



Greenbriar
Sustainable Living Inc.

Greenbriar Sustainable Living Inc.
Greenbriar Capital Holdco Inc.
Greenbriar Capital (US) LLC

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ESG Directive from the CEO

Greenbriar Sustainable Living's active ESG Policy

January 10th, 2024

This Directive is issued to all subordinate officers of Greenbriar Sustainable Living ("Greenbriar"), and to any and all subcontractors, consultants, advisors and staff, who are engaged in the day-to-day business affairs of Greenbriar. The effective date of this Directive begins on January 10, 2024 and is a perpetual enforcement document unless and otherwise revoked by the board of directors. This Directive is the ESG Policy of Greenbriar.

The purpose of this ESG Policy is to set standards and policy to ensure that Greenbriar follows all local, state, provincial, and federal regulatory policies outlining regulations and guidelines stipulating good ESG governance and behavior. This Directive is not exhaustive but essentially a policy statement from the CEO that all stakeholders in the Greenbriar ecosystem must follow. Any conflict of laws provisions apply and the scope of this policy directive will not oppose any legislative or law stating actions to the contrary.

All aspects of Greenbriar's business are focused on fostering environmental sustainability, promoting social responsibility, and ensuring effective corporate governance. Our mission is to seek to identify areas of risk and opportunity to ensure that our business decisions and policies address opportunities for creating a sustainable future as well as meeting in-scope regulatory enforcements. At Greenbriar we take our sustainability goals very seriously, and we will strive to enhance our efforts in sustainability initiatives, continuing to be transparent and honest as we look ahead with hope for our planet.

This Policy applies to all Greenbriar officers and directors, including C-Suite members and Directors, and locations worldwide, as well all business partners and suppliers, where relevant. It will act as the umbrella policy that will sit above any specific environmental, social and/or governance policies. This Policy sets out the environmental, social and governance ESG topics which are most material for Greenbriar and our operations and how we manage these.

Since Greenbriar is fully registered with the US SEC both the CFO and CEO sign extensive certifications for our Form 20-F annual registration statement with the US SEC, which both CEO and CFO sign under penalty of perjury.

Between our mandatory compliance obligations with the Toronto Stock Exchange, the US Securities and Exchange Commission and the California Environmental Quality Act, Greenbriar strictly adheres to all major US and Canadian ESG and DEI laws.

Customers, Clients and Suppliers



"Greenbriar Capital Corp. was recognized as a TSX Venture 50® company in 2014 and 2023. TSX Venture 50 is a trade-mark of TSX Inc. and is used under license."

Toronto Venture Exchange Symbol: GRB | US OTC Symbol: GEBRF

Greenbriar is committed to providing our clients with the highest quality products and services experience, whilst upholding elevated levels of transparency and responsibility.

This is of critical importance to our success. At Greenbriar, we continuously monitor client needs and find creative ways to better address those needs. We respond rapidly to client inquiries and seek to promote the benefits of long-term relationship building and repeat customers. Our CEO is regularly in contact with our Stakeholders, to ensure we are continuously improving the client/stakeholder experience.

Product responsibility and safety

At Greenbriar we believe it is critical to uphold ambitious standards of product responsibility and safety. We strive to understand how our products are impacted by the sustainability agenda and the opportunities that could be realised by offering more positive environmentally and / or socially aligned products.

Business partner and supply chain management

Greenbriar is committed to having commercial business relationships with only those that are performing their business activities in full compliance with the laws, rules, and regulations of the countries in which they operate and that they conduct their business in an ethical and socially responsible manner, including the management of modern slavery and human rights risks. A provision with Greenbriar's right to terminate future third parties, is also included in the contracts, if laws are violated. Greenbriar commits to integrate environmental and social risks into the assessment of potential suppliers before contracting.

Anti-Corruption Policy

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws in Canada and the United States in respect of our conduct both at home and abroad.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and a fine. If we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

Grievance Procedure

You must first address your grievance with your immediate supervisor. This may be done orally in informal discussion. If your informal attempts to resolve the matter are not successful, you may implement the formal grievance process.

Step 1

You must first submit your grievance in writing to your immediate supervisor. Grievances must be submitted within 15 calendar days following the date you first knew or should have known of the grievance. If you do not submit the grievance within the 15-day period, you waive your right to assert it.

