

NUVO PHARMACEUTICALS INC. d/b/a MIRA VO HEALTHCARE

CODE OF BUSINESS CONDUCT AND ETHICS

The following code of business conduct and ethics (the “Code”) was adopted by the board of directors of Nuvo Pharmaceuticals Inc. d/b/a Miravo Healthcare (the “Company”) on March 25, 2022.

The objective of this Code is to provide guidelines for maintaining the integrity, reputation, honesty, objectivity and impartiality of the Company and its subsidiaries (collectively, the “**Miravo Entities**”). This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but sets out basic principles to guide all directors, managers officers and employees of the Miravo Entities (collectively, “**Miravo Personnel**” or “**you**”). All Miravo Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. This Code and specific related policies and guidelines (including the Company’s Insider Trading Policy and Disclosure and Confidential Information Policy) put in place from time to time by the Miravo Entities will govern your employment or other relationship with the Miravo Entities.

If a law conflicts with a policy in this Code, Miravo Personnel must comply with the law. If a local custom or policy conflicts with this Code, Miravo Personnel must comply with this Code. If you have any questions about these conflicts, you should ask a senior officer of the Company how to handle the situation. Any questions regarding the Code should be addressed to the Director, Human Resources.

Miravo Personnel who violate the standards in this Code will be subject to disciplinary action, up to and including termination of their employment or other relationship with the Miravo Entities. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below under “Compliance Procedures”.

1. The Code

A. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which the Miravo Entities’ ethical standards are built and is critical to our reputation and continued success. All Miravo Personnel must respect and obey the laws of the various jurisdictions in which the Miravo Entities operate and avoid even the appearance of impropriety. Although not all Miravo Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from senior management or other appropriate personnel. The Company’s legal department is available to assist Miravo Personnel in determining applicable legal requirements and to seek the advice of outside legal counsel where appropriate.

Miravo Personnel must cooperate fully with those responsible for preparing reports filed with the securities regulatory authorities and all other materials that are made available to the investing public to ensure those persons are aware in a timely manner of all information that is required to be disclosed. Miravo Personnel should also cooperate fully with the independent auditors in their audits and in assisting with the preparation of financial disclosure.

B. Conflicts of Interest

Miravo Personnel are required to act with honesty and integrity and to avoid or fully disclose any interest, relationship or activity that may be harmful or detrimental to the Company's best interests or that may give rise to real, potential or the appearance of a conflict of interest with the interests of any of the Miravo Entities.

A “**conflict of interest**” exists when a person's private interests interfere, or appear to interfere, in any way from the interests of the Company. A conflict of interest can arise when Miravo Personnel take actions or have interests that may make it difficult for them to perform their work for the Company objectively and effectively. Conflicts of interest also may arise when Miravo Personnel or members of their families receive improper personal benefits as a result of their positions with a Miravo Entity or when Miravo Personnel, members of their family or entities they are associated with enter into transactions or conduct business with Miravo Entities.

Conflicts of interest are prohibited as a matter of policy, except as may be approved as described below. Conflicts of interest may not always be clear-cut. Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their supervisor or the Company's Chief Financial Officer. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Company's Chief Financial Officer with a written description of the activity and seeking the Chief Financial Officer's written approval. If the supervisor is involved in the potential or actual conflict, the matter should instead be discussed directly with the Company's Chief Financial Officer. Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Company's board of directors.

C. Confidentiality

Miravo Personnel must maintain the confidentiality of confidential information entrusted to them by any Miravo Entity and persons with whom the Miravo Entities do business, except when disclosure is authorized under the Disclosure and Confidential Information Policy or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to any Miravo Entity or the person to whom it relates if disclosed. The obligation to preserve the confidentiality of confidential information continues even after Miravo Personnel cease to have a relationship with the Miravo Entities.

Miravo Personnel who have access to confidential information are not permitted to use or share that information for trading purposes or for any other purpose except the conduct of the Miravo Entities' business. All Miravo Personnel should read and abide by the Company's Disclosure and Confidential Information Policy.

D. Corporate Opportunities

Miravo Personnel are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or positions without the consent of the board of directors and from using corporate property, information or positions for improper

personal gain. No Miravo Personnel may compete with any of the Miravo Entities directly or indirectly. Miravo Personnel owe a duty to each Miravo Entity to advance its legitimate interests when the opportunity to do so arises.

E. Directorships

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

F. Protection and Proper Use of Miravo Entity Assets

All Miravo Personnel should endeavor to protect Miravo Entity assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the Miravo Entities. Any suspected incident of fraud or theft should be reported immediately in accordance with the Company's Whistleblower Policy or to the Company's Chief Financial Officer for investigation.

