



CODE OF CONDUCT

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 EMBRACING OUR UNIQUE IDEAS, PERSPECTIVES AND CAPABILITIES PROMOTES THE BEST OUTCOME FOR EVERYONE. WE RECOGNIZE THE ATTRIBUTES AND TALENTS OF A DIVERSE WORKPLACE COMMITTED TO WINNING FOR EACH OTHER AND BEING ALLIES TO ONE ANOTHER STRENGTHENS AND EXPANDS OUR BUSINESS OPPORTUNITIES. METRC IS COMMITTED TO EQUAL EMPLOYMENT AND CONTRACTUAL OPPORTUNITIES WITHOUT REGARD TO RACE, COLOR, RELIGION, SEX, NATIONAL ORIGIN, AGE, MEDICAL CONDITION OR DISABILITY, SEXUAL ORIENTATION, VETERAN STATUS OR ANY OTHER CHARACTERISTIC PROTECTED BY LAW. FOR MORE INFORMATION, PLEASE REFERENCE THE PEOPLE & CULTURE PLAYBOOK 6

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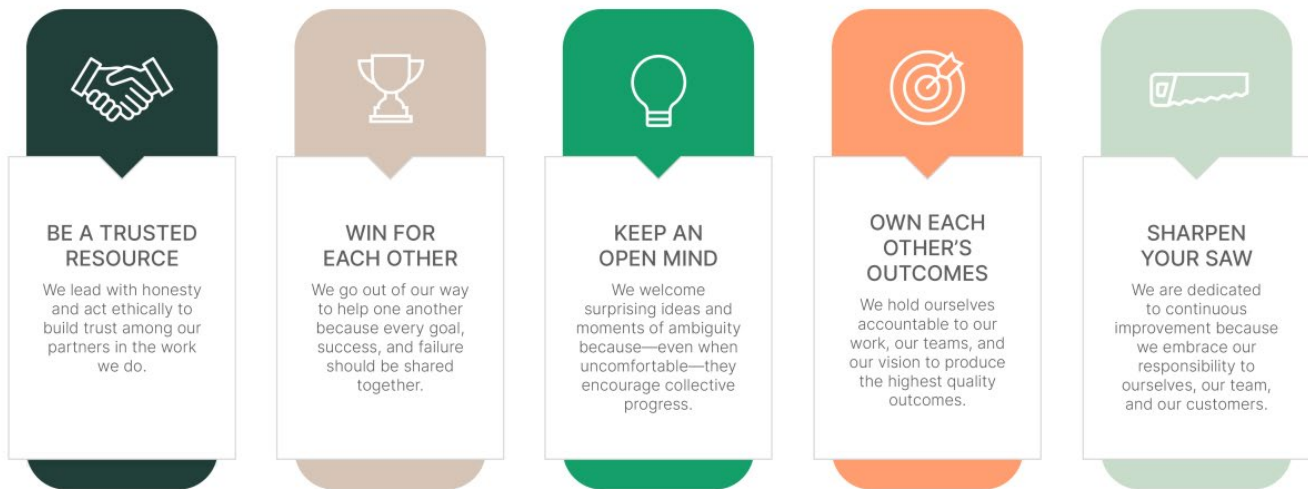
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Hello Metrcians!

I am honored to work alongside such a talented and dedicated team. Each one of you contributes to our success, and it is crucial that we all embrace a shared set of values and principles that guide our actions, decisions, and interactions with one another and our community. Metrc's Code of Conduct serves as a compass, guiding us towards maintaining the highest ethical standards, promoting inclusivity, and fostering a culture of respect and collaboration. By adhering to this code, we not only uphold our reputation as a responsible and conscientious organization but also create an environment where everyone feels valued, heard, and appreciated.

In order to ensure clarity, I would like to highlight our values that underpin our Code of Conduct:



These values align with our vision for this company and will guide our behavior as we navigate the dynamic challenges and opportunities that lie ahead.

I encourage each of you to familiarize yourselves with our Code of Conduct and proactively incorporate the principles set forth into your day-to-day interactions. Let us lead by example and create an environment that inspires and motivates us to reach new heights. Together, we will continue to build a company we can all be proud of. **Every day and all the time! We are Metrc!**

If you have any questions or concerns about anything you see here, please reach out to a member of the People & Culture team.

