



CODE OF BUSINESS CONDUCT AND ETHICS

The objective of this Code of Business Conduct and Ethics (the “Code”) is to provide guidelines for maintaining the integrity, reputation, honesty, objectivity and impartiality of Slate Grocery REIT (the “REIT”) and its subsidiaries (collectively, the “Slate 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 trustees, directors, managers, officers, and employees of the Slate Entities (collectively, “Slate Personnel”), as well as, suppliers, property managers, tenants and business partners of the Slate Entities. All Slate Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behaviour.

If a law conflicts with a policy in this Code, Slate Personnel must comply with the law. If a local custom or policy conflicts with this Code, Slate Personnel must comply with this Code. If you have any questions about these conflicts, you should ask a senior officer of the REIT how to handle the situation. **The Chief Executive Officer, the Chief Financial Officer and/or the General Counsel of the REIT are the contact persons for any questions regarding the Code.**

Slate Personnel who violate the standards in this Code may be subject to disciplinary action, up to and including termination of their employment or other relationship with the Slate 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 Slate Entities’ ethical standards are built and is critical to our reputation and continued success. All Slate Personnel must respect and obey the laws of the various jurisdictions in which the Slate Entities operate and avoid even the appearance of impropriety. Although not all Slate Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from executive members or other appropriate personnel. The Chief Executive Officer, the Chief Financial Officer and/or the General Counsel of the REIT is/are available to assist Slate Personnel in determining applicable legal requirements and to seek the advice of legal counsel where appropriate.

B. Conflicts of Interest

A “conflict of interest” exists when a person’s private interests interfere in any way with the interests of the REIT. A conflict of interest can arise when Slate Personnel take actions or have interests that may make it difficult for them to perform their work for the REIT objectively and effectively. Conflicts of interest also may arise when Slate Personnel or members of their families receive improper personal benefits as a result of their positions with a Slate Entity.

Conflicts of interest are prohibited as a matter of policy, except as may be approved by the board of trustees of the REIT, excluding any interested trustees. Conflicts of interest may not always be clear-cut. If you have a question, you should consult with your supervisor or department head. Any Slate Personnel who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor or department head and consult the procedures described below under “Compliance Procedures”.

C. Confidentiality

Slate Personnel must maintain the confidentiality of confidential information entrusted to them by any Slate Entity and persons with whom the Slate Entities do business, except when disclosure is authorized under the REIT's 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 Slate Entity or the person to whom it relates if disclosed. The obligation to preserve the confidentiality of confidential information continues even after Slate Personnel cease to have a relationship with the Slate Entities.

Slate 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 Slate Entities' business. All Slate Personnel should read and abide by the REIT's Disclosure and Confidential Information Policy.

D. Corporate Opportunities

Slate 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 trustees and from using corporate property, information or positions for improper personal gain. Slate Personnel must disclose any potential corporate opportunities to the Chief Executive Officer, Chief Financial Officer and/or the General Counsel of the REIT. No Slate Personnel may compete with any of the Slate Entities directly or indirectly. Slate Personnel owe a duty to each Slate Entity to advance its legitimate interests when the opportunity to do so arises.

E. Protection and Proper Use of Slate Entity Assets

All Slate Personnel should endeavor to protect Slate Entity assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the Slate Entities. Any suspected incident of fraud or theft should be reported immediately to the Chief Executive Officer, the Chief Financial Officer and/or the General Counsel of the REIT for investigation.

The obligation of Slate Personnel to protect the assets of the Slate Entities includes the Slate 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 Slate Entities. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks and copyrights), business plans, marketing and service plans, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate this policy and could be illegal and result in civil or criminal penalties. The obligation to preserve the confidentiality of proprietary information continues even after Slate Personnel cease to have a relationship with the Slate Entities.

Slate Entity assets may never be used for illegal purposes.

F. Competition and Fair Dealing

The Slate 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 persons or using that information is prohibited. Slate Personnel should respect the rights of, and deal fairly with, the Slate Entities' competitors and persons with whom the Slate Entities have a business relationship. No Slate 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 Slate Personnel act in a manner that may be anti-competitive under anti-trust laws. The Chief Executive Officer, the Chief Financial Officer and/or the General Counsel of the REIT is/are available to assist Slate Personnel in determining the application of those laws and to seek the advice of legal counsel where appropriate.

