officer responsible for the day-to-day administration of the Code. However, the Board of Directors of GURU (the “**Board**”), with the assistance of the Governance, Human Resources and Compensation Committee (the “**GHRC Committee**”) and the Audit Committee (the “**Audit Committee**”) together have the responsibility for enforcing compliance with, and interpreting this Code. This Code may be amended at any time by the Board.

To honour our commitment and support our values and standards, all GURU Personnel are required, on an annual basis, to acknowledge they have reviewed and will follow the Code. A copy of the acknowledgement is attached hereto as Schedule I.

III. CONFLICTS OF INTEREST

It is our policy to ensure that GURU’s best interests are paramount in all of our dealings with customers, suppliers, contractors, competitors, existing and potential business partners and other stakeholders, and that such dealings are conducted in a manner that avoids actual or potential conflicts of interest.

In general, a conflict of interest exists where the personal interests of a member of GURU’s Personnel interferes with his or her ability to act in the best interests of the Company. Conflicts of interests may exist in any situation where your ability to act objectively, or in the best interests of the Company, are influenced. These include the receipt of improper material personal benefits by you or your family and friends as a result of your position with the Company.

The following is a non-exhaustive list of unacceptable situational examples:

- Have a personal interest in a matter related to a client, supplier, or competitor of the organization;

- Have a personal interest in a transaction or agreement to which the Company is a party;
- Be a paid consultant;
- Accept rebates, commissions, or any other sums of money and/or benefits from suppliers, customers or sellers.

Full and timely disclosure of any actual or potential conflict of interest is required. Proper disclosure provides an opportunity to obtain advice from the appropriate level of management and to resolve actual or potential conflicts of interests in a timely and effective manner. Directors and officers must disclose any potential material conflicts of interest in writing to the Board, for review on a quarterly basis in accordance with applicable law.

IV. PROTECTION AND USE OF GURU'S ASSETS AND OPPORTUNITIES

Use and Protection of Assets

All GURU Personnel are responsible for protecting GURU's assets (including its electronic systems) from improper use, including fraud, theft and misappropriation. It is the Company's policy to protect its assets and promote their efficient use for legitimate business purposes. This requires proper documentation (which is timely, accurate and complete) and appropriate use of discretion. The Company's assets should not be wasted through carelessness or neglect nor appropriated for improper personal use. Proper discretion and restraint should always govern the personal use of the Company's assets.

GURU's Right to Monitor

GURU reserves the right to monitor, access, retrieve and read, as well as to disclose to any official authority or any other third party, when required to do so, all messages written, sent, received or stored on GURU's electronic systems without prior notice to message senders or recipients, if required by law. Authorized personnel may monitor electronic communications in order to detect any legislative infraction, confidentiality or security breach, any communication contrary to GURU's interests, or any violation of this Code or any other company rules.

GURU reserves the right to examine, at any time and without prior notice, personal file directories and other information stored or transferred using GURU computers. This control enables GURU to ensure that users are complying with its policies and to conduct internal inquiries if need be.

For more information, GURU Personnel should consult the Company's Use of Information, Internet and Email Privacy Policy.

Corporate Opportunities

The benefit of any business venture, opportunity or potential opportunity resulting from your employment with GURU should not be appropriated for any improper personal advantage. GURU Personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Outside Activities

The primary business loyalty of the GURU Personnel should always be to GURU. GURU Personnel may not engage in any outside activity or employment that might affect their objectivity and independence of judgment or conduct in carrying out their duties and responsibilities for GURU. In addition, GURU Personnel should not engage in other employment or activity that would encroach on the time or attention that should be devoted to the personnel's duties for GURU. Such activity can adversely affect the quality of work performed, competes with GURU's activities, imply sponsorship or support by GURU of the outside employment or organization, or adversely affect the good name of GURU or its subsidiaries.