Warm regards,

Michael Johnson President & CEO

Section 1: Commitment to Team members, Customers, Communities & a Culture of Integrity

Metrc is committed to helping our team members make the most of their skills and talents – so they can shine brightly and help the Company do the same. We trust each other, support each other, learn from each other, and seek to build a community of professionals who own each other's outcomes, win for each other, keep an open mind, are trusted resources, sharpen our saws, and share a common success. Metrc's Code of Conduct is simply an extension of these core values. We believe personal integrity, ethical business practices and holding each other accountable to the same results in development, growth, and our ultimate success story. The Code of Conduct is a resource for our team members and anyone who represents Metrc.

It is through our business behaviors that the integrity of Metrc is built and maintained. Metrc provides multiple avenues and processes through which we have the right, responsibility, and obligation to raise questions, seek clarifications and report potential compromises. Through our commitment to use these processes, Metrc's strong ethical culture is continually reinforced. Metrc team members, consultants, and anyone with whom we do business are expected to uphold the following Metrc standards:

- We are dedicated to continuous improvement, development, and growth.
- We embrace different ideas and perspectives. We observe and support all applicable laws and regulations concerning equal employment opportunities and do not tolerate race, color, religion, national origin, sexual orientation, disability, gender or age discrimination as well as discrimination in any other protected classification.
- We hold ourselves accountable to each other.
- We are committed to providing a safe and healthy work environment for all employees and visitors.
- We observe all laws and regulations governing business transactions, engage in fair competitive actions, and use company funds only for legitimate and ethical purposes.
- We report any suspected fraudulent activities of which we may learn or observe.
- We value the local communities in which we operate and are regular and active contributors to the needs of our communities.

It is each team member's responsibility to be aware of the regional requirements that may have a global impact. For example:

- 1) Employees may be subject to the laws, rules, and regulations of different countries and organizations.
- 2) Metrc is a corporation organized in the United States, and U.S. law may apply even when business activities are conducted outside of the U.S. Similarly, other countries may apply their laws outside of their boundaries.

How to Raise Questions or Concerns

Team members are encouraged and expected to raise any concerns they have regarding the practices of the company, its team members or agents and are expected to report any suspected violations or suspected violations of applicable U.S. laws, regulations, or company policies. Avenues for raising questions and/or concerns include top management, People & Culture, and the General Counsel.

When reporting an ethics concern:

- You will be treated with dignity and respect.
- Your communication will be protected to the greatest extent possible.

- Your concerns will be seriously addressed and, if not resolved at the time you call, you will be informed upon resolution.
- You need not identify yourself. If you do identify yourself, you may request that your identity not be disclosed to others.
- There is no penalty for reporting or making an inquiry and there will be no retribution. If anyone tries to stop you, or retaliates because you do, they are subject to disciplinary action.

Consequences for Failure to Adhere to Company Policies, Procedures, or the Code of Conduct

Metrc has developed policies and procedures. The Code of Conduct and Metrc policies and procedures apply to all Metrc team members and subsidiaries. Due to the nature of our business, there are additional work rules and policies that must be followed within specific work groups. All team members are expected to be familiar with the intent of these policies and procedures and to fully understand those that apply to their job duties. Violation of any of these rules, company policies, procedures, or the Code of Conduct may result in disciplinary action up to and including termination.

Metrc takes the commitment to business integrity seriously and will take appropriate action in response to all violations of our Code, company policies or procedures. Allegations of misconduct are thoroughly investigated and if the investigation substantiates that a violation occurred, appropriate disciplinary or corrective actions are initiated.

Section 2. Our Commitment to a Safe, Diverse, and Respectable Work Environment

Providing a Non-Discriminatory and Hostile-Free Workplace

Metrc is committed to maintaining a work environment that respects the dignity and contribution of each individual, and permits us to work free from intimidation, coercion, or unlawful harassment, including sexual harassment.

Preventing harassment, discrimination and threats are a matter of respecting each other's rights and dignity. Discrimination harassment infringes on an individual's right to work environment that is free from intimidating or offensive behavior, and Metrc does not tolerate such actions. We must take all such issues seriously and promptly report them to management, People & Culture and/or the General Counsel without fear of retaliation.

It is our policy to foster a diverse workplace and environment of inclusion. Any behavior that reflects unlawful discrimination violates Metrc values and will not be tolerated, as it undermines our ability to work as a cohesive team. In addition, we do not tolerate acts of verbal or physical behavior that could lead to or cause workplace violence.

