

LOOP ENERGY INC.

CODE OF BUSINESS CONDUCT AND ETHICS

The Code of Business Conduct and Ethics (the “**Code**”) has been adopted by the Board of Directors (the “**Board**”) of Loop Energy Inc. (the “**Corporation**”). This Code embodies the commitment of the Corporation and its subsidiaries to conduct its business in accordance with all applicable laws, rules and regulations and high ethical standards. The Code applies to every employee of the Corporation, including the Corporation’s directors, officers and consultants. Contractors and third party vendors are also expected to meet the standards contained in the Code.

The actions of the Corporation’s employees, consultants, officers and directors shall reflect honesty, integrity and impartiality that is beyond doubt and that all business should be done in a manner that:

- complies with laws, rules and regulations and policies of the Corporation;
- avoids conflicts of interest;
- protects confidential information, in accordance with the Corporation’s Disclosure and Insider Trading Policy; and
- adheres to good disclosure practices, in accordance with applicable legal and regulatory requirements.

The Corporation encourages all employees, consultants, officers and directors to submit good faith complaints or concerns regarding accounting or auditing matters to the Corporation without fear of reprisal.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination. If a situation exists or arises where an individual is in doubt, the individual should seek the advice from the Chief Financial Officer (“**CFO**”) of the Corporation.

Management of the Corporation is responsible for investigating and enforcing matters related to the Code and for reporting breaches of the Code to the appropriate officer of the Corporation. Certain of the matters covered by the Code are also be subject to Audit Committee oversight. Management is also responsible for the communication of the Code who, together with the Corporation’s employees, will be expected to encourage and promote a culture of ethical business conduct.

Compliance with Laws, Rules and Regulations

1. The Corporation is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business. All employees, consultants, officers and directors must respect and obey the laws, rules and regulations of the cities, provinces and countries in which the Corporation operates. Employees, consultants, officers and directors should educate themselves on the laws, rules, regulations and policies that govern their work, and seek advice from supervisors, managers or other appropriate individuals at the Corporation.

Accuracy of Corporate Records and Reporting

2. The books and records of the Corporation must reflect in reasonable detail all of its business transactions in a timely, fair and accurate manner in order to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles. All assets and liabilities of the Corporation must be recorded as necessary to maintain accountability for them. All business transactions must be properly authorized and transactions must be supported by accurate documentation in reasonable detail and recorded properly. Documents or records shall never be altered or destroyed so as to hide the documents or an individual’s actions.
3. No information may be concealed from the Corporation’s external auditors, the officers of the Corporation, the Board or any committee thereof. In addition, it is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing the Corporation’s financial statements.

4. Business records and communications often become public through legal or regulatory investigations or the media. This applies to email, voice mail or memos and hence all directors, officers, employees, and consultants should avoid recording inappropriate notes or comments that would embarrass them or the Corporation should they be made public.

Insider Trading

5. Employees, consultants, officers and directors who have access to confidential information about the Corporation or one of its business partners are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of its business. All non-public information about the Corporation (or about any other company) should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision on the basis of this information, is not only unethical but also illegal. The Corporation has adopted a Disclosure Policy and Insider Trading Policy in order to prevent improper trading of securities of the Corporation and the improper communication of undisclosed material information regarding the Corporation. All employees, consultants, officers and directors are expected to thoroughly understand and comply with such policy.

