



**ZEDCOR ENERGY INC. (the “Corporation”)  
CODE OF BUSINESS CONDUCT AND ETHICS**

**1. PURPOSE**

This code of business conduct and ethics (this “Code”) provides a general statement of the Corporation’s expectations regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Corporation and all other corporations, trusts, partnerships or other entities which have been or which in the future may be established by the Corporation (collectively, the “Other Entities”). All references herein to the Corporation also includes, where the context permits, the Other Entities. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code and may be required, from time to time, to affirm his or her agreement to adhere to such standards.

Through this Code, we endorse the following principles:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the Corporation’s shareholder reports and in other public communications and filings of the Corporation;
- compliance with applicable governmental laws, rules and regulations; and
- accountability by all of our directors, officers and employees for adherence to this Code.

This Code outlines the broad principles of legal and ethical business conduct embraced by our Corporation. It is not a complete list of legal or ethical questions a director, officer or employee might face in the course of business, and therefore this Code must be applied using common sense and good judgment. Compliance with the spirit as well as the letter of this Code is very important to us.

Any director, officer or employee of the Corporation who violates the Code may face disciplinary action up to and including termination of their office or employment with the Corporation for just cause without notice or payment in lieu of notice. Each such individual is expected to review the Code annually to satisfy themselves that they have adhered to the stated principles and standards. Each director, officer and employee of the Corporation will be provided with a copy of the Code and will be required to acknowledge, through their signature, their understanding of and their agreement to comply with the Code as a term of their office or employment.

**2. ADMINISTRATION**

The Corporation’s Board of Directors is responsible for setting the standards of business conduct contained in this Code and updating these standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Corporation, the business practices within the Corporation’s industry, the Corporation’s own business practices, and the prevailing ethical standards of the communities in which the Corporation operates. While the Corporation’s Chief Executive Officer and Chief Financial Officer will oversee the procedures designed to implement this Code to ensure that they are operating effectively, it is the individual responsibility of each director, officer and employee of

the Corporation to comply with this Code. Those who violate this Code will be subject to disciplinary action.

### **3. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Obeying the law, both in letter and in spirit, is the foundation on which the Corporation's ethical standards are built. All directors, officers and employees must respect and obey the laws and governmental rules and regulations of the countries, provinces, cities and local communities in which we operate. Although we do not expect that all directors, officers and employees will know and understand the details of all of these applicable laws and regulations, we do expect that everyone will know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

The Corporation is engaged in a variety of business relationships with other companies, individuals, organizations and levels of government, primarily in Canada, but sometimes also in other countries. In all interactions, the Corporation employees, officers and directors are required to act ethically, honestly and with integrity and to comply with all laws, rules and regulations governing their activities. In dealings with others, Corporation employees, officers and directors must avoid even the perception that favorable treatment is sought in exchange for furnishing or receiving business courtesies. Business courtesies (gifts and entertainment) are designed to build understanding and goodwill in business relationships and may play an important role in some cultures; however, Corporation personnel are always required to exercise good judgement in extending business courtesies and never accept or pay bribes, favors or "kickbacks" for the purpose of securing business transactions. All payments must be necessary and lawful in the host country.

### **4. CONFLICTS OF INTEREST; CORPORATE OPPORTUNITIES**

The Corporation requires that its directors, officers and employees, as well as its other agents and representatives, avoid any activity which creates or gives the appearance of a conflict of interest between their personal interests and the Corporation's interests. A conflict of interest generally exists when a person has a direct or indirect personal interest in a transaction or situation that affects or appears to affect his or her judgment and/or divides his or her loyalties between two or more competing interests. A conflict can arise when someone takes action or has an interest that makes it difficult to perform his or her duties on behalf of the Corporation, objectively and effectively. In particular, no director, officer or employee shall:

- (a) be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that markets products or services in competition with the Corporation's current or potential products and services;
- (b) have any financial interest, including shares ownership, in any such outside business that might create or give the appearance of a conflict of interest;
- (c) seek or accept any personal loan or services from any such outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- (d) be a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would interfere with the director's, officer's or employee's responsibilities with the Corporation;
- (e) accept any personal loan or guarantee of obligations from the Corporation, except to the extent such arrangements are legally permissible;

- (f) conduct business on behalf of the Corporation with immediate family members, which include spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives; or
- (g) taking for themselves opportunities that are discovered through the use of the Corporation's property, information or position.

The appearance of a conflict of interest may exist if an immediate family member of a director, officer or employee of the Corporation is a consultant to, or a director, officer or employee of, or has a significant financial interest in, a competitor, supplier or customer of the Corporation, or otherwise does business with the Corporation.

Directors and officers shall notify the Chair of the Corporation's Audit Committee and employees who are not directors or officers shall notify the Chief Financial Officer of the existence of any actual or potential conflict of interest.