Your supervisor will respond in writing within ten (10) days following receipt of your grievance. All grievances and replies in Step 1 must be in writing. If the grievance is not settled in Step 1, then you may proceed to Step 2.

Step 2

Within ten (10) days following your receipt of the written answer to your Step 1 grievance from your supervisor, you may appeal the disposition of your grievance by your supervisor to the board of directors. The board will then undertake an investigation of your grievance and the underlying facts. Within 15 business days following receipt of your grievance a board member will meet with you in person or phone to discuss your grievance. The board member will then provide a written response to your grievance within 15 business days following the date of your meeting.

Step 3

If you are not satisfied with the response of the board member at Step 2, you may submit your grievance to the CEO of the Company or the CEO's designee for review within five (5) days following receipt of the written response from the board member. The CEO or his or her designee will review the grievance and provide a written response within 15 business days following receipt of the Step 3 grievance.

Step 4

You may appeal a Step 3 grievance to Step 4 and request final and binding arbitration of your grievance. The request for arbitration must be in writing and must be made within 30 days following receipt of the response of the CEO or the CEO's designee at Step 3.

Upon receipt of your request, the Company will, within ten (10) working days of its receipt of your request, ask the Federal Mediation and Conciliation Service or the American Arbitration Association to provide a list of prospective arbitrators. The parties will choose an arbitrator from the list provided. If the parties cannot agree upon the choice of an arbitrator, then you and the Company will ask the American Arbitration Association to appoint an arbitrator to hear your case.

All fees or expenses of arbitration, including, without limitation, the arbitrator's fees and expenses and rental of a venue for the arbitration, if necessary, shall be borne equally by the parties. Each party will pay its own attorneys' fees or costs other than the arbitrator's fees and expenses.

The grievant bears the burden of proof as to the validity of the grievance.

The decision of the arbitrator shall be in writing and the decision is final and binding. Arbitration is the exclusive forum for resolution of discipline and discharge cases, and both the Company and you waive your right to bring any action in court or the enjoy trial by jury. Either party may, however, seek to enforce an arbitrator's award in a court of competent jurisdiction.

Company Safety and Health Policy

It is the policy of this company to ensure a safe, healthful workplace for all its employees. Injury and illness losses from incidents are costly and preventable. This company will employ an effective accident and illness prevention program that involves all its employees in the effort to eliminate workplace hazards.

Management is accountable for preventing workplace incidents, injuries and illnesses. Management will provide top-level support of safety program initiatives. Management will consider all employee suggestions for achieving a safer, healthier workplace. Management also will keep informed about workplace safety and health hazards, and it will regularly review the company safety and health program.

Supervisors are responsible for supervising and training workers in safe work practices. Supervisors must enforce company safety rules and work to eliminate hazardous conditions. Supervisors shall lead safety efforts by example.

The safety committee includes employer and employee representatives who are responsible for recommending safety and health improvements in the workplace. The committee is also responsible for identifying hazards and unsafe work practices, removing obstacles to incident prevention and helping the company evaluate the accident and illness prevention program.

All employees are expected and encouraged to participate in safety and health program activities including the following: reporting hazards, unsafe work practices and accidents immediately to their supervisors or a safety committee representative; wearing required personal protective equipment; and participating in and supporting safety committee activities.

Energy Conservation, Environmental Protection and Global Warming Mitigation

Greenbriar (US) LLC as the builder of Sage Ranch, must comply with our CEQA approval and the most stringent environmental building codes in the world, which is energy efficiency and compliance is found under Title 24 in California.

Title 24 in California is law. Sage Ranch was engineered and designed under Title 24. This includes health and safety.

Title 24 exists to regulate California's Energy Efficiency Standards for residential and non-residential buildings. According to the California Energy Commission (CEC) website, California's energy code is designed to reduce wasteful and unnecessary energy consumption in newly constructed and existing buildings.