Conflicts of Interest

6. All employees, consultants, officers and directors have an obligation to act in the best interests of the Corporation. A conflict of interest is a conflict between a person’s private interests and public obligations as an employee, consultant, officer or director of the Corporation. Where conflicts of interest arise, the Corporation’s employees, consultants, officers and directors must provide full disclosure of the circumstances and not be involved in any related decision-making process.
7. If a conflict of interest exists, and there is no failure of good faith on the part of the employee, consultant, officer or director, the Corporation’s policy generally will be to allow a reasonable amount of time for the employee, consultant, officer or director to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be at the discretion of the Chief Executive Officer (“CEO”), whose primary concern in exercising such discretion will be in the best interests of the Corporation.
8. Examples of conflicts of interest include:
 - (a) **Employment/Outside Employment.** In consideration of your employment with the Corporation, you are expected to devote your primary attention to the business interests of the Corporation. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Corporation or is otherwise in conflict with or prejudicial to the Corporation. Any employee, consultant, officer or director should not accept simultaneous employment with the Corporation’s supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor’s position. Additionally, you must disclose to the Corporation any interest that you have that may conflict with the business of the Corporation. If you have any questions on this requirement, you should contact the CFO.
 - (b) **Outside Directorships.** It is a conflict of interest to serve as a director of any company that competes with the Corporation. Although you may serve as a director of the Corporation’s supplier, customer, developer or other business partner, its policy requires that such position not conflict or otherwise interfere with your duties to the Corporation and that you first obtain written approval from the Chair, before accepting a directorship. Any compensation you receive should be commensurate with your responsibilities in your capacity as a director. Such approval may be conditioned upon the completion of specified actions.
 - (c) **Business Interests.** If you are considering investing in the Corporation’s customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Corporation. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability

to influence the Corporation's decisions; your access to confidential information of the Corporation or of the other company; and the nature of the relationship between the Corporation and the other company. You should generally try to avoid even the appearance of impropriety or conflict.

- (d) **Related Party Transactions.** As an absolute rule, you should avoid conducting the business of the Corporation with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include: your spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws. Significant others include: persons living in a spousal or familial fashion with an employee, consultant, officer or director. If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to the Corporation's CFO. If determined to be material to the Corporation by the CFO, the Corporation's Audit Committee must review and approve in writing in advance such related party transactions.
- (i) The most significant related party transactions, particularly those involving the Corporation's directors or executive officers, must be reviewed and approved in writing in advance by the Corporation's Board. The Corporation must report all such material related party transactions under applicable accounting rules, federal securities laws, SEC rules and regulations, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given.
- (ii) The Corporation discourages the employment of relatives and significant others in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (i.e., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this Code is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship.
- (iii) If a question arises about whether a relationship is covered by this Code, the CFO will determine whether an applicant's or transferee's acknowledged relationship is covered by this Code. Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination.
- (iv) If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring this to the attention of his/her supervisor. The Corporation retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.
- (e) **Other Situations.** Since other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind you should consult the CFO.

Confidentiality

9. Information is an asset, and the Corporation's partners and shareholders depend on its diligence in protecting the Corporation's assets. To avoid a breach of confidentiality, all employees, consultants, officers and directors should maintain all confidential information in strict confidence, except when disclosure is authorized by the Corporation or legally mandated. Confidential information includes, among other things: any non-public information concerning the Corporation, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. The obligation to keep information strictly confidential also extends beyond your employment or directorship with the Corporation.

10. Personal communications should be kept to a minimum. Unauthorized use or distribution of confidential information violates the Corporation's policies. It is also illegal and could result in civil and/or criminal penalties.

Corporate Opportunities

11. Employees, consultants, officers and directors are prohibited from taking for themselves, personally or for the benefit of others, opportunities that are discovered through the use of corporate property, information or position, except to the extent that a waiver has been granted under this Code. No employee, consultant, officer or director may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no employee, consultant, officer or director may compete with the Corporation, directly or indirectly. Employees, consultants, officers and directors owe a duty to the Corporation to advance the Corporation's interests when the opportunity to do so arises.

Protection and Proper Use of Corporation Assets

12. All employees, consultants, officers and directors should protect the Corporation's assets and ensure their efficient use. The Corporation's assets should be protected from loss, damage, theft, misuse and waste. The Corporation's assets include your time at work and work product, reports and records, trade secrets and strategies, as well as the Corporation's equipment, computers and software, trading and bank accounts, company information and its reputation, trademarks, name and other intangible assets. The Corporation's telephone, email, voicemail and other electronic systems are primarily for business purposes.

Competition and Fair Dealing

13. Each employee, consultant, officer and director should endeavor to deal fairly with the Corporation's counterparties, suppliers, competitors and employees. The Corporation seeks to outperform its competition in a fair and honest manner. No employee, consultant, officer or director should take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.
14. Each employee, consultant, officer or director is required to maintain impartial relationships with the Corporation's suppliers and customers.