Maintaining Diversity. Being an Ally.

Embracing our unique ideas, perspectives and capabilities promotes the best outcome for everyone. We recognize the attributes and talents of a diverse workplace committed to winning for each other and being allies to one another strengthens and expands our business opportunities. Metrc is committed to equal employment and contractual opportunities without regard to race, color, religion, sex, national origin, gender, age, medical condition or disability, sexual orientation, veteran status or any other characteristic protected by law. For more information, please reference the People & Culture Playbook.

Consultants, Representatives, and Third Parties

Metrc does business with consultants, representatives, and third parties who share our values and commitment to business integrity, as their actions can impact the reputation of our organization. It is our expectation that consultants, representatives, and third parties must certify their willingness to comply before entering into a business relationship.

Section 3: Our Commitment to Environmental Safety, Sustainability and Stewardship

We are committed to providing a safe and healthy work environment. Each of us is responsible for compliance with environmental, health and safety laws and regulations.

We consistently seek to reduce, minimize, or eliminate the generation of waste or the release of potentially hazardous materials into the environment. We must strive to create a company culture in which environmental concerns are recognized as priority considerations in all our decisions, as well as recognize and respond to community concern.

Section 4: Our Commitment to Ethical Business Practices

Metrc and its team members shall strive to act with honesty, integrity, and the utmost of ethical business practices. Failure to do so may not only place the team members at issue at risk of termination, but it may jeopardize Metrc's relationship with its customers, and could expose both the company and any individual team members involved to substantial fines or penalties. Violations could also lead to the company or individual team members being suspended or debarred from being awarded or receiving payment on contracts with the Government.

Personal Conflicts of Interest

We are all expected to make decisions that are in the best interest of Metrc and/or its customers, without any consideration to personal gain. Any current or future activity which is or could create a conflict of interest, either in practice or appearance, must be disclosed to the General Counsel for approval. This applies to team members, team member spouses, children and/or parents. Displaying favoritism or having conflicts of interest runs counter to Metrc's values and ethical culture. All actions made in the performance of our jobs must be done with integrity, honesty, and fairness. Representative examples of personal conflicts of interest (not all-inclusive) include:

- Employment by a competitor or potential competitor;
- Placement of business with a firm owned or contracted by a team member or team member family member;
- Acting as a consultant to or conducting personal side business with a current or potential Metrc customer, supplier, vendor subcontractor, and/or competitor;
- Maintaining a financial interest in or relationship with a customer, supplier, competitor, distributor, or any other organization that would create a conflict of interest

Organizational Conflicts of Interest

An "Organizational Conflict of Interest" may exist where Metrc has, or may appear to have, interests that may make it difficult to honestly, objectively, and effectively perform its duties and responsibilities on its government contracts. For example, an Organizational Conflict of Interest may arise where:

- The nature of the work to be performed by Metrc may result in an unfair competitive advantage for the company; or
- The company had unequal access to nonpublic information or data related to the work; or
- The company's objectivity in performing the work is impaired or the company is otherwise unable to render impartial assistance or advice to the Government.

Procurement Integrity Laws

The company is committed to competing fairly and ethically for business opportunities. The Procurement Integrity Act protects the process by which federal agencies acquire goods or services by using competitive procedures to award contracts. Under the Act, company team members may not receive "source selection information" from current or former government officials who attempt to improperly influence the bidding process. "Source Selection Information" includes:

- Bid prices for sealed bids or lists or prices
- Source Selection plans
- Technical evaluation plans

- Technical evaluations of competing proposals
- Competitive range determinations
- Rankings of bids, proposals, or competitors
- Cost or price evaluations
- Source Selection Board reports and evaluations
- Source Selection Advisory Board recommendations
- Proposed costs or prices submitted
- Any other information marked as "Source Selection Information"

Also under the Act, company team members may not improperly obtain contractor bid and proposal information – that is, non-public information submitted to a federal agency as part of or in connection with a bid or proposal. Such information includes:

- Cost or pricing data
- Indirect costs and direct labor rates
- Information about manufacturing processes, operations and techniques when marked "proprietary" or "source selection information" in accordance with the law or regulation
- Information marked as "contractor bid or proposal information"
- Any other material or information related to a specific procurement which a company making a bid deems proprietary

Team members involved in the negotiation of contracts must ensure that all statements, communications, and representations of fact to client representatives are accurate and truthful. No team member shall submit any claims, bids, proposals or any other documents of any kind that are false, fictitious, fraudulent, or misleading. Similarly, when required, the company will provide cost or pricing data, together with a certification that such data are current, accurate and complete. Personnel involved in the negotiations are expected to be familiar with this policy and the requirements of the Truth in Negotiations Act.