The California Building Code (CBC) contains general building design and construction requirements relating to fire and life safety, structural safety, and access compliance. CBC provisions provide minimum standards to safeguard life or limb, health, property and public welfare by regulating and controlling the design, construction, quality of materials, use and occupancy, location and maintenance of all buildings and structures and certain equipment. Part 2 is pre-assembled with the International Building Code (IBC) with necessary California amendments. This part is published in two volumes:

CALIFORNIA ELECTRICAL CODE

The California Electrical Code (CEC) contains electrical design and construction standards. Provisions contained in the CEC provide minimum standards to safeguard life or limb, health, property, and public welfare, and to protect against hazards that may arise from the use of electricity by regulating and controlling the design, construction, installation, quality of materials, location and operation of electrical equipment, wiring, and systems. This volume is pre-assembled with the National Electrical Code of the National Fire Protection Association (NFPA) with necessary California amendments.

CALIFORNIA MECHANICAL CODE

The California Mechanical Code (CMC) contains mechanical design and construction standards. Provisions contained in the CMC provide minimum standards to safeguard life or limb, health, property and public welfare by regulating and controlling the design, construction, installation, quality of materials, location, operation, and maintenance or use of heating, ventilating, cooling, refrigeration systems, incinerators and other miscellaneous heat-producing appliances. This code is pre-assembled with the Uniform Mechanical Code of the International Association of Plumbing and Mechanical Officials (IAPMO) with necessary California amendments.

CALIFORNIA PLUMBING CODE

The California Plumbing Code (CPC) contains plumbing design and construction standards. Provisions contained in the CPC provide minimum standards to safeguard life or limb, health, property and public welfare. It also protects against hazards that may arise from the use of plumbing piping and systems by regulating and controlling the design, construction, installation, quality of materials, location and operation of plumbing piping systems within the State of California. This code is pre-assembled with the Uniform Plumbing Code of the International Association of Plumbing and Mechanical Officials (IAPMO) with necessary California amendments.

CALIFORNIA ENERGY CODE

The California Energy Code contains energy conservation standards applicable to all residential and non-residential buildings throughout California, including schools and community colleges.

CALIFORNIA HISTORICAL BUILDING CODE

The California Historical Building Code (CHBC) contains regulations of the State Historical Building Safety Board. Provisions contained in the CHBC provide for the preservation, restoration, rehabilitation, relocation, or reconstruction of buildings or structures designated as qualified historical buildings or properties. The CHBC contains alternative solutions for the preservation of qualified historical buildings or properties, to provide access for persons with disabilities, to provide a cost-effective approach to preservation, and to provide for the reasonable safety of the occupants or users.

CALIFORNIA FIRE CODE

The California Fire Code (CFC) contains regulations consistent with nationally recognized accepted practices for safeguarding, to a reasonable degree, life and property from the hazards of:

Fire and explosion

Hazardous conditions in the use or occupancy of buildings or premises

Dangerous conditions arising from the storage, handling and use of hazardous materials and devices

The CFC also contains provisions to assist emergency response personnel. These fire-safety-related building standards are referenced in other parts of Title 24. This code is pre-assembled with the International Fire Code with necessary California amendments.

CALIFORNIA EXISTING BUILDING CODE

The California Building Standards Commission (CBSC) adopts certain provisions of the International Existing Building Code, Appendix Chapter A1, Seismic Strengthening Provisions for Unreinforced Masonry Bearing Wall Buildings.

CALIFORNIA GREEN BUILDING STANDARDS (CAL-Green Code)

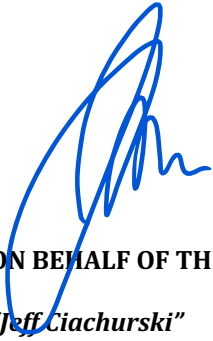
The California Green Building Standards Code contains standards applicable to residential and non-residential buildings throughout California, including schools and community colleges.

CALIFORNIA REFERENCE STANDARD CODE

The California Referenced Standards Code (CRSC) contains minimum test and reference standards required by the California Building Standards Code.

The above ESG Policy is not exhaustive, but rather a statement of our ongoing processes to improve our company's actions to the environment, our people, our stakeholders and products.

This policy is hereby mandated and ordered as a Directive, this 10th day of January, 2024



ON BEHALF OF THE BOARD OF DIRECTORS

"Jeff Ciachurski"

Jeffrey J. Ciachurski

Chief Executive Officer and Director

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