Gifts, Favours, Entertainment and Payments Received by Employees

15. Employees are expected to take action and make decisions based on an impartial and objective assessment of each situation, free from the influence of gifts and similar favours that might compromise judgment. The Corporation avoids both the fact and the appearance of improperly influencing relationships with the organizations or individuals with whom it deals. Employees shall not seek or accept gifts, payments, fees or services, valuable privileges, vacations, trips without a business purpose, loans (other than conventional loans from lending institutions), or other favours, from any person or business organization that does business with or is a competitor of the Corporation, except as provided below. No employee can accept anything of value in exchange for referral of third parties to any such person or business organization.
16. The following guidelines should be followed:
 - (a) Employees may accept gifts and entertainment usually associated with accepted business practices for themselves and members of their families if:
 - (i) they are infrequent;
 - (ii) they legitimately serve a definite business purpose;
 - (iii) they are appropriate to the business responsibilities of the individuals involved; or

- (iv) they are within the limits of reciprocity as a normal business expense.
- (b) Employees should neither give nor receive gifts with more than a nominal value. Employees must inform their immediate superior of gifts and entertainment received within a reasonable period not exceeding one month from receipt.
- (c) A strict standard is expected with respect to gifts, services or considerations of any kind from suppliers. Entertainment at the expense of suppliers, which exceeds the limits set out in the guidelines presented above, should not be accepted in any circumstances.
- (d) It is never permissible to accept a gift in cash or cash equivalents (i.e. stocks or other form of marketable securities or vouchers) of any amount.
- (e) The propriety of employees keeping valuable gifts with a value substantially in excess of Canadian accepted business practices, versus turning them over to the Corporation should be discussed with the CFO.

Gifts, Favours, Entertainment and Payments Given by the Corporation

- 17. Gifts, favours, and entertainment may be given to others at the Corporation's expense only if they meet all of the following criteria:
 - (a) they are consistent with accepted business practices;
 - (b) they are of sufficiently limited value, and in a form that could not be construed as a bribe or payoff;
 - (c) they are not in violation of applicable laws and generally accepted ethical standards; and
 - (d) public disclosure of the facts will not embarrass the Corporation.

Employee Harassment and Discrimination

- 18. The Corporation is committed to fair employment practices in which all individuals are treated professionally and with dignity and respect. The Corporation believes in a diverse and inclusive working environment. The Corporation will not tolerate or condone any type of illegal discrimination or harassment, including sexual harassment.
- 19. The Corporation's employees, consultants, officers and directors are entitled to work in an environment free from sexual harassment and hostile or offensive behavior.
- 20. Conduct that belittles or demeans any individual on the basis of gender, race, religion, national origin, sexual preference, age, disability, or other similar characteristics or circumstances protected by applicable laws and regulations is also not tolerated or condoned by the Corporation.

Environmental, Safety, and Occupational Health Practices

- 21. The Corporation believes that sound environmental, safety and occupational health management practices are in the best interests of the Corporation, its employees, consultants, officer, directors and its shareholders and the communities in which it operates. The Corporation is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all employees, consultants, officers and directors.
- 22. If a safety incident occurs, make sure it is reported promptly.

Whistleblower Policy

23. The Corporation is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “**Corporate Concerns**”).
24. Pursuant to its charter, any issue of significant financial misconduct shall be brought to the attention of the Audit Committee for its consideration. In this regard, the Audit Committee shall establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters. In order to carry out its responsibilities under its charter, the Audit Committee has adopted a Whistleblower Policy (the “**Policy**”).
25. For the purposes of the Policy, “Corporate Concerns” is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Corporation or in some other manner not right or proper.
26. Examples would include, but are not limited to:
 - (a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
 - (b) violation of any corporate policies, including health, safety, environmental, operational or ethical;
 - (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation or any of its subsidiaries;
 - (d) fraud or deliberate error in the recording and maintaining of financial records of the Corporation or any of its subsidiaries;
 - (e) deficiencies in or noncompliance with the Corporation or any of its subsidiaries’ internal policies and controls;
 - (f) misrepresentation or a false statement by or to a director, officer consultant or employee of the Corporation or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
 - (g) deviation from full and fair reporting of the Corporation’s consolidated financial condition.
27. All submissions shall be treated on a confidential and anonymous basis.
28. As a general guideline, if you have any questions regarding the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or this Code (or any other policy of the Corporation), you should address the matter promptly with management.

