

DISTINCTION ENERGY CORP.

Corporate Code of Conduct, Policies and Procedures

Approved by the Board of Directors March 6, 2018

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NOTICE TO ALL SUBJECT TO THESE POLICIES

These policies extend to all directors, officers, employees and consultants of Distinction Energy Corp. (“Distinction”) and those authorized to speak on its behalf. New directors, officers, employees and consultants will be provided with a copy of these policies and will be educated about their importance. These policies will be circulated to the foregoing individuals on an annual basis and whenever changes are made to the contents.

Any employee who violates these policies may face disciplinary action up to and including termination of his or her employment with Distinction without notice. Violation of these policies may also violate certain securities laws. If it appears that an employee may have violated such securities laws, Distinction may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

Any questions regarding the application of these policies should be referred to any member of the Disclosure Committee as set out in the Disclosure Policy contained herein.

DISTINCTION ENERGY CORP.

CODE OF BUSINESS CONDUCT AND ETHICS

I. Statement of Purpose

Distinction Energy Corp. (“**Distinction**”, “**we**”, “**us**” or “**our**”) requires the highest standards of professional and ethical conduct from our directors, officers, employees and consultants. This Code of Business Conduct and Ethics (this “**Code**”) reflects our commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which all directors, officers and employees are expected to comply. Please read this Code carefully. There may be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In these cases you are expected to contact your supervisor or a member of senior management for guidance on proper conduct.

This Code has been adopted by the Board of Directors (the “**Board**”) of Distinction and extends to every director, officer, employee and consultant, including full-time, part-time and temporary employees and contractors of Distinction.

Each director, officer, employee and consultant will be provided with a copy of this Code and will be required to comply with it as a term of his or her office, employment or consulting arrangement. Violation of these policies may result in disciplinary actions up to and including termination of your role with Distinction.

You will be required to acknowledge in writing on an annual basis that you have read and fully understand this Code and intend to comply with this Code (the form of such acknowledgement is attached as **Schedule A**).

II. Compliance with Laws, Rules and Regulations

Compliance with both the letter and spirit of all laws, rules and regulations applicable to our business is critical to our reputation and continued success. You must respect and obey the laws of the municipalities, provinces and countries in which we operate and avoid even the appearance of impropriety.

III. Conflicts of Interest

A conflict of interest occurs when an individual’s private or personal interest interferes, or appears to interfere, in any way with the interests of Distinction. A conflict situation can arise when you take actions or have interests that may make it difficult to perform your work effectively. Conflicts of interest also arise when you, or a member of your family, receives improper personal benefits as a result of your position at Distinction. Loans to, or guarantees or obligations of, you or any member of your family are likely to pose conflicts of interest, as are transactions of any kind between Distinction and any other organization in which you or any member of your family has an interest.

Activities that could give rise to conflicts of interest are prohibited unless specifically approved in advance by the Audit Committee of the Board. It is not always easy to determine whether a conflict

of interest exists, so any potential conflict of interest must be reported immediately to senior management. Section XIX of this Code sets out a non-exhaustive list of examples of potential conflicts of interest.

IV. Fair Dealing

Ethical behavior requires the observance of reasonable commercial standards of fair dealing. You should endeavour to deal fairly with Distinction's customers, suppliers, competitors, employees and stakeholders. You should not take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

V. Confidentiality

You must maintain the confidentiality of information entrusted to you by Distinction or that otherwise comes into your possession in the course of your employment, except when disclosure is authorized or legally mandated. The obligation to preserve confidential information continues even after you leave Distinction.

Confidential information includes all non-public information, and information that partners, suppliers and working interest owners have entrusted to us.

VI. Payments to Officials

You must comply with all laws prohibiting improper or corrupt payments to public officials.

Distinction will not allow any of its directors, officers, employees, consultants or any person with whom it does business, to make, offer, or promise to make a payment or transfer of anything of value, including the provision of any service, gift or entertainment, to any public official for the purpose of improperly obtaining or retaining business, or for any other improper purpose or business advantage. Furthermore, Distinction forbids the making of any "facilitation" payments to public officials, even if the payment is nominal in amount. All payments made by Distinction must be accurately recorded on the books and records of Distinction and must truly and precisely describe the purpose for which the funds have been used.

VII. Protection and Proper Use of Distinction's Assets

You should endeavour to protect Distinction's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Distinction's profitability. In addition to any other requirements dictated by other company procedures, any suspected or known incidents of fraud or theft, regardless of size, should be reported in writing to the Chief Executive Officer and Chief Financial Officer for investigation as soon as possible, but in any event within 24 hours of identification.