Participation in Public Forums

When participating in a conversation in any public forum (including social media channels which may be marked as private), personnel must, unless participating in such forum in an official capacity on behalf of GURU that has been expressly authorized by GURU's Board, the Chief Executive Officer, the Chief Financial Officer or the Executive Chair, make it clear that the opinions that they are expressing are strictly their own and do not reflect the opinions of GURU. GURU Personnel are prohibited from giving the impression that they are speaking on behalf of GURU or expressing GURU's perspective in any forum, except when designated by the Board, the Chief Executive Officer, the Chief Financial Officer or the Executive Chair of the Company. Any inquiries relating to GURU from the media should be referred to the Chief Executive Officer or the Chief Financial Officer of the Company.

V. CONFIDENTIALITY OF CORPORATE INFORMATION

Information is a key asset of GURU. It is our policy to ensure that the Company's proprietary and confidential information, including proprietary and confidential information that has been entrusted to the Company by others, is adequately safeguarded. All confidential information, including information about the Company's assets, opportunities, products, customers (including customer lists), suppliers (including supply lists), competitors, employees, systems, processes, software, concepts, projects, lists (including price lists), reports, templates, or any other similar documents considered confidential and belonging exclusively to the Company should be properly protected from advertent or inadvertent disclosure. This confidentiality obligation extends beyond work hours and outside of the workplace. Confidential information should be conspicuously marked or identified as being confidential whenever practicable and should be disclosed only when properly authorized or required by law or stock exchange rules or where appropriate in furtherance of the Company's interests.

VI. WORK ENVIRONMENT

It is GURU's policy to ensure a work environment that is free from all forms of harassment, where all employees are treated with respect and dignity. In this regard, GURU has adopted a Harassment Free Policy, which applies to all employees of the Company, regardless of status.

VII. FAIR DEALING WITH OTHER PEOPLE AND ORGANIZATIONS

All business dealings undertaken on behalf of GURU should be conducted in a manner that preserves the Company's integrity and reputation. It is the Company's policy to avoid misrepresentations of material facts, manipulation, concealment, abuse of confidential information or any other illegal or unfair practices in all dealing with the Company's security holders, customers, suppliers, competitors and employees.

VIII. GIFTS, ENTERTAINMENT, KICKBACKS AND FRAUD

The Company promotes zero-tolerance against bribery, corruption and fraud. No funds or assets of GURU shall be paid, loaned or otherwise disbursed as bribes, "kickbacks", or other payments designed to influence or compromise the conduct of the recipient, including any payments to a government employee or official, a political party or a candidate for political office. GURU Personnel shall not accept any funds or other assets for assisting in doing business with GURU. Such behaviour is subject to immediate dismissal and will be disclosed to the authorities. All GURU Personnel must be vigilant and exercise good judgment when dealing with unusual or suspicious transactions or activities.

In the course of business, it is not unusual for an individual or an organization to give gifts or provide entertainment, such as dinners and tickets to events. It is GURU's policy to deter givers of gifts from seeking or receiving special favours from GURU Personnel. Accepting any gift or entertainment that is of more than nominal value can appear to be an attempt to influence the recipient into favouring a particular customer, vendor, consultant, etc. To avoid the reality and the appearance of improper relations with current or prospective customers, vendors and consultants, GURU Personnel should observe the following guidelines when deciding whether or not to accept gifts or entertainment:

- Gifts of any amount may never be solicited. A gift in the form of cash or securities (including a loan) may never be accepted and should be reported immediately to your supervisor.
- In instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, supervisors must be notified. In some cases, any gift may be retained by GURU, at its sole discretion, and not by the GURU Personnel who received it. At its discretion, GURU may choose to share the gift among GURU Personnel or to make a random draw to determine a recipient.
- GURU Personnel may not, on behalf of GURU, give to any person, customer or supplier, expensive gifts, or provide excessive entertainment or benefits. Gifts may only be of limited value and may never be in the form of cash, bonds or negotiable securities.
- Gifts, meals, entertainment or other benefits are not appropriate for government employees or officials.
- Unsolicited business entertainment received by GURU Personnel should be appropriate for the role that the person has within GURU and clearly intended to facilitate business objectives.