Waivers of the Code

29. Any waiver of this Code for directors or officers may be made only by the Board, who will consider whether such waiver constitutes a material departure from the Code. If any waiver from the Code by directors or officers is determined to constitute a material departure from the Code, the Board will additionally consider whether the granting of such waiver constitutes a “material change” (as such term is defined under applicable securities laws). Any waiver of this Code in respect of employees or consultants may be given by the CEO who shall report any such waivers given to the Board at its next meeting.

This Code is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: February 17, 2021

SCHEDULE "A"

DISCLOSURE AND INSIDER TRADING POLICY

DISCLOSURE POLICY

Objective and Scope

1. The objective of this disclosure policy ("**Policy**") is to ensure that communications with the investing public about Loop Energy Inc. ("**Corporation**") are:
 - (a) timely, factual and accurate; and
 - (b) broadly disseminated in accordance with all applicable legal and regulatory requirements.
2. This Policy confirms in writing the Corporation's existing disclosure policies and practices. Its goal is to raise awareness of the Corporation's approach to disclosure among the Board of Directors (the "**Board**") of the Corporation, senior management and employees.
3. This Policy extends to all employees of the Corporation, the Board, those authorized to speak on its behalf and all other insiders.
4. This Policy covers:
 - (a) disclosures in documents filed with securities regulators;
 - (b) financial and non-financial disclosure, including management's discussion and analysis ("**MD&A**") and written statements made in the Corporation's annual and quarterly reports;
 - (c) news releases;
 - (d) letters to shareholders;
 - (e) presentations by senior management; and
 - (f) information contained on the Corporation's website and other electronic communications.
5. This Policy also extends to oral statements made in:
 - (a) meetings and telephone conversations with analysts and investors;
 - (b) interviews with the media;
 - (c) speeches;
 - (d) press conferences; and
 - (e) conference calls.

Committee Oversight

6. The Board has delegated to the Disclosure Policy Committee (the “Committee”) responsibility for all regulatory disclosure requirements and for overseeing the Corporation’s disclosure practices. The Committee is made up of the CEO, CFO and Chair of the Board.
7. It is essential that the Committee be kept fully apprised of all pending material developments related to the Corporation in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that Material Information, as defined below, should remain confidential, the Committee will determine how that information will be controlled. The Committee is encouraged to consult with individual Directors or the Board as a whole if it considers the circumstances warrant it.
8. The Committee will identify appropriate industry and company benchmarks for a preliminary assessment of materiality. Guided by these benchmarks, the Committee will use experience and judgement to determine the timing for public release of Material Information.
9. The Committee is responsible to:
 - (a) ensure appropriate systems, processes and controls for disclosure are in place;
 - (b) review all news releases and core disclosure documents prior to their release or filing, including the Corporation’s management discussion and analysis;
 - (c) review and update, if necessary, this Policy annually, or as needed, to ensure compliance with changing regulatory requirements;
 - (d) report to the Board quarterly; and
 - (e) ensure that the Corporation’s spokespersons receive adequate training.
10. The Committee may recommend to the Board a procedure to delegate the review of news releases to Board members and/or qualified third parties.

Principles of Disclosure of Material Information

11. “**Material Information**”, for the purposes of this Policy, is a fact or a change (or a decision by the board of directors or senior management to implement a change) in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of the Corporation’s securities. In other words, material information is information that a reasonable investor would consider to be important in reaching an investment decision.
12. In complying with the requirement to immediately disclose all Material Information under applicable laws and stock exchange rules, the Corporation will adhere to the following basic disclosure principles:
 - (a) subject to section 19 of this Policy, Material Information will be publicly disclosed immediately via news release;
 - (b) if the Committee or the Board determines that public disclosure of Material Information would be unduly detrimental to the Corporation (for example, if release of the information would prejudice negotiations in a corporate transaction), the Material Information will be kept confidential until the Committee determines it is appropriate to publicly disclose. In these circumstances, the Committee will:

- (i) cause a confidential material change report to be filed with the applicable securities regulators;
 - (ii) cause a confidential filing to be made in accordance with applicable stock exchange policies in place from time to time; and
 - (iii) periodically (at least every 10 days) review its decision to keep the information confidential;
- (c) disclosure must include any information the omission of which would make the rest of the disclosure misleading;
 - (d) unfavourable Material Information must be disclosed as promptly and completely as favourable information;
 - (e) there must not be selective disclosure. Material Information disclosed to one or more individuals must also be disclosed to the investing public;
 - (f) if previously undisclosed Material Information is inadvertently disclosed (eg. in an investor meeting or during a telephone conversation with an analyst), this information must be broadly disclosed immediately via news release;
 - (g) disclosure should be consistent among all audiences, including the investment community, the media, investors and employees;
 - (h) disclosure on the Corporation's website alone does not constitute adequate disclosure of Material Information; and
 - (i) disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure contained a material error at the time it was given.

Maintaining Confidentiality

- 13. Any insider, employee or consultant privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to confidential information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.
- 14. Outside parties privy to undisclosed Material Information concerning the Corporation will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in the Corporation's securities until the information is publicly disclosed. Such outside parties will confirm their commitment to non-disclosure in the form of a written confidentiality agreement or consulting agreement.
- 15. To prevent the misuse or inadvertent disclosure of Material Information, the following procedures should be observed at all times:
 - (a) documents and files containing confidential information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business. Code names should be used if necessary;
 - (b) confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
 - (c) confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;

- (d) insiders, directors, officers, employees and consultants must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
- (e) transmission of documents by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- (f) unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed; and
- (g) access to confidential electronic data should be restricted through the use of passwords.

Designated Spokespersons

- 16. In order to ensure the investing community, regulators, and the media, are receiving consistent and accurate information, the following individuals are the official spokespersons for the Corporation:
 - (a) the Chief Executive Officer;
 - (b) the Chief Financial Officer; and
 - (c) the Chair of the Board.
- 17. These individuals may, from time to time, designate others within the Corporation with authority to speak on behalf of the Corporation as back-ups or to respond to specific inquiries.
- 18. Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All inquiries made to non-designated spokespersons should be referred to an official spokesperson.

News Releases

- 19. Once the Committee determines that a development is material, it will authorize the issuance of a news release unless the Committee determines that such developments must remain confidential for the time being. If developments are to remain confidential, appropriate confidential filings must be made and control of the inside information must be instituted. Should a material statement inadvertently be made in a selective forum, the Corporation will immediately issue a news release to fully disclose that information.
- 20. News releases containing earnings guidance and financial results will be reviewed by the Corporation's Audit Committee or Board prior to issuance. Financial results will be publicly released as soon as practical following Audit Committee and Board approval of the MD&A and financial statements.
- 21. If the stock exchange upon which shares of the Corporation are listed is open for trading at the time of a proposed announcement, prior notice of a news release announcing Material Information must be provided to its market surveillance division to enable a trading halt, if deemed necessary by the stock exchange. If a news release announcing Material Information is issued outside of trading hours, the exchange must be notified promptly and in any event before the market reopens.

22. News releases will be disseminated through an approved news wire service that provides simultaneous national distribution.
23. News releases will be posted on the Corporation's website and otherwise distributed by the Corporation only after confirmation of dissemination over the news wire. The website will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

Conference Calls

24. The Corporation currently does not conduct conference calls, however, in the future conference calls may be held for major corporate developments, accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. The call will be preceded by a news release containing all relevant material information. At the beginning of the call, a spokesperson for the Corporation will provide appropriate cautionary language regarding any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.
25. The Corporation will provide advance notice of the conference call and webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the call and webcast. These details will be provided on the Corporation's website. In addition, the Corporation may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the website for others to view.
26. A replay of the conference call will be made available for a minimum of seven days and an archived audio webcast and/or text transcript will be made available on the Corporation's website for a minimum of 30 days.

Rumours

27. The Corporation does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Corporation's spokespersons will respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation".
28. Should the stock exchange request that the Corporation make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Committee will consider the matter and decide whether to make a policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and the Corporation will immediately issue a news release disclosing the relevant Material Information.