Corporate assets of any kind (such as vehicles, funds, products or computers) may only be used for legitimate business purposes or other purposes approved by management. Corporate assets may never be used for illegal purposes.

The obligation to protect corporate assets includes the protection of confidential information (as noted above) and proprietary information. Proprietary information includes any information that

is not generally known to the public or would be helpful to our competitors. Examples of proprietary information include intellectual property, acquisition and exploration plans and prospects, business and marketing plans and employee information. The obligation to preserve proprietary information continues even after you leave Distinction.

VIII. Corporate Opportunities

You are prohibited from taking for yourself personally opportunities that arise through the use of corporate property, information or position and from using Distinction's corporate property, information or position for personal gain. You are also prohibited from competing with Distinction (it being recognized, however, that Distinction's directors may hold board positions with other companies that may be Distinction's competitors).

IX. Bribes and Illicit Payments

Unlawful or unethical behaviour in Distinction's workforce is not tolerated, including soliciting, accepting, or paying bribes or other illicit payments for any purpose. Situations where judgment might be influenced or appear to be influenced by improper considerations must be avoided. Payment or acceptance of any "kickbacks" from a contractor or other external party is prohibited.

X. Insider Trading

Insider trading is unethical and illegal. You are not allowed to trade in securities of a company while in possession of material non-public information regarding that company. It is also illegal to "tip" or pass on inside information to any other person who might make an investment decision based on that information or pass the information on further. Distinction has a specific Insider Trading Policy, which sets forth your obligations in respect of trading in Distinction's securities.

XI. Accuracy of Distinction's Records and Reporting

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. Distinction's accounting records are relied upon to produce reports for Distinction's management, shareholders, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and standards and our system of internal controls.

We all have a responsibility to ensure that Distinction's accounting records do not contain any false or intentionally misleading entries. We do not permit intentional misclassification of transactions as to accounts, departments or accounting periods. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

Business records and communications often become public through legal or regulatory investigations or the media. We should avoid exaggeration, derogatory remarks, legal conclusions or inappropriate characterizations of people and companies. This applies to communications of all kinds, including email and information notes or interoffice memos.

All public disclosure documents and other reports filed by Distinction must be in accordance with Distinction's specific Disclosure Policy and will include full, fair, accurate, timely and understandable disclosure.

XII. Compliance with Environmental Laws

Distinction is sensitive to the environmental, health and safety consequences of its operations. Accordingly, Distinction strives to ensure strict compliance with all applicable federal and provincial environmental laws and regulations. If you have any doubt as to the applicability or meaning of a particular environmental, health or safety regulation, you should discuss the matter with a member of Distinction's management.

XIII. Safety and Health

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. Distinction is committed to keeping its workplaces free from hazards. Please report any accidents, injuries, unsafe equipment, practices or conditions immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

To protect the safety of all employees, the environment and third parties, you must report to work free from the influence of any substance or drug that could prevent you from conducting work activities safely and effectively.

XIV. Discrimination and Harassment

We value the diversity of our employees and are committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial, ethnic or other distinguishing characteristics and unwelcome sexual advances. You are encouraged to speak out when a co-worker's conduct makes you uncomfortable, and to report harassment when it occurs.

XV. Encouraging the Reporting of Any Illegal or Unethical Behavior

We have a strong commitment to conduct our business in a lawful and ethical manner. You are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation and to report violations of laws, rules, regulations or this Code. We prohibit retaliatory action against anyone who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

Violations of laws, rules, regulations or this Code are to be reported in accordance with Sections XVI and XVIII of this Code.

XVI. Directors' Role in this Code of Conduct and Ethics

The Board has overall responsibility for monitoring compliance with this Code. To the extent that management is unable to make a determination as to whether a breach of this Code has taken place, the Board or a committee of the Board will review any alleged breach of this Code to determine if a breach has occurred.

If you think that your conduct or actions have failed to meet (or may not meet) the principles and standards set out in this Code, you must immediately self-report this failure or possible failure to the Chair of the Audit Committee. If your reporting also includes a request for a waiver in relation to this conduct, the Chair of the Audit Committee will arrange for a review and recommendation by that committee. The Audit Committee will examine the circumstances related to the failure and the requested waiver and make an appropriate recommendation to the Board. Any waiver of this Code for executive officers or directors will be made only by the Board. Conduct by a director or executive officer which, in the opinion of the Board, constitutes a material departure from this Code must be promptly disclosed if required by law or stock exchange regulation.