Bribes, Gifts and Gratuities, Kickbacks and Facilitation Payments

Anyone representing Metrc must conduct business with customers, subcontractors and suppliers on the basis of service, quality, performance, and price without giving or accepting anything that could influence or appear to influence the business transaction decision, whether paid by company or personal funds.

In the United States it is illegal to provide, offer, or accept a kickback or bribe. A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind that is provided, directly or indirectly, and that has as one of its purposes the improper obtaining or rewarding of favorable treatment in a business transaction.

For customers and suppliers in or from foreign countries, similar restrictions on the giving or receipt of bribes and kickbacks apply. The Foreign Corrupt Practices Act and foreign country laws prevent the giving of anything of value, including money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind that is provided, directly or indirectly, to individuals and agents associated with foreign governments for the purpose of obtaining or retaining business in foreign countries. Included in this prohibition is the provision of anything of value to third-party intermediaries (otherwise known as "facilitation payments") for the sole purpose obtaining or retaining business or favorable treatment in foreign countries. The engagement of third-party intermediaries is not always prohibited, and each scenario or engagement should be treated on a case-by-case basis. If you have any questions or concerns regarding the engagement of a third-party intermediary, please contact Metrc's General Counsel.

Metrc does not permit the offering or receipt of kickbacks and bribes. Team members are responsible for consulting and understanding the laws, regulations, and applicable policies before providing anything of value, including consulting contracts, to team members or agents of foreign governments.

Business Courtesies

Within the commercial business world, the giving and receipt of business courtesies can be considered part of a normal business relationship. The term “business courtesies” includes, but is not limited to, gifts, services, meals, entertainment, hospitality, or other things of value. Metrc does not provide or accept business courtesies from or to customers, actual or potential suppliers, service providers, or contractors that could be considered inconsistent with typical marketplace practices, frequent in nature, lavish or extravagant or otherwise obligate or appear to obligate us to act in any way contrary to the law, the company’s business interests, or our core values or ethical business practices.

It is the responsibility of each company team member to inquire about prohibitions or limitations of the recipient's organization before offering any business courtesy. When considering accepting a business courtesy, be aware that we all have personal responsibility to ensure that our acceptance could not reasonably be construed in any way as an attempt by the offering to secure favorable treatment.

Gifts and Gratuities in Government Business

Federal, state, and local government departments, agencies and their team members are governed by differing laws and regulations concerning acceptance of meals, gifts, gratuities or any other item of value from firms or persons with whom they do business or over whom they have regulatory authority. What may be considered an acceptable business courtesy in the commercial business world could be unacceptable, or even illegal, for individuals or companies involved in state, local or federal jobs.

Company team members may not give any gift, gratuity, loan, meal, entertainment, hospitality, or any other thing of value to government team members or agents.

Donations/Charitable Contributions and Political Contributions

Metrc team members are not prohibited from making personal donations or contributions to charitable organizations; however, all such donations or contributions made on behalf of the Company or in the name of the Company must be pre-approved by relevant Company executives. Please contact People & Culture or Marketing departments for further inquiries.

Team members are not permitted to make political contributions on behalf of, or in the name of, Metrc. Political contributions are anything of value given, loaned or advanced for the purpose of influencing or funding an election or political campaign. Not only are federal government contractors (which designation may apply to the Company) prohibited from making contributions or expenditures in connection with federal elections, but there are many federal and state laws governing political contributions. We encourage team members who have any questions or concerns with respect to political contributions to contact the General Counsel.

Submitting Accurate Certifications and Billing, Pricing and Performance Information

Metrc is committed to making proper certifications and providing accurate information regarding its billing, pricing, and performance practices to its customers. Failure to provide proper certifications or accurate information regarding billing, pricing or performance may be considered fraud or a false claim. Fraud and false claims generally include situations where a person misrepresents information provided to, or conceals information from, the Government. State and Federal False Claims Acts prohibit submitting any false invoice (or claim) to the Government, including misrepresenting, or concealing information from the Government in

order to get an invoice paid. False Claims Act violations include, but are not limited to, such things as: submitting false or inaccurate invoices to the Government (i.e. mischarging or overbilling for products or services), accepting and keeping overpayments from the Government for products or services, making false or inaccurate statements in a certification, delivering substituted products or services without Government permission, and providing false information/data regarding compliance with contractual requirements or other quality, testing, or inspection requirements.