Contacts with Analysts, Investors and the Media

29. Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Corporation intends to announce Material Information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.
30. The Corporation recognizes that meetings with analysts and significant investors are an important element of its investor relations program. The Corporation will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with the Policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling the Corporation's securities.
31. The Corporation will provide only non-material information through individual and group meetings, in addition to publicly disclosed information, recognizing that an analyst or investor may construct this

information into a mosaic that could result in Material Information. The Corporation cannot alter the materiality of information by breaking down the information into smaller, non-material components.

32. The Corporation will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors and may post this information on its website.
33. Spokespersons will keep notes of telephone conversations with analysts and investors and where practicable more than one representative of the Corporation will be present at all individual and group meetings. A debriefing will be held after these meetings and if it is determined that selective disclosure of previously undisclosed Material Information has occurred, the Corporation will immediately disclose the information broadly via news release.

Reviewing Analyst Reports and Financial Models

34. Upon request, the Corporation may review analysts' draft research reports or financial models for factual accuracy based on publicly disclosed information. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates.
35. To avoid appearing to endorse an analyst's report or model, the Corporation will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

Redistribution of Analysts Reports

36. The Corporation may redistribute analysts' reports to those on its mailing list and may post them to its website provided that all (and not selective) reports are so disseminated and/or posted.
37. All analysts' reports that are disseminated by the Corporation will include the following disclaimer language:

“The attached report contains only the view and opinion of those who prepared it and may not represent the views of the Corporation. The Corporation has no control over any part of the contents of such report, and neither endorses nor takes any responsibility for any aspects of the report and its contents. The Corporation will not be liable for any claims of any nature arising from or in connection with the report.”

Providing Guidance

38. The Corporation will try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts' estimates are in line with the Corporation's expectations. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' financial models and earnings estimates.
39. If the Corporation has determined that it will be reporting results materially below or above publicly held expectations, it may decide to disclose this information in a news release to enable discussion without risk of selective disclosure (see “Forward-Looking Information”).

Forward-Looking Information

40. A consistent approach to disclosure is important. Where the Corporation elects to disclose forward-looking information, including in continuous disclosure documents, speeches, conference calls, and press releases, the following guidelines will be observed:
- (a) all forward-looking Material Information will be broadly disseminated via news release;
 - (b) the information will be clearly identified as forward looking;
 - (c) the Corporation will identify the material assumptions used in the preparation of the forward-looking information;
 - (d) the information will be accompanied by a statement that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement;
 - (e) the information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome;
 - (f) the information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date, and the Corporation disclaims any intention to update or revise this statement of forward-looking information, whether as a result of new information, future events or otherwise; and
 - (g) once disclosed, the Corporation's practice for updating forward-looking information will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks and to ensure that past disclosure of forward-looking information is accurately reflected in current MD&A.

Blackout Periods

41. To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Corporation will observe blackout periods prior to quarterly earnings announcements and when Material Changes are pending. In such situations, regular blackout periods will commence after the close of each quarter just ended for the Company, which typically occurs a week or two after the end of such quarter, and end at the close of business on the second trading day following the issuance of a news release disclosing results for the quarter just ended. For Material Changes the blackout period will commence one trading day prior to the news release disclosing the Material Change and end one full trading day after the press release announcing the Material Change.
42. During a blackout period, the Corporation will not initiate any meetings or telephone contacts with analysts and investors, but will respond to unsolicited inquiries concerning factual matters. If the Corporation is invited to participate, during a quiet period, in investment meetings or conferences organized by others, the Committee will determine, on a case-by-case basis, if it is advisable to accept these invitations. If accepted, extreme caution will be exercised to avoid selective disclosure of any non-public Material Information.

Disclosure Record

43. The Corporation will maintain a five-year record of all public information about the Corporation, including continuous disclosure documents, news releases and transcripts or tape recordings of conference calls.