XVII. Compliance Procedures

You must adhere to all of Distinction's various policies and procedures in place from time to time as they may be amended.

This Code cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances, we encourage you to use your common sense, and to contact your supervisor or manager for guidance.

XVIII. How to Raise a Concern

If you become aware of a breach or possible breach of applicable laws, rules or regulations, this Code or any of Distinction's various policies and procedures, you are expected to report this as soon as possible. A breach or possible breach can be reported to your supervisor or manager, or as otherwise indicated in this Code.

If you wish to report any breach or potential breach confidentially and anonymously, you may do so by mailing or emailing the Chair of the Audit Committee directly. Please include sufficient information for the Chair of the Audit Committee to investigate and determine whether the complaint is valid. If you would like to discuss the matters noted in the complaint with the Chair of the Audit Committee, you should indicate this in the submission and include a telephone number or email address at which you can be reached.

Additional detail around confidential and anonymous reporting is described in Distinction's Whistleblower Policy.

XIX. Examples of Possible Conflicts of Interest

Financial Interest

Neither you nor your family (including your spouse, common-law spouse, children or other member of your household) may own, control or direct a material financial interest in a supplier, contractor or competitor of Distinction or in any business enterprise which does or seeks to do business with Distinction.

Outside Business Activities

You may not engage in any outside business or activity that is detrimental to Distinction. You are expected to spend your full time and attention performing your job during normal business hours or as contracted.

Outside Directorships

You may not serve as a trustee, director, officer, partner, consultant or any other role in any unaffiliated profit-making organization if that entity competes with or provides goods or services to Distinction, without the prior consent of the Board.

Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, travel, accommodation and other merchandise or services. However, a problem may arise when these courtesies compromise – or appear to compromise – our ability to make objective and fair business decisions. The same rules apply to directors, officers, employees or consultants of Distinction offering gifts and entertainment to our business associates.

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

The value of gifts should be nominal, both with respect to frequency and amount. Gifts that are repetitive (no matter how small) may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate. Likewise, business entertainment should be moderately scaled and intended only to facilitate business goals. If, for example, tickets to a sporting or cultural event are offered, then the person offering the tickets should plan to attend the event as well. Use good judgment. “Everyone else does it” is not sufficient justification. If you are having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, ask yourself these guiding questions:

- Is it legal?
- Is it clearly business related?
- Is it moderate, reasonable, and in good taste?
- Would public disclosure embarrass Distinction?
- Is there any pressure to reciprocate or grant special favours?

Strict rules apply when we do business with governmental agencies and officials, whether in Canada or in other countries. Due to the sensitive nature of these relationships, you must talk with the Chief Executive Officer before offering or making any gifts or hospitality to governmental employees.

Customer and Supplier Relations

All customers, suppliers and independent contractors purchasing or furnishing goods and services must be dealt with fairly. Decisions to hire a subcontractor or source materials from a particular vendor must be made on the basis of objective criteria such as quality, reliability, technical excellence, price, delivery, service and maintenance of adequate sources of supply.

Government and Community Relations

Distinction's financial support to political organizations requires the express approval of the Chief Executive Officer of Distinction. A director, officer, employee or consultant engaging in personal political activities must do so in their own right and not on behalf of Distinction. Corporate donations to charities made on behalf of Distinction shall be within budgets approved by the Board.

Personal Relationships

You should avoid any arrangement or circumstance, including any personal relationship, that may compromise your ability to act in the best interest of Distinction. No officer, employee or consultant (other than a contractor) may supervise directly or be in a position to influence the career of someone with whom he or she is engaged in a personal relationship.

XX. Additional Obligations with Respect to Distinction's Assets

Use of Distinction's Resources

Distinction's resources include company time, materials, supplies, equipment, information, electronic mail and computer systems. These resources are generally only to be used for Distinction-specific purposes.

In protecting Distinction's resources, Distinction reserves the right to periodically monitor access to and the content of Distinction's computer systems and networks. You should not assume you have any right to privacy of electronic data residing on Distinction's computer resources.

Use of Internet and Email

Email systems and internet services are provided to help us do work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. You may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. Also remember that "flooding" our systems with junk mail and trivia hampers the ability of our systems to handle legitimate company business and is prohibited.

Your messages (including voice mail) and computer information are considered company property and you should not have any expectation of privacy. Unless prohibited by law, Distinction reserves the right to access your email communication, and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information on your work computer that you would not want to be seen or heard by other individuals.