The obligation of Miravo Personnel to protect the assets of the Miravo Entities includes the Miravo Entities' proprietary information. Proprietary information includes any information that is not known generally to the public or would be helpful to competitors of any of the Miravo Entities. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks and copyrights), product registration dossiers and supporting documentation, business, marketing and service plans, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Miravo Entity policy and could be illegal and result in civil or criminal penalties.

The obligation to preserve the confidentiality of proprietary information continues even after Miravo Personnel cease to have a relationship with any of the Miravo Entities.

Miravo Entity assets may never be used for illegal purposes.

G. Information Protection

The Miravo Entities have physical and electronic safeguards in place to protect their information and all personal and confidential information entrusted to them. Miravo Personnel should use these safeguards to minimize the risk of unauthorized or accidental disclosure of such information. Unauthorized collection, use or disclosure of personal or confidential information can harm the Miravo Entities and their stakeholders and damage the trust that has been built. Breaches can be verbal, written or electronic and can be caused by error or malicious intent. If you become aware of a potential privacy, confidentiality or information security breach, you must promptly report it to your supervisor or the Company's Privacy Officer.

H. Competition and Fair Dealing

The Miravo Entities seek to excel and to outperform any competitors fairly and honestly through superior performance and not through unethical or illegal business practices. Taking proprietary information without the owner's consent, inducing disclosure of that information by past or present employees of other competitors or using that information is prohibited. Miravo Personnel should respect the rights of, and deal fairly with, the Miravo Entities' competitors and persons with whom the Miravo Entities have a business relationship. No Miravo Personnel should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of proprietary information, misrepresentation of material facts or any other intentional unfair-dealing practice. Nor should any Miravo Personnel act in a manner that may be anti-competitive under anti-trust laws. The Company's Chief Financial Officer is available to assist Miravo Personnel in determining the application of those laws and to seek the advice of legal counsel where appropriate.

I. Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill and constructive relationships among business partners. These courtesies may include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when these courtesies compromise, or appear to compromise, a Miravo Entity's ability to make fair and objective business decisions or to gain an unfair advantage.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times and do not change during traditional gift-giving seasons.

No gift or entertainment should ever be offered, given, provided, authorized or accepted by any Miravo Personnel or their family members unless it is not a cash gift, is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff and does not violate any laws. If a disinterested third party would be likely to believe that the gift affected your judgment, then it must not be offered, given, provided, authorized or accepted. All business dealings must be on arm's-length terms and free from any favourable treatment resulting from the personal interests of Miravo Personnel.

Strict rules apply when a Miravo Entity does business with governmental agencies and officials (as discussed in more detail below). Miravo Personnel should discuss with their supervisor or department head any gifts or proposed gifts about which they have any questions.

J. Payments to Government Personnel

All Miravo Personnel must comply with all laws prohibiting improper payments to domestic and foreign officials. Other governments have laws regarding business gifts that may be accepted by government personnel. The promise, offer or delivery to an official or employee of various governments of a gift, favour or other gratuity in violation of these laws would not only violate the Miravo Entities' policies but could also be a criminal offence. Illegal payments

should not be made to government officials of any country. The Company's Vice President and Chief Financial Officer can provide guidance to Miravo Personnel in this area and seek the advice of legal counsel where appropriate.

K. Lobbying

Any contact with government personnel for the purpose of influencing legislation or rule making, including such activity in connection with marketing or procurement matters, is considered lobbying. You are responsible for knowing and adhering to all relevant lobbying laws and associated gift laws, if applicable and for compliance with all reporting requirements. You must obtain the prior approval of the secretary to lobby or authorize anyone else (for example, a consultant or agent) to lobby on behalf of any Miravo Entity, except when lobbying involves only normal marketing activities and not influencing legislation or rule making.

L. Discrimination and Harassment

The Miravo Entities are committed to providing a workplace free of harassment, violence and discrimination. Miravo Personnel are expected to foster a respectful work environment that adheres to the requirements of applicable human rights law and related workplace legislation. The Miravo Entities will not tolerate acts of discrimination based on age, ancestry, colour, race, citizenship, ethnic origin, creed, disability, family status, marital status, gender, sex, sexual orientation or any other ground of discrimination prohibited by law. Miravo Personnel are encouraged to speak with their supervisor or Human Resources when a co-worker's conduct makes them uncomfortable and to report harassment when it occurs.

M. Health and Safety

The Miravo Entities strive to provide all Miravo Personnel with a safe and healthy work environment. All Miravo Personnel have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or department head. Being under the influence, and the possession, of illegal drugs in the workplace will not be tolerated. Miravo Personnel should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol.