Compliance with Antitrust laws

Metrc is committed to fair competition and compliance with free-trade and antitrust laws. Antitrust laws are federal and state laws that protect the free enterprise system and prohibit agreements and practices that restrain or restrict trade. Examples of improper practices under these laws include, but are not limited to, price fixing, bid rigging, agreements among companies not to bid or to pursue certain opportunities, theft or conspiracy to gain use of confidential competitor information, making false statements about competitors, and boycotting suppliers or customers. Anytime we deal with a competitor, we are expected to know that federal and state free-trade or antitrust laws may apply to our activities, and we have a responsibility to educate ourselves regarding actions that can be taken.

Compliance with Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act (UKBA)

Pursuant to the Foreign Corrupt Practices Act of 1977 and the UK Bribery Act of 2010, it is unlawful to: Use corporate or subsidiary funds or assets, either directly or indirectly, or authorize their use, for:

- Any improper or unlawful purpose, such as paying or offering to pay anything of value to a foreign official, political party, third party intermediary or private party for the purpose of exerting influence in obtaining or retaining business when such payment is illegal in the U.S., UK or other foreign jurisdiction;
- Payment of bribes or kickbacks to obtain privileges, concessions, special benefits or other improper advantage; or the support of any political party or candidate except as permitted by local written law.

The following actions are also prohibited:

- Accepting payment or anything of value whether characterized as a bribe, kickback, or otherwise, and whether intended to be for Metrc or personal use, if payment and/or receipt of such is illegal or is designed to cause you to grant a privilege, benefit, concession, or other improper advantage to the payer.
- Establishing for any purpose, an undisclosed or unrecorded fund or asset of Metrc or any of its subsidiaries.
- Failure of an employee to report any suspected breach of the FCPA or UKBA.

Under the FCPA and UKBA, the company must maintain books, records, accounts and controls so that:

- All transactions have management's general or specific authorization.
- Transactions are recorded in conformity with Generally Accepted Accounting Principles (GAAP) and assets are accounted for (even petty cash).
- Access to assets is only in accordance with management's authorization.
- Recorded assets are reviewed periodically for conformance to existing/actual assets.

A company can violate the Record Keeping provisions of FCPA and UKBA if a foreign subsidiary creates false records to conceal a corrupt payment and the company subsequently incorporates the subsidiary's information into its books and records.

Violators of the FCPA face serious criminal penalties:

- Fines up to \$2,000,000 for companies (officers, directors, or agent of the company may face imprisonment).
- Fines up to \$100,000 per violation for individuals (cannot be reimbursed by the company), plus up to five years in prison.
- Under the Alternative Fines Act: penalties can result in fines up to twice the gain or loss from the offense.

Violators of the UKBA face serious criminal penalties:

- Fines for companies and individuals with a maximum fine of £5,000 per summary offense increasing to unlimited fines for an individual found guilty on indictment.
- Imprisonment of an individual up to 12 months per summary offense increasing to up to 10 years for an individual found guilty on indictment.
- Senior directors and officers of a company found guilty of a bribery offense may also be subject to fines and imprisonment.

Violators of the FCPA also face significant civil fines of \$10,000 per violation for companies and individuals (officers, directors, employees, agent of the company, or stockholder acting on behalf of the company).

Violation of the FCPA or UKBA may result in disciplinary action up to and including termination.

Compliance with Antiboycott Laws

U.S. antiboycott laws prohibit U.S. companies and their subsidiaries from participating in or cooperating with any international boycott unless the boycott has been approved by the U.S. government. One important boycott that is not supported by the U.S. government is a boycott of Israel enforced by certain member countries of the Arab League.

Because Metrc is a U.S. based company, all Metrc operations worldwide must comply with U.S. laws pertaining to boycotts. These laws prohibit actions or agreements to take action that could be considered to support or further an illegal boycott, such as

- Refusing to do business with, or agreeing not to do business with, other persons or companies (because of their nationality, for example);
- Furnishing information about affiliations, business relationships or transactions in or with a boycotted country (Israel, for example) or with any person or company believed to be blacklisted.
- Entering into agreements or letters of credit that contain prohibited boycott provisions; or
- Discriminating in employment practices (because of race, religion or nationality, for example).