Use of Distinction Name

You may not use your employment status to obtain personal gain from those doing or seeking to do business with Distinction. Employees may not use Distinction's name or purchasing power to obtain personal discounts or rebates (unless the discounts are made available to all of Distinction's employees).

Patents and Inventions

Inventions, discoveries and copyright material, made or developed by employees in the course of, and relating to, their employment with Distinction are the property of Distinction unless a written release is obtained or covered by contract.

**Approved by the Board of Directors
March 6, 2018**

DISTINCTION ENERGY CORP.

DISCLOSURE POLICY

I. INTRODUCTION

Securities and corporate laws, regulations and rules in Canada (including the rules of the Toronto Stock Exchange) (collectively “**Securities Laws**”) require Distinction Energy Corp. (“**Distinction**”) to provide timely, fair and accurate public disclosure of all “**Material Information**” (as defined below) in order that shareholders and the investing public have an informed basis upon which to make their investment decisions to purchase or sell securities of Distinction.

The purpose of this policy (this “**Policy**”) is to establish Distinction’s rules and procedures for the disclosure of Material Information by Distinction in compliance with Securities Laws.

1. Objective and Scope

The objectives of this Policy are to:

- a. provide a set of rules and procedures by which the employees of Distinction can assist Distinction in providing timely, fair and accurate public disclosure of all Material Information in order to keep the shareholders of Distinction and the investing public appropriately informed about the affairs of Distinction and the business and affairs of those entities in which Distinction invests;
- b. assist the “Chief Executive Officer” and “Chief Financial Officer” of Distinction in providing their annual and interim disclosure control certifications required under National Instrument 52-109 – *Certification of Disclosure in Issuers’ Annual and Interim Filings* (“**NI 52-109**”);
- c. assist Distinction and its directors, officers and “**influential persons**” (as defined below) to establish a reasonable investigation defence against potential liability for misrepresentations contained in Distinction’s public disclosure; or for failure to make timely disclosure of a “**Material Change**” (as defined below); and
- d. avoid improper conduct, or the appearance of improper conduct, on the part of anyone employed or associated with Distinction with respect to the foregoing matters.

This Policy is not intended to be a complete and exhaustive description of all of the rules regarding disclosure requirements that may be applicable to you. Distinction expects compliance with the letter and spirit of this Policy and all applicable Securities Laws relating thereto. If you have any questions regarding the content of this Policy or the specific requirements of applicable Securities Laws please contact Distinction’s Chief Financial Officer.

2. Approval

The “**Board**” (as defined below) has approved this Policy and will review and update, if necessary, this Policy on an annual basis or as needed to ensure compliance with changing regulatory requirements. Any amendments to this Policy require approval of the Board.

3. Application

This Policy extends to all directors, officers, employees and consultants of Distinction and those authorized to speak on its behalf. This Policy covers disclosure in documents filed with the securities regulators, written statements made in Distinction’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and Material Information contained on Distinction’s website and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media, as well as speeches, press conferences and conference calls.

4. Consequence of Non-Compliance

Failure to comply with this Policy may result in severe consequences, which could include civil and criminal penalties, and internal disciplinary action or termination of employment.

II. KEY DEFINITIONS

In this Policy, the following words shall have the respective meanings set forth below:

“**ASC**” means the Alberta Securities Commission;

“**Audit Committee**” means the audit committee appointed by the Board from time to time;

“**Board**” means the board of directors of Distinction;

“**Core Document**” means a prospectus, a take-over bid circular, an issuer bid circular, a directors’ circular, a notice of change or variation in respect of any of those circulars, a rights offering circular, management’s discussion and analysis, an annual information form, an information circular, annual financial statements, an interim financial report and a Material Change report of Distinction;

“**Disclosure Committee**” means the Disclosure Committee of Distinction established by the Board from time to time;

“**Document**” means any written communication, including a communication prepared and transmitted only in electronic form:

- a. that is required to be filed with the ASC or OSC; or
- b. that is not required to be filed with the ASC or OSC and:
 - i. that is filed with the ASC or OSC;

- ii. that is filed or required to be filed with a government or an agency of a government under applicable securities or corporate law or with any stock exchange or quotation and trade reporting system under its by-laws, rules or regulations; or
- c. that is any other communication the content of which would reasonably be expected to affect the market price or value of Distinction's securities,

and, for greater certainty, includes all Core Documents;