Responsibility for Electronic Communications

44. This Policy applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures are also responsible for electronic communications.
45. The Corporation is responsible to designate an individual responsible for updating the investor relations section of the Corporation's website. The Committee has designated the Chief Financial Officer for this task.
46. Disclosure on the Corporation's website alone does not constitute adequate disclosure of information that is considered non-public Material Information. Any disclosures of Material Information on the website will be preceded by the issuance of a news release.
47. All continuous disclosure documents will be provided in the Investor Relations section of the Corporation's website. All information posted, including text and audiovisual material, will show the date the material was issued. Any material changes in information must be updated immediately following issuance of a news release. The website will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures.
48. The Corporation must approve all links from the Corporation's website to third party websites. The website will include a notice that advises readers they are leaving the Corporation's website and that the Corporation is not responsible for the contents of any other site.
49. The Corporation will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with the Policy shall be used to respond to electronic inquiries.
50. In accordance with this Policy, all employees (including designated spokespersons) are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Corporation's activities or its securities.

Communication, Education and Enforcement

51. New directors, officers, employees, spokespersons, consultants and insiders will be provided with a copy of this Policy and educated about its importance.
52. This Policy will be posted on the Corporation's website and changes will be communicated to all directors, officers, employees, spokespersons, consultants and insiders.
53. Any employee who violates this Policy or the Corporation's Insider Trading Policy may face disciplinary action up to and including termination of employment with the Corporation without notice. The violation of this Policy and/or the Corporation's Insider Trading Policy may also violate certain securities laws, which could expose directors, officers, consultants or employees to personal liability. If it appears that an employee may have violated such securities laws, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.

Effective Date: February 17, 2021

INSIDER TRADING POLICY

Introduction

54. Employees, officers, directors, consultants and others who have non-public Material Information (as defined below) about the Corporation are prohibited by law from trading in securities of the Corporation, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that such individuals do not engage in prohibited insider trading and to avoid even the appearance of an improper transaction, the Corporation has adopted this policy (“**Insider Trading Policy**”) governing trading and securities by such persons.
55. In this Insider Trading Policy, “**Material Information**”, is a fact or a change (or a decision by the board of directors or senior management to implement a change) in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of the Corporation’s securities. In other words, Material Information is information that a reasonable investor would consider to be important in reaching an investment decision.
56. This Insider Trading Policy is intended to protect the Corporation and its directors, officers, employees, consultants and others who have material non-public information about the Corporation. It is essential that every person governed by this Insider Trading Policy understands and complies with its terms. This Insider Trading Policy is not intended to replace your individual responsibility to understand and comply with the legal prohibitions against insider trading.

Offences at Law

57. Under Canadian law, it is an offence for any person in a “**special relationship**” with the Corporation to purchase or sell any securities of the Corporation with knowledge of Material Information that has not been publicly disclosed (herein referred to as “**Material Non-Public Information**”). It is also an offence for the Corporation or any person in a special relationship with the Corporation to inform another person or corporation of Material Non-Public Information with respect to the Corporation, other than in the necessary course of business. Persons in a special relationship with the Corporation are referred to herein as “**Insiders**” notwithstanding that they may not otherwise be “insiders” at law.
58. Persons in a “**special relationship**” with the Corporation include:
- (a) all directors, officers or employees of the Corporation and all directors or senior officers of a subsidiary of the Corporation;
 - (b) any person or company who beneficially owns or controls more than 10% of the voting shares of the Corporation and every director or senior officer thereof;
 - (c) a person or company that is proposing to make a takeover bid or acquire a substantial portion of the Corporation’s voting shares, to become a party to a reorganization, amalgamation, merger, arrangement, or other business combination with the Corporation, and every director, officer or employee thereof;
 - (d) a person or company that is engaging or proposes to engage in any business or professional activity with or on behalf of the Corporation;
 - (e) a person or company that learns of Material Non-Public Information while the person or company was any of the persons or companies described in (a), (b), (c), or (d); and
 - (f) a person or company that learns of Material Non-Public Information with respect to the Corporation (a “**tippee**”) from any other person or company in a special relationship with the Corporation (a “**tipper**”) where the tippee knows or ought reasonably to have known that the tipper is in a special relationship with the Corporation.

Application of Insider Trading Policy

59. This Insider Trading Policy applies to all directors, officers, employees and consultants of the Corporation and to all others who have Material Non-Public Information about the Corporation.