Metrc is required to report any request to take action or provide information that would violate these prohibitions. A boycott request is any request (whether written or oral) to supply information, take action, or refrain from any action that could be considered to support a prohibited boycott. Boycott requests can be subtle and indirect, so be alert for questions such as whether Metrc conducts business in Israel or imports goods or services from Israel.

U.S. Embargoes and Sanctions

Metrc is required to comply with U.S. economic embargoes and sanctions that restrict Metrc from doing business with certain countries, groups and individuals, including organizations associated with terrorist activity and narcotics trafficking. Unless expressly permitted by the U.S. Treasury Department's Office of Foreign Assets Control, economic sanctions prohibit doing business of any kind with targeted governments and organizations, as well as individuals and entities that act on their behalf.

Metrc and its subsidiaries may not approve or facilitate transactions by a third party that Metrc or its subsidiaries could not do directly. Prior to selling or attempting to transact business in a new country, you must review the matter with the Metrc General Counsel to ensure compliance with U.S. embargoes and sanctions.

Section 5: Outside Inquiries

Cooperation in Investigations

Metrc values the trust our Customers place in our organization, and we uphold that trust by cooperating with investigations and audits. To protect the integrity of investigations and audits, we are not to destroy or alter records in response to an investigation or audit, or when one is anticipated. Additionally, we are not to make false or misleading statements to investigators or discuss an investigation with anyone, unless instructed to do so by investigators. If team members are contacted by an investigator or law enforcement agent, they should know that they have the right not to speak to that investigator or agent or may choose to do so only with an attorney present.

As a Company, Metrc will respond and fully cooperate with Government and third-party investigators. If you learn that a government agency or a third party is conducting an investigation or requesting information pertaining to a suspected violation of the law (through issuance of a subpoena, document request, or merely questioning team members), immediately report it to Metrc's General Counsel, so the process through which we respond can promptly be put into place.

Representing Metrc

Employees of the company are expected to represent the Metrc brand in a professional and respectful manner at all times.

Metrc employees are not authorized to make official statements on 'on behalf' of Metrc without prior written authorization from a member of the ELT, our SVP of Marketing or General Counsel. The usage of Metrc's name, likeness including our logo and trademarks may not be used without explicit permission in writing from the Company.

Any form of communication, including social media, made in association with Metrc, including references to employment, should be in line with our company's core values and should not contain confidential company information. Both personal and professional social media activity should follow the guidelines set forth in the Social Media policy as outlined in the our People and Culture Playbook.

Due to public interest regarding Metrc or our industry/field or related activities, reporters or media representatives may try to solicit information directly from us. Metrc employees are not authorized to speak to members of the media on behalf of or in relation to the company.

We have the responsibility to provide accurate information without compromising Metrc or customer sensitive data; therefore, all media requests for statements or information must be submitted through the Senior Vice President of Marketing prior to provide information. Please email any media request or email to **mediarelations@metrc.com**.

This policy is meant to be consistent and complementary with our other employment policies, including those in our People & Culture Playbook. The expectations of those policies should be met in social media and public interaction made on behalf of the company as well.

This policy is intended to protect the privacy, confidentiality, and interests of our company's current and potential products, team members, and customers. This policy is not intended to prohibit protected activity under state or federal law.

CERTIFICATION FOR TEAM MEMBERS

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the Metrc Code of Conduct.
2. I understand the Code of Conduct.
3. I have complied with and will continue to comply with the terms of the Code of Conduct and applicable laws, rules, and regulations.
4. If I am aware of or suspect any violation of or inconsistency with the Code of Conduct, or in the event I become aware of or suspect any violation of or inconsistency with the Code of Conduct in the future, I will report it to my supervisor, management, People & Culture, or the General Counsel.

I understand that Metrc expressly prohibits any team member, officer, or director from retaliating against any person for reporting suspected violations of the Code of Conduct or of any laws, rules, or regulations. I realize that failure to observe and comply with the Code will subject me to disciplinary action, up to and including termination.

I understand that the Code of Conduct is not a contract of employment and that my compliance with them does not confer any right to continue in the service of Metrc, or in any way affect my right to terminate employment with Metrc.

I am familiar with all the resources that are available if I have questions about specific conduct, Metrc policies, or applicable laws, rules, or regulations.

Signature

Date