“forward-looking information” means disclosure regarding possible events, conditions or results of operations of Distinction that is based on assumptions about future economic conditions and courses of action and includes future oriented financial information with respect to Distinction's prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection;

“influential person” means a control person, promoter or insider of Distinction other than a director or officer of Distinction;

“insider” has the meaning ascribed thereto in the *Securities Act* (Alberta), and includes:

- a. directors and officers of Distinction or a person or company that is an “insider” of Distinction;
- b. any person or company that has beneficial ownership or control or direction over, directly or indirectly, more than 10% of the common shares of Distinction and in the case of a company, all directors and senior officers of that company; and
- c. all other employees and consultants of Distinction who are made aware of Material Undisclosed Information until such information has been publicly disclosed;

“Investor Relations Material” includes Distinction's annual and interim reports, proxy circulars, annual information forms, material change reports, news releases, committee charters, presentations and fact sheets;

“Material Change” means (i) a change in the business, operations or capital of Distinction that would reasonably be expected to have a significant effect on the market price or value of a security of Distinction; or (ii) a decision to implement a change referred to in (i) above, made by the Board, or by senior management of Distinction who believe that confirmation of the decision by the Board is probable;

“Material Fact” means a fact that would reasonably be expected to have a significant effect on the market price or value of Distinction's securities;

“Material Information” means any Material Fact or Material Change and refers to any information relating to the business, operations or capital of Distinction and its subsidiaries that would reasonably be expected to have a significant effect on the market price or the value of any of Distinction's securities, or a reasonable investor's decisions to buy, sell or hold those securities. Material information can be positive or negative and consists of both Material Facts and Material Changes relating to the business and affairs of Distinction. Excerpts from National Policy 51-201

– *Disclosure Standards* are attached as **Schedule B** and provide helpful guidance on what constitutes Material Information;

“**Material Undisclosed Information**” is Material Information if it has not been widely disseminated to the public through major newswire services or in another manner making it available to shareholders and other investors generally;

“**misrepresentation**” means:

- a. an untrue statement of Material Fact; or
- b. an omission to state a Material Fact that is required to be stated or that is necessary to be stated in order for a statement not to be misleading;

“**officer**” includes:

- a. the Chair, (if other than the President and/or Chief Executive Officer)
- b. the President and/or Chief Executive Officer,
- c. the Chief Financial Officer,
- d. any Chief Operating Officer,
- e. any Vice-President,
- f. the Corporate Secretary (and any assistant secretary),
- g. any treasurer, assistant treasurer or general manager,
- h. any individual who is designated as an officer under Distinction’s by-laws, and
- i. any other individual who performs functions for a company similar to those normally performed by an individual occupying any of the foregoing offices;

“**OSC**” means the Ontario Securities Commission;

“**Public Oral Statement**” means an oral statement made in circumstances in which a reasonable person would believe that information contained in the statement will become generally disclosed;

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval;

“**Shares**” means the common shares in the capital of Distinction;

“**securities**” means any securities of Distinction, and includes Shares; and

“**Securities Laws**” has the meaning outlined in Section I - Introduction of this Policy.

III. DISCLOSURE COMMITTEE

1. General

The Board has established a Disclosure Committee which is responsible for overseeing Distinction's compliance with regulatory disclosure requirements and for Distinction's disclosure practices and procedures.

2. Membership

The Disclosure Committee shall consist of (i) Chief Executive Officer (who shall be the Disclosure Committee Chair), (ii) the President, (iii) the Vice President Finance and Chief Financial Officer, and (iv) any such other officer(s) of Distinction that may be appointed from time to time by the Board to serve on the Disclosure Committee.

The Chair of the Disclosure Committee may invite individuals who are not members of the Disclosure Committee to attend its meetings, including, without limitation, external professional advisors to Distinction (e.g., legal counsel and external auditors).