## **5. INSIDER TRADING**

The Code is to be read in conjunction with the rules and additional information on insider trading contained in the Corporation's Insider Trading Policy. Directors, officers and employees are expected to fully comply with Canadian securities laws with respect to the disclosure of "material" corporate information and with respect to "insider" trading in the Corporation's securities. These laws provide for substantial civil and criminal penalties for individuals who fail to comply. Information that reasonably can be expected to affect the market value of a Corporation's shares or to influence an investor's decisions regarding securities transactions is considered "material." Such information may include financial and key business data; merger, acquisition or divestiture discussions; award or cancellation of a major contract; forecasts of future results; significant litigation; and/or gain or loss of a significant customer or supplier.

Insiders are prohibited from transacting in the Corporation's shares with knowledge of material information that has not been disclosed to the public. For purposes of these restrictions, an "insider" includes not only directors, officers and employees of the Corporation, but also anyone else with non-public material information about the Corporation. You may be deemed to have violated these laws even if you innocently pass on non-public information about the Corporation to a friend or family member who then acts on such information and buys or sells the Corporation's shares. To avoid inadvertent disclosure of non-public material information, directors, officers and employees should not discuss such information with or in the presence of any unauthorized persons, including family members and friends.

## **6. CONFIDENTIALITY; PROTECTION AND PROPER USE OF THE CORPORATION'S ASSETS**

Directors, officers and employees shall maintain the confidentiality of all information entrusted to them by the Corporation or its suppliers, customers or other business partners, except when disclosure is authorized by the Corporation or legally required.

Confidential information includes (1) information marked "Confidential," "Private," "For Internal Use Only," or similar legends, (2) technical or scientific information relating to current and future products, services or research, (3) business or marketing plans or projections, (4) earnings and other internal financial data, (5) personnel information, (6) supply and customer lists and (7) other non-public information that, if disclosed, might be of use to the Corporation's competitors, or harmful to the Corporation or its suppliers, customers or other business partners. Confidential information also includes information that our customers and suppliers have entrusted to us.

To avoid inadvertent disclosure of confidential information, directors, officers and employees shall not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends.

The obligation to preserve confidential information continues even after your employment or other relationship with the Corporation ends.

This Code is not intended to modify any separate confidentiality agreement to which a director, officer or employee may be subject.

Proper use of all of the Corporation's property, information resources (including internet, email, and intranet) and communications systems is the responsibility of all employees. Our physical assets are intended for conducting Corporation business. All electronic and telephonic communication products, intranet and internet servers or any other systems owned, licensed or operated by the Corporation are considered the Corporation's business records, and therefore, Corporation property and should be used in accordance with Corporation corporate policy.

The information, ideas, concepts and know-how described, documented or contained in the Corporation's electronic communications systems and related databases are the intellectual property of the Corporation. The copying or use of the Corporation's intellectual property for personal use or benefit during or after employment with the Corporation is prohibited.

Proprietary information including intellectual property, and Corporation private or confidential information is extremely valuable and must not be disclosed to anyone without proper authorization.

## **7. FAIR DEALING**

The Corporation is committed to promoting the values of honesty, integrity and fairness in the conduct of its business and sustaining a work environment that fosters mutual respect, openness and individual integrity. Directors, officers and employees are expected to deal honestly and fairly with the Corporation's customers, suppliers, competitors and other third parties, including governmental agencies. To this end, directors, officers and employees shall not:

- (a) make false or misleading statements to customers, suppliers or other third parties;
- (b) make false or misleading statements about competitors;
- (c) solicit or accept from any person that does business with the Corporation, or offer to extend to any such person,
  - (i) cash of any amount; or
  - (ii) gifts, gratuities, meals or entertainment that could influence or reasonably give the appearance in influencing the Corporation's business relationship with that person or go beyond common courtesies usually associated with accepted business practice;
- (d) solicit or accept any fee, commission or other compensation for referring customers to third-party vendors; or
- (e) otherwise take unfair advantage of the Corporation's customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

## **8. DISCRIMINATION AND HARASSMENT**

The Corporation is committed to providing equal employment opportunity in employment and will not tolerate any illegal discrimination or harassment. Improper conduct, such as derogatory comments based on racial or ethnic characteristics or religious preferences and unwanted sexual advances, will not be tolerated.

## **9. HEALTH AND SAFETY**

The Corporation strives to provide each of its employees with a safe and healthy workplace. Each employee has responsibility for maintaining a safe and healthy workplace for other employees by following health and safety rules and practices instituted by the Corporation and by reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

## **10. RECORD KEEPING**

The Corporation requires honest and accurate recording and reporting of information in order to make responsible business decisions.

All of the Corporation's books, records, accounts and financial statements must be maintained in reasonable detail and must conform both to applicable legal requirements and to the Corporation's system of internal controls.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks and other inappropriate statements about people and other companies. This applies to e-mail, internal memos and formal reports. Records should always be retained or destroyed in accordance with the Corporation's record retention policies. No person shall knowingly alter, destroy or make a false entry in any record with the intent to obstruct a government investigation or bankruptcy case. Directors, officers or employees may report any concerns regarding questionable accounting and auditing matters confidentially and anonymously to the Chief Financial Officer or any member of the Audit Committee.