Confidentiality of Non-public Information

60. Non-public information relating to the Corporation is the property of the Corporation and the unauthorized disclosure of such information is forbidden. Care must be taken by all who have access to such information to prevent the unauthorized access to such information. Non-public information must not be discussed in situations where it could be overheard.

No Tipping

61. No Insider shall communicate Material Non-Public Information with respect to the Corporation to any other person, including family members, neighbours, friends or acquaintances, nor shall any Insider make recommendations or express opinions on the basis of Material Non-Public Information for the purpose of or in the context of trading in the Corporation's securities.

No Trading on Material Non-Public Information

62. No Insider (or spouse or relative of an Insider who lives at the same address) shall engage in any transaction involving a purchase or sale of the Corporation's securities with knowledge of any Material Non-Public Information concerning the Corporation.
63. This restriction applies during any period commencing with the date that the Insider first possesses Material Non-Public Information concerning the Corporation, and ending 24 hours following the date and time of public disclosure by the Corporation of such information, or at such time as such non-public information no longer constitutes material information. The term "**trading day**" means a day on which the stock exchange on which the Corporation's securities are traded is open for trading.

Trading Blackout Periods

64. From time to time certain Insiders may be asked by the Corporation not to trade in securities of the Corporation (or exercise their options) during certain periods of time ("**Trading Blackout Periods**"). The Corporation will circulate a memorandum to all such Insiders announcing the beginning and the end of each Trading Blackout Period. Insiders who are notified of a Trading Blackout Period shall not trade in securities of the Corporation during such Trading Blackout Period.

Implementation and Compliance

65. Compliance with applicable insider trading laws is a personal responsibility. Although Trading Blackout Periods may apply from time to time and may only apply to certain Insiders, every Insider is prohibited from trading on Material Non-public Information at any time. It is up to the Insider to determine whether he or she is in possession of such information when contemplating a trade.
66. Every Insider has the individual responsibility to comply with applicable securities laws and with this Insider Trading Policy. An Insider may, from time to time, have to forego a proposed transaction in the Corporation's securities even if he or she planned to complete the transaction before learning of the Material Non-Public Information.

Breaches of Law

67. Trading when in possession of Material Non-Public Information and tipping are serious offences under Canadian securities laws and persons contravening the rules are subject to:

- (a) sanctions under securities legislation, such as fines or penalties of up to the greater of \$5,000,000 or an amount that is equal to triple any profit made or loss avoided by the breach of securities laws or imprisonment of up to five years, or both;
 - (b) administrative sanctions under securities legislation, such as “cease trading orders”, denial of exemptions under securities legislation and prohibitions from acting as a director or officer of a company; and
 - (c) civil sanctions in which the securities regulatory authority applies to court for any order the court deems appropriate.
68. Where a corporation contravenes the rules, each director or officer of that corporation who authorized, permitted or acquiesced in the offence is also guilty of an offence and is liable to a fine of up to \$5 million and/or imprisonment for up to five years.

Breaches of this Insider Trading Policy

69. Violations of this Insider Trading Policy can be violations of laws that carry substantial penalties, including fines, orders to return profits, and incarceration, and they can result in acute embarrassment to the Corporation. If the Corporation discovers that an Insider has breached securities laws, it may refer the matter to the appropriate regulatory authorities. If the Insider is an employee, disciplinary action may be brought against the employee, which could result in termination of employment.

Individual Responsibility

70. Each Insider has an individual responsibility to comply with applicable securities laws and with this Insider Trading Policy. If any Insider has any doubt about whether he or she possesses Material Non-Public Information at the time he or she is contemplating the purchase or sale of securities of the Corporation, he or she should seek legal advice.
71. Insiders are personally responsible for filing accurate and timely insider trading reports.
72. All directors, officers, employees and consultants of the Corporation and others who have Material Non-Public Information about the Corporation will be provided with a copy of and will be expected to comply with the Corporation’s Insider Trading Policy.
73. Prior to initiating any trade in securities of the Corporation, a director or officer seeking to make the trade must contact the Chief Executive Officer or the Chief Financial Officer of the Corporation to determine whether or not they may complete the trade.

Effective Date: February 17, 2021