G. 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 Slate 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.

The following are guidelines for all gifts or entertainment offered, given, provided, authorized or accepted by any Slate Personnel or their family members:

- Gifts with an estimated value in excess of C\$200 (ie. event tickets where the host is not present, for example to a sporting or cultural event) must be approved by the Chief Executive Officer, Chief Financial Officer or the General Counsel of the REIT;
- Entertainment with an estimated value in excess of C\$500 from third parties that is in the best interests of the Slate Entities (ie. Meals or sporting or cultural events where the third party is present and there is an opportunity to discuss business) must be approved by the Chief Executive Officer, Chief Financial Officer or the General Counsel of the REIT; and
- Multiple gifts or entertainment from the same business relationship within a short period of time, which are cumulatively more than the above-noted approval thresholds, must be approved by the Chief Executive Officer, Chief Financial Officer or the General Counsel of the REIT.

Notwithstanding the foregoing, no gift or entertainment must ever be offered, given, provided, authorized or accepted by any Slate Personnel or their family members unless (i) it is not a cash gift, (ii) is consistent with customary business practices, (iii) is not excessive in value, (iv) cannot be construed as a bribe or payoff and (v) does not violate any laws. Strict rules apply when a Slate Entity does business with governmental agencies and officials (as discussed in more detail below).

H. Payments to Government Personnel

All Slate Personnel must comply with all laws prohibiting improper payments to domestic and foreign officials. 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, favor or other gratuity in violation of these laws would not only violate the Slate Entities' policies but could also be a criminal offence. Illegal or improper payments should not be made to government officials of any country. The Chief Executive Officer, the Chief Financial Officer and/or the General Counsel of the REIT is/are available to provide guidance to Slate Personnel in this area and to seek the advice of legal counsel where appropriate.

I. Political Contributions

To ensure that the Slate Entities do not breach the law regarding political donations in any country, all political donations (cash or in kind), no matter how small, made on behalf of the Slate Entities (directly or indirectly) must be approved in writing in advance by the Chief Executive Officer, Chief Financial Officer or the General Counsel of the REIT. Political donations made by individuals on their own behalf should comply with local laws and regulations.

J. Discrimination and Harassment

The diversity of Slate Personnel is a tremendous asset. The Slate Entities are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Violence and threatening behavior are not permitted. Slate Personnel are encouraged to speak with the General Counsel of the REIT when a colleague's conduct makes them uncomfortable and to report harassment when it occurs. The General Counsel of the REIT has a duty to

report instances of discrimination or harassment directly to the independent Chair of the Compensation, Governance and Nominating Committee of the REIT, and to the Board of Trustees of the REIT in a timely manner.

K. Health and Safety

The Slate Entities strive to provide all Slate Personnel with a safe and healthy work environment. All Slate 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. Slate Personnel should report to work in a condition that will allow them to properly perform their duties, free from the influence of illegal drugs or alcohol.

L. Accuracy of Records and Reporting

The Slate Entities require honest and accurate recording and reporting of information of the REIT to make responsible business decisions. The REIT's accounting records are relied upon to produce reports for management, trustees, managers, securityholders, governmental agencies and persons with whom the REIT does business. All of the REIT's financial statements and the books, records and accounts on which they are based must appropriately reflect the REIT's activities and conform to applicable legal, accounting and auditing requirements and to the REIT'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 Slate Personnel have a responsibility, within the scope of their positions, to ensure that the REIT's accounting records do not contain any false or intentionally misleading entries. The REIT does not permit intentional misclassification of transactions 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.

Certain of the Slate Personnel use business expense accounts, which must be documented and recorded accurately. If Slate 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 Chief Financial Officer and the General Counsel of the REIT.

Business records and communications often become public through legal or regulatory proceedings or the media. Slate 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.

Any employee with a good faith concern about any accounting or auditing matter or any other matter which such employee believes is in violation of the above, can report those concerns directly to the chair of the audit committee of the REIT in accordance with the REIT's Whistleblower Policy.