3. Responsibilities

The Disclosure Committee's responsibilities include:

- a. reviewing this Policy at least annually with a view to updating this Policy, as necessary, to take account of new developments and standards of practice relating to the disclosure of Material Information and, on an annual basis, reporting the results of such review(s) to the Board;
- b. monitoring and evaluating the effectiveness of, and compliance with, this Policy;
- c. identifying appropriate industry and company benchmarks for a preliminary assessment of materiality and deciding on the timing of public release of Material Information;
- d. educating all directors, officers, employees and insiders of Distinction about this Policy;
- e. reviewing and supervising the preparation of Distinction's:
 - i. Core Documents;
 - ii. Documents containing financial information, earnings guidance, information about material acquisitions or dispositions or other Material Information; and
 - iii. Public Oral Statements that may contain previously Material Undisclosed Information including conference presentations and fact sheets used by Distinction's designated spokespersons;
- f. considering and approving appropriate measures to be taken at all speaking engagements;
- g. monitoring disclosure of Material Information contained on Distinction's website and ensuring all Investor Relations Materials are on the website;

- h. maintaining records respecting disclosure determinations and practices;
- i. meeting as needed, but at least quarterly, to discuss drafting and review responsibilities for Core Documents and to identify any areas of particular risk and sensitivity that require special care;
- j. monitoring and overseeing the annual review of Distinction's disclosure controls and procedures, and internal controls and procedures for financial reporting as necessitated by applicable Securities Laws, including NI 52-109 or any successor instrument, reporting to the Audit Committee and Board on the results of such review and acting upon any recommendations arising from such review; and
- k. considering any such other matters, and taking any such other actions, in relation to Distinction's disclosure controls and procedures, as the Disclosure Committee may, in its discretion, determine to be advisable to ensure (i) Material Information is disclosed in accordance with this Policy and applicable securities laws and (ii) compliance with this Policy by all, directors, officers, employees and insiders of Distinction.

It is essential that the Disclosure Committee be kept fully apprised of all pending and potentially material developments in order to be able to determine whether such developments constitute Material Information and, if so, the timing of the public disclosure of such Material Information. If it is determined that the Material Information should and may remain confidential, the Disclosure Committee will determine how the confidentiality of that Material Information will be maintained.

The Disclosure Committee will encourage open communication among its members, and Distinction's auditors and management. To assist in carrying out its responsibilities, the Disclosure Committee shall have full access to all of Distinction's books, records, facilities and personnel, including its auditors.

4. Committee Actions

Generally, the Disclosure Committee will act at meetings called to discharge its responsibilities, a quorum for which shall be the Chair and any two other members of the Disclosure Committee.

In cases where it is not practical to call a meeting of the Disclosure Committee owing to time constraints and member availability, and where the event or Material Information does not involve a Core Document, the Chair and one other member shall have the authority on behalf of the Disclosure Committee to make determinations relating to disclosure of Material Information.

IV. DESIGNATED SPOKESPERSONS

The Disclosure Committee has designated the Chair of the Disclosure Committee as the spokesperson responsible for communication with the investment community, regulators or the media.

The Chair of the Disclosure Committee may, from time to time, designate others within Distinction to speak on behalf of Distinction as back-ups or to respond to specific inquiries.

No other persons are authorized to communicate on behalf of Distinction in respect of matters which could involve the disclosure of Material Information, unless trained and specifically designated by the Disclosure Committee.

Employees who are not authorized spokespersons in respect of matters which could involve the disclosure of Material Information 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 such inquiries shall be referred to one of the designated spokesperson.

V. PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION

1. Disclosure Principles

In complying with the requirement to disclose forthwith all Material Information under applicable laws and stock exchange rules, Distinction will adhere to the following basic disclosure principles:

- a. all Material Information will be publicly disclosed by Distinction by news release in a timely manner and in accordance with this Policy and applicable Securities Laws, except in the limited circumstances permitted by this Policy and such laws;
- b. if the Disclosure Committee determines that the public disclosure of certain Material Undisclosed Information would be unduly detrimental to the interests of Distinction (for example, the release of the Material Information would prejudice negotiations in a major corporate transaction), such Material Undisclosed Information may be kept confidential, to the extent permitted by law, until the Disclosure Committee determines it is necessary or appropriate to publicly disclose such Material Information. In circumstances where the Disclosure Committee has determined that disclosure of Material Undisclosed Information would be unduly detrimental to Distinction, the Disclosure Committee will cause, if necessary, a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep such Material Information confidential and notify the applicable securities regulators of the same (see “VII Specific Considerations – 4. Rumours”);
- c. disclosure of the financial results of Distinction will be publicly released as soon as possible after all requisite approvals have been obtained, including the approval of the Audit Committee and the Board, as necessary. If possible, news releases containing such financial results will be filed concurrently with the filing of the financial statements, management’s discussion and analysis accompanying such financial statements and other related documents on SEDAR;
- d. disclosure must include any information, the omission of which would make the rest of the disclosure misleading;
- e. unfavourable Material Information must be disclosed as promptly and completely as favourable Material Information. Announcements of Material Information must be factual and balanced;
- f. there will be no selective disclosure. Material Undisclosed Information must be disclosed in full and not in part and must not be disclosed to selected individuals (for example, in an

investor meeting or during a telephone conversation with an analyst). If previously Material Undisclosed Information is inadvertently disclosed, a member of the Disclosure Committee should be contacted immediately in order to develop and implement a plan to make prompt public disclosure of such Material Information by news release or other appropriate means;