## **11. ACCURATE AND TIMELY PERIODIC REPORTS**

The Corporation is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that it is required to file. To this end, the Corporation shall:

- (a) comply with generally accepted accounting principles at all times;
- (b) maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- (c) maintain books and records that accurately and fairly reflect the Corporation's transactions;
- (d) prohibit the establishment of any undisclosed or unrecorded funds or assets;
- (e) maintain a system of internal controls that will provide reasonable assurances to management that material information about the Corporation is made known to

management, particularly during the periods in which the Corporation's shareholder reports are being prepared; and

- (f) present information in a clear and orderly manner and avoid the use of legal and financial jargon in the Corporation's periodic reports.

## **12. POLITICAL CONTRIBUTIONS**

No Corporation assets, including employees' work time, use of the Corporation's facilities or equipment or direct monetary payment, may be contributed to any political candidate, party, political action committee or ballot measure without the permission of the Corporation's Board of Directors. This does not preclude individuals from participating in any political activities of their choice on an individual basis, with their own money and on their own time.

## **13. VIOLATIONS AND HOW TO REPORT A CONCERN**

Violations of the Corporation's Code or applicable laws, rules and regulations can result in serious damage to the Corporation, its reputation and the reputations of its directors, officers or employees. Accordingly, if an employee has knowledge of any possible violation of the Code or any possible breach of applicable laws, rules or regulations or any possible wrongdoing or questionable practices regarding accounting or auditing matters or internal accounting controls (collectively called an "**Alleged Wrongdoing**"), that employee is encouraged to report such in accordance with the provisions of this Code.

The report should be made to the employee's immediate supervisor, if appropriate. If the employee is of the view that it would be more appropriate under the circumstances to take the Alleged Wrongdoing to higher levels, due to either the nature of the Alleged Wrongdoing or, if earlier reports through normal channels have not been acted upon, then that employee has the right to directly contact:

- (a) the Chair of the Audit Committee, as set out in the Corporation's Whistleblower Policy, to report an Alleged Wrongdoing that relates to any theft, fraud, questionable accounting (including internal accounting controls) or auditing matters or any other financial matters;
- (b) The Chair of the Human Resources and Compensation Committee or Chief Executive Officer of the Corporation to report an Alleged Wrongdoing that relates to any matter other than those financial matters described above.

Complaints will be handled on a strictly confidential basis and may be submitted anonymously provided that if the employee does identify himself or herself, disclosure of the person's identity and the confidential information submitted may be disclosed to the extent required to permit a thorough and effective investigation or may be required to be disclosed by law. Unless required by law, the Corporation shall not make, nor shall it tolerate, any effort to ascertain the identity of the employee making an anonymous report.

Each complaint will be thoroughly investigated to ensure there are sufficient grounds and evidence supporting it. Upon confirmation of the Alleged Wrongdoing, the matter will be resolved by appropriate action.

## **14. Retaliation**

The Corporation and its directors, officer or employees shall not retaliate against any employee who reports, in good faith, an Alleged Wrongdoing or a retaliatory actor who assists in the investigation of

the Alleged Wrongdoing. The term "*in good faith*" means that the reporting employee should have evidence or reasonable grounds for believing that an Alleged Wrongdoing or retaliatory act has occurred and must act without malicious intent or personal agenda. Reports of Alleged Wrongdoings or retaliatory acts that were not made in good faith will be viewed as a serious disciplinary offence and may be subject to disciplinary action up to and including termination of employment for cause without notice or payment in lieu of notice.

Directors, officers and employees are required to cooperate with investigations regarding complaints, including complaints regarding retaliation.

## **15. Consequences**

Individuals may face disciplinary action if they violate the Code or assist others to violate the Code, condone or fail to report violations of the Code or retaliate against any individual who reports a Code violation, including:

- (a) a warning or written reprimand;
- (b) suspension, demotion or termination of employment;
- (c) required reimbursement of losses or damages; and
- (d) referral for criminal prosecution or civil action.

## **16. WAIVERS**

The provisions of this Code may be waived for directors or executive officers only by a resolution of the Corporation's independent, non-management directors. The provisions of this Code may be waived for employees who are not directors or executive officers by the Corporation's Chief Executive Officer. Any waiver of this Code granted to a director or executive officer will be publicly disclosed as if it were a "material change" within the meaning of National Instrument 51-102 *Continuous Disclosure Obligations*.

**I hereby acknowledge that I have read, understood and will comply with the foregoing Code of Business Conduct and Ethics.**

\_\_\_\_\_  
Name (*please print*)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Approved by the Board of Directors April 6, 2017