2. Waivers of the Code

Any waiver of this Code for trustees or officers may be made only by the trustees (or a committee of the board of trustees 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 Slate Entities has a strong commitment to the conduct of its business in a lawful and ethical manner. Slate Personnel are encouraged to talk to their manager or the General Counsel of the REIT regarding observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Slate 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 Slate Personnel are expected to cooperate in internal investigations of misconduct.

4. Protection of Slate Personnel

The Slate Entities will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Slate Personnel in the terms and conditions of employment based upon any lawful actions with respect to good faith reporting of complaints as contemplated in these procedures.

5. Compliance Procedures

All Slate Personnel must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if there has been a violation of this Code. Since we cannot anticipate every situation that will arise, it is important that the Slate 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 judgment 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.
- If you are comfortable doing so, discuss the problem with your manager. 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 with the General Counsel of the REIT.
- 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 Slate Entities do not permit retaliation of any kind against employees for good faith reports of ethical violations. The General Counsel of the REIT has a duty to report instances of ethical violations directly to the independent Chair of the Compensation, Governance and Nominating Committee of the REIT, and to the Board of Trustees. Upon receipt of a complaint, the General Counsel will follow the administration of complaints procedures set out in Appendix "A".
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

Appendix A

SLATE GROCERY REIT CODE OF BUSINESS CONDUCT AND ETHICS ADMINISTRATION OF COMPLAINTS

1. All complaints / reports under the Code of Business Conduct and Ethics are made to the General Counsel of the REIT. Currently this is Ramsey Ali (416-583-1740; email: ramsey@slateam.com). Complaints/reports may also be made at:

E-mail: auditcommittee@slategroceryreit.com

Telephone: 416-407-7449 or **1-866-883-9471** (note that the General Counsel of the REIT will also receive a copy of the complaints sent to this number).

Online: <http://www.clearviewconnects.com/>

By Mail: Clearview, P.O. Box 11017, Toronto, Ontario, M1E 1N0

Complaints/reports may be made anonymously (although complainants are encouraged to identify themselves to assist the Policy Administrator with its investigation).

2. Upon receipt of a complaint, the General Counsel will contact the individual who made the complaint directly and establish details of the complaint.
3. The General Counsel will open and maintain a file regarding all activity/details/correspondence related to the complaint. The file will ultimately outline the resolution of the complaint and be duly closed on completion. The file will be retained and safeguarded upon completion.
4. The General Counsel will advise the Chair of the Compensation, Governance and Nominating Committee as well as the Chair of the Board that a complaint has been received, the nature of the complaint and the recommended course of investigation in a timely manner.
5. If the complainant wishes to remain anonymous (although complainants are encouraged to identify themselves to assist the General Counsel with its investigation), this will be respected. As well and for clarity, it is understood that the General Counsel will use their best efforts to ensure that the organization protects the individual from retaliation when a complaint is made in good faith.
6. The General Counsel will be responsible for supervising the investigation of the complaint. Both internal or external resources may be engaged to undertake the investigation. The General Counsel will keep the Chair of the Compensation, Governance and Nominating Committee as well as the Chair of the Board informed periodically on the progress of the investigation.
7. If the nature of the complaint requires reporting to law enforcement or regulatory authorities, the General Counsel is responsible for ensuring appropriate reporting is undertaken.
8. Upon completion of the investigation, the General Counsel will recommend an appropriate response/course of action to be taken to the Board of Trustees.
9. The foregoing procedures reflect “normal course Code of Conduct complaints”. The following special circumstances require potentially different administration of the complaint:
 - (a) The complaint relates to accuracy of records and reporting, in which case the complaint will be directed to the chair of the audit committee of the REIT in accordance with the REIT’s Whistleblower Policy.
 - (b) If the General Counsel is named/implicated in a complaint he will recuse himself from the investigation of the

complaint and the investigation of the complaint will be assumed by the Chair of the Board of Trustees (or such other person as the Board may appoint to investigate the matter).

- (c) The receipt of an anonymous complaint may limit the ability of the General Counsel to conduct its investigation. The inability of the General Counsel to discuss details of the complaint with the complainant may result in the complaint being ignored. However, the nature of the anonymous complaint will determine the degree to which the complaint is investigated. In such circumstances the course of action to be taken will be discussed/recommended to the General Counsel by the Board of Trustees.