- g. disclosure will be consistent among all audiences, including the investment community, the media, customers and employees;
- h. disclosure on Distinction's website alone does not constitute adequate disclosure of Material Undisclosed Information; and
- i. disclosure will be publicly corrected immediately if Distinction subsequently learns that any Document or Public Oral Statement contained a misrepresentation.

2. Forward-Looking Information

Distinction may provide forward-looking information in compliance with applicable Securities Law requirements. Any Document of Distinction containing forward-looking information must:

- a. contain reasonable cautionary language identifying the forward-looking information;
- b. identify the material factors that could cause actual results to differ materially from a conclusion, forecast or projection contained in the forward-looking information;
- c. disclose the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection contained in the forward-looking information; and
- d. provide the disclosure required by paragraphs (a), (b) and (c) immediately above in an area that is proximate to the forward-looking information.

If forward-looking information is contained in any Public Oral Statement made on behalf of Distinction, the individual making the Public Oral Statement on behalf of Distinction must:

- a. make a cautionary statement that the Public Oral Statement contains forward-looking information;
- b. state that:
 - i. the actual results could differ materially from a conclusion, forecast or projection in the forward-looking information, and
 - ii. certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking information; and
- c. state that additional information about:
 - i. the material factors that could cause actual results to differ materially from the conclusion, forecast or projection in the forward-looking information, and

- ii. the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking information,

is contained in a Document that has been filed with the applicable securities regulators or in a portion of such a Document and has identified that Document or that portion of the Document.

The forward-looking information will also be accompanied by a statement that disclaims any intention or obligation of Distinction to update or revise the forward-looking information, whether as a result of new information, future events or otherwise. Once disclosed, Distinction'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 ensure that past disclosure of forward-looking information is accurately reflected in current management's discussion and analysis. In addition, under certain circumstances, applicable securities legislation may require that Distinction update forward-looking information previously provided.

VI. PROCEDURES FOR DISCLOSURE

1. Role of the Disclosure Committee

The Disclosure Committee is responsible for reviewing and supervising the preparation and approval of Distinction's:

- a. Core Documents;
- b. Documents and Investor Relations Material and other Material Information; and
- c. Public Oral Statements that may contain Material Undisclosed Information including at conferences and other public speaking engagements.

Accordingly, prior to the filing of any Document, the issuance of any news release, commitment to any conference or public speaking engagement, or the broad dissemination of Material Information to shareholders of Distinction, whether in writing or by way of a Public Oral Statement, the Disclosure Committee shall review the proposed disclosure and approve such filing or issuance.

Subject to the terms of this Policy, no person may file any Document, issue any news release or broadly disseminate any Material Information to a shareholder of Distinction or potential shareholder of Distinction, whether in writing or by way of a Public Oral Statement, until it has been approved by the Disclosure Committee and all other approvals required by this Policy or applicable law have been obtained, including, for greater certainty, the approval of the Audit Committee and Board, as applicable.

The Disclosure Committee will ensure that all directors, officers and employees and all new directors, officers and employees are provided with a copy of this Policy and are educated about its importance. The Disclosure Committee will be responsible for coordinating the distribution of this Policy to the foregoing individuals on an annual basis and whenever changes are made to its content.

2. Role of Disclosure Committee Designate

All issuances of any news releases containing Material Information will be managed by an officer of Distinction designated by the Disclosure Committee. Such officer will ensure that the Disclosure Committee, the Board or the Audit Committee, as applicable, reviews and approves all proposed releases of Material Information in order to ensure that Distinction's disclosure is in compliance with applicable Securities Laws, stock exchange requirements and this Policy.

3. Role of the Board

No news release with respect to Core Documents, other than Material Change reports, may be issued by Distinction unless it has been approved in advance by the Audit Committee and/or Board, as appropriate. Particularly, the annual and interim financial results of Distinction (including the annual financial statements of Distinction and the notes and management's discussion and analysis accompanying any such financial statements) must be approved by the Board prior to any release thereof.