N. Accuracy of Records and Reporting

Maintaining information and records accurately and completely is vital to the success of the Miravo Entities. A record is defined as a book, document, or any other data, regardless of the type or form. A record may be written or electronic, including emails. Records may contain financial, medical, or operational data. All Miravo Personnel are obligated to accurately and truthfully document their work and to not make false or misleading oral or written statements about it. The Miravo Entities will not take any action to manipulate, mislead, coerce, or inappropriately influence any independent auditor engaged in an audit of financial statements.

When preparing source documents for financial transactions, it is important for Miravo Personnel to provide accurate information so that costs can be allocated to the appropriate service. No

payment may be approved or made with the intention or understanding that any part of the payment is to be used for a purpose other than the business of a Miravo Entity. Failure to maintain accurate books and records may expose Miravo Personnel, and the Miravo Entities, to significant fines, as well as civil and criminal penalties.

The accounting records of the Miravo Entities are also relied upon to produce reports for the Miravo Entities' management, shareholders and creditors, as well as for governmental agencies. In particular, the Company relies upon accounting and other business and corporate records of Miravo Personnel in preparing the periodic and current reports that are filed with Canadian regulatory authorities, including the Ontario Securities Commission ("OSC"). Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present the Company's financial condition and results of operations. Miravo Personnel must strive to ensure that the financial disclosure of the Company is accurate and transparent and that the reports contain all of the information that would be important to enable shareholders and potential investors to assess the soundness and risks of the Company's business and finances and the quality and integrity of the Company's accounting and disclosures.

In addition:

- Miravo Personnel may not take or authorize any action that would intentionally cause the Company's financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the OSC or other applicable laws, rules and regulations;
- Miravo Personnel must cooperate fully with the Company's finance and accounting department, as well as the Company's independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that the Company's books and records, as well as the reports filed with the OSC, are accurate and complete;
- Miravo Personnel must not knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of the Company's reports filed with Canadian regulatory authorities, including the OSC, or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of the Company's reports accurate in all material respects. Keeping accurate books and records and retaining them for retrieval is an important part of the Company's daily business. It is a criminal offense to destroy records that are subject to a subpoena or government investigation. Records must be maintained in accordance with the Company's records retention guidelines, and must not be destroyed before the prescribed retention period has expired or until threatened or pending litigation or government investigations are concluded. If you have a question about the records retention guidelines, seek assistance from the Company's Vice President, Secretary & General Counsel before taking any action;
- If business expense accounts are utilized by Miravo Personnel, such expenses must be documented and recorded accurately in accordance with the Company's internal policies relating to travel and other expenses. If Miravo Personnel are not sure whether a certain

expense is legitimate, a supervisor or department head can provide advice. General rules and guidelines are available from the Company's Vice President and Chief Financial Officer; and

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

O. Social Media

Postings and communications made through social media are, or can become, public and they may be difficult or impossible to rescind. Miravo Personnel must consider the potential impact their personal posts may have on any of the Miravo Entities' reputation, and be guided by the standards set out in this Code. While social media can be used to create greater awareness and promote Company's brand, it is not an appropriate venue for Miravo Personnel to express concerns about the Miravo Entities or their stakeholders, clients, colleagues or competition. If Miravo Personnel have concerns, they should speak to the Company's Manager, Human Resources.

P. Use of E-mail and Internet Services

E-mail and internet services are provided to assist Miravo Personnel in carrying out their work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose (including, without limitation, for any illegal activity, cyber-bullying and spam). Miravo Personnel may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, derogatory messages based on racial or ethnic characteristics, or any other message that could reasonably be viewed as harassment. Flooding Miravo Entities' system with junk and trivial information hampers the ability of the system to handle legitimate business and is prohibited.

Messages (including voice-mail) and computer information sent, received or created by Miravo Personnel are considered property of Miravo Entities and Miravo Personnel should recognize that these messages and information are not "private". Unless prohibited by law, Miravo Entities reserve the right to access and disclose those messages and information as necessary for business purposes. Miravo Personnel should use good judgment and not access, send messages or store any information that they would not want to be seen or heard by others.

2. Waivers of the Code

Any waiver of this Code for directors or officers may be made only by the directors (or a committee of the board of directors of the Company to whom that authority has been delegated) and will be promptly disclosed as required by law or stock exchange regulation.

3. Reporting and Illegal or Unethical Behavior

Each of the Miravo Entities has a strong commitment to the conduct of its business in a lawful and ethical manner. Miravo Personnel are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation or report such behavior in accordance with the Company's Whistleblower Policy. It is the policy of the Miravo Entities not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing that it is false. All Miravo Personnel are expected to cooperate in internal investigations of misconduct.

4. Compliance Procedures

All Miravo Personnel must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that the Miravo Entities have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgement and common sense - if something seems like it might possibly be unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from company resources. In the rare case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it locally with your "two-up". If that is not appropriate for any reason, contact the Company's Vice President and Chief Financial Officer.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the extent possible. The Miravo Entities do not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.