IX. DEALINGS WITH PUBLIC OFFICIALS

Some GURU Personnel may do business with federal, provincial, local or foreign government agencies. As a result, GURU may be subject to lobbying obligations as all GURU Personnel engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with such public agencies. Such GURU Personnel must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to improperly influence public officials in the performance of their official duties. When dealing with agencies on legal matters, the Compliance Officer should be consulted in advance.

In addition, discussions or contact with current or former government officials or employees regarding potential employment or consulting arrangements with GURU may be subject to various conflicts of interest, anti-bribery and/or lobbying rules and regulations. Similarly, should these individuals join GURU, these individuals may be prohibited or restricted from performing certain tasks and duties for GURU, particularly if they relate to the government office previously held by them. The Compliance Officer should be consulted in advance prior to entering into discussions with such individuals to ensure compliance with applicable rules and regulations as well as any applicable corporate policies.

X. COMPLYING WITH THE LAW AND DISCLOSURE OF MATERIAL INFORMATION

GURU strives to ensure that its business is conducted in all material respects in accordance with all applicable laws, stock exchange rules applicable securities regulations. In the course of their functions, GURU Personnel must comply with all legal requirements and applicable laws and regulations. If a law conflicts with a policy in this Code, GURU Personnel must comply with the law. However, if a local custom or policy conflicts with this Code, GURU Personnel must comply with this Code.

In addition, GURU Personnel must comply with all applicable securities laws and regulations to ensure that GURU's Material Information that is not generally available to the public is disclosed in accordance with the law. Material Information may only be disclosed by GURU and GURU Personnel in accordance with the terms of GURU's Disclosure Policy. Anyone who possesses Material Information may not buy or sell GURU securities while such information remains non-public and must refrain from passing such information on to others, including family and friends, due to the potential for such information to provide an unfair advantage. These trading restrictions, which are fully explained in GURU's Trading Policy, apply to all GURU Personnel.

"Material Information" means any information relating to the activities, business, affairs, operations and properties of the Company that results in, or would reasonably be expected to result in a significant change in the market price or value of the Company's securities or that would reasonably be expected to have a significant influence on any reasonable investor's investment decisions.

XI. ACCURACY OF RECORDS AND REPORTING

GURU requires honest and accurate recording and reporting of information to make responsible business decisions. GURU's accounting records are relied upon to produce reports for its management, directors, shareholders, governmental agencies and persons with whom GURU does business. GURU's financial statements and the books, records and accounts on which they are based, must appropriately reflect the Company's activities and conform to applicable legal and accounting requirements and to GURU's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All GURU Personnel have a responsibility, within the scope of their positions, to ensure that GURU's accounting records do not contain any false or intentionally misleading entries. GURU does not permit intentional misclassification of transaction as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Business expense accounts must be documented and recorded accurately. If GURU Personnel are not sure whether a certain expense is legitimate, an immediate supervisor can provide advice.

Business records and communications often become public through legal or regulatory proceedings or the media. GURU Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including email, informal notes, internal memos, and formal reports.

XII. REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR

GURU strives to foster a business environment that promotes integrity and deters unethical or illegal behaviour. It is the responsibility of all GURU Personnel to monitor and ensure compliance with the guidelines set out in this Code, including compliance with accounting standards, internal accounting controls or auditing requirements applicable to the Company. You should communicate any concerns or complaints in this regard to your immediate supervisor, or to any executive officer of the Company if you are not comfortable speaking with your immediate supervisor.

It is the Company's policy to ensure that you can communicate freely in respect of matters covered by this Code. No one may retaliate against you for expressing a concern or complaint in good faith regarding a perceived violation of this Code or concerns regarding accounting, internal accounting controls or auditing matters. Retaliation includes any form of penalty or adverse employment consequence, including discharge, suspension, demotion or transfer, harassment or discrimination. In addition to protection provided hereunder for reporting suspected violations of this Code or concerns regarding accounting, internal accounting controls or auditing matters, federal and some provincial laws relating to environmental, labour, privacy, human rights, competition, securities law and other matters also provide protection to individuals who report suspected violations under those laws. All GURU Personnel are encouraged to comply fully with the requirements of those laws if any violation or breach is suspected, without fear of retaliation.

XIII. REPORTING PROCEDURES AND INVESTIGATIONS

All GURU Personnel as well as GURU customers, suppliers, partners or other third parties, who become aware of, or is a witness of a possible violation of the Code, fraud, misconduct, misappropriation of business property or any other illegal or unethical behavior has an obligation to report it immediately. This includes any questionable accounting, internal accounting control issues and financial irregularities. Hiding a situation or remaining silent may lead to serious consequences for GURU, is itself unethical and can result in serious consequences for the person withholding the information.

Violations or misconduct must be reported to the immediate supervisor (if applicable and appropriate), or if you prefer, you could also report it to the Director of Human Resources or the Compliance Officer. Reports can be made to the Compliance Officer by email at: secretary@guruenergy.com .

In cases when such reporting is either inappropriate or does not provide the necessary level of confidentiality, our personnel, customers, suppliers, partners and other third parties can confidentially report their concerns to the Lead Director, the Chair of the GHRC Committee (for non-financial matters) or the Chair of the Audit Committee (for financial matters) by emailing: ethics@guruenergy.com . Only the Lead Director, the Chair of the GHRC Committee and the Chair of the Audit Committee shall have access to the emails received at such email address.

No disciplinary action may be taken against any GURU Personnel solely for reporting a matter in accordance with the foregoing. GURU does not tolerate acts of retaliation or retribution against any person who makes good faith report of known or suspected acts of misconduct or other violations of this Code.

XIV. COMPLIANCE AND WAIVERS

Disciplinary measures may be taken against GURU Personnel who authorizes, directs, approves or participates in any violation of a provision of this Code. The measures will depend on the circumstances of the violation and may range from formal sanction or reprimand to dismissal from employment. Consideration will be given to whether or not a violation was intentional, as well as to the level of good faith shown by the person in reporting the violation or in cooperating with any resulting investigation or corrective action. In addition, persons who violate the law during the course of their employment are subject to criminal and civil penalties, as well as payment of civil damages to GURU or third parties. A director or officer who violates this Code may also be asked to resign or may not be nominated for re-election.

Waivers from the Code will generally only be granted in appropriate circumstances upon full review and consideration of a request for a waiver, on a case-by-case basis. Waivers granted for the benefit of executive officers or directors require approval from the GHRC Committee, which should ascertain whether a waiver is appropriate and ensure that the waiver is accompanied by appropriate controls designed to protect the Company's interests.

All matters of concern, including requests for waivers, shall be communicated to the Compliance Officer at: secretary@guruenergy.com .

**SCHEDULE I
ACKNOWLEDGEMENT FORM**

I, _____, confirm that I have read all of GURU's Internal Policies listed below and I will follow the terms, policies and guidelines contained and referenced in the Code. Furthermore, I undertake to promote the guidelines and principles of the Code and take all reasonable measures to ensure that the personnel under my supervision fully comply with the Code, to the extent policies or guidelines relating to the same matter have not been separately adopted by the entity for which I work.

Internal Policies List:

1. Code of Ethics and Business Conduct
2. General Policies
3. Trading Policy
4. Disclosure policy
5. Authorization policy
6. Respect and Civility at Work Policy
7. Personal Relationships Policy
8. Alcohol and Drug Consumption Policy
9. Smoking Policy
10. Travel Policy

SIGNED in _____, this _____ day of _____, 20____.

Printed Name

Position

Signature

RECEIVED BY: _____

SIGNATURE: _____