4. Role of Audit Committee

The Audit Committee will discharge the responsibilities set out in the Audit Committee Mandate, as amended, and as approved by the Board from time to time which includes:

- a. reviewing with the external auditors and management and recommending to the Board for approval the audited annual financial statements of Distinction, the notes thereto and management's discussion and analysis accompanying any such financial statements, Distinction's annual report and any financial information of Distinction contained in any prospectus or information circular of Distinction;
- b. reviewing and authorizing the release of any interim financial report and the notes and management's discussion and analysis accompanying such financial statements and, prior to their dissemination to the public, approving any annual or interim earnings releases containing information based on Distinction's financial statements which is disseminated prior to the release of such financial statements; and
- c. reviewing and approving all earnings guidance and financial information forecasts prior to their release.

5. Role of Persons Authorized to Review Disclosure

Each individual within Distinction who is involved in the review of the public disclosure of Material Information by Distinction, whether as a member of the Disclosure Committee, the Board or the Audit Committee, is responsible for ensuring that the disclosure under review is complete and accurate. This responsibility is of paramount importance to Distinction and such individuals are expected to devote such amount of time and attention to this role as is necessary to ensure that all public disclosure of Material Information made by Distinction is correct and accurate.

If any individual within Distinction who is involved in the review of the form of public disclosure of Material Information by Distinction becomes aware of any information which may constitute Material Undisclosed Information or a misrepresentation in such disclosure, such individual shall

immediately present the information to the Chair of the Disclosure Committee, or to a member of the Disclosure Committee, for review.

6. Role of All Employees of Distinction

Each individual who is responsible for a division or unit within Distinction must encourage all employees under their direct supervision to report any issues which may at the time or in the future be construed as Material Information to a member of management, who in turn shall report the same to a member of the Disclosure Committee, in order to assist Distinction in making timely, complete and accurate disclosure of all Material Information. Such individuals should promote an environment of communication in order to achieve these objectives.

VII. SPECIFIC CONSIDERATIONS

1. News Releases

Once the Disclosure Committee determines that a development constitutes Material Information, it will authorize the issuance of a news release generally disclosing such Material Information unless the Disclosure Committee determines that such Material Information must remain confidential for the time being, in which case appropriate confidential filings are made as required by applicable Securities Laws and this Policy and control of the Material Information inside Distinction is instituted. If Material Information is inadvertently disclosed, the Disclosure Committee must be notified immediately of such disclosure and the Disclosure Committee will immediately develop and implement a plan for the general disclosure of such Material Information by news release or other appropriate means.

News releases containing earnings guidance and financial results will be reviewed by the Audit Committee or Board, as applicable, prior to issuance. Financial results will be publicly released immediately following the approval of the management's discussion and analysis, financial statements and notes by the Audit Committee or Board, as applicable.

If the stock exchange, upon which the Shares 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 the market surveillance department of the stock exchange, or the entity responsible for the regulation of listed companies as may be directed by such stock exchange, to enable a trading halt, if deemed necessary by the regulatory authorities. If a news release announcing Material Information is issued outside of trading hours, the market surveillance department of the stock exchange, or the entity responsible for the regulation of listed companies as may be directed by such stock exchange, must be notified before the market re-opens.

News releases will be disseminated through an approved news wire service that provides simultaneous national distribution. News releases will be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media and the local media in Calgary where Distinction has its headquarters.

News releases will be posted on Distinction's website and on SEDAR as soon as practicable after release over the news wire. The news release page of the website shall include a notice that advises the reader that the Material Information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

2. Conference Calls

Conference calls may be held for quarterly earnings and major corporate developments, whereby discussion of key aspects is 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 of Distinction will provide appropriate cautionary language with respect to any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties. See “Forward Looking Information”.

Only the Chief Executive Officer and the Chief Financial Officer together with such other officers of Distinction as the Chief Executive Officer determines appropriate from time to time will participate in conference calls on behalf of Distinction. To minimize the risk of selective disclosure of Material Information, a script of the remarks of the designated spokesperson(s) will be prepared in advance of the conference call.

Distinction will provide advance notice of any conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and webcast. In addition, Distinction may invite analysts, institutional investors, the media and other interested parties to participate. Any non-Material Information provided to participants will also be posted to the website for others to view. A tape recording of the conference call and/or an archived audio webcast on the Internet will be made available following the call for a minimum of 30 days, for anyone interested in listening to a replay.

If the Disclosure Committee determines that disclosure of Material Undisclosed Information has occurred during a conference call, Distinction will immediately disclose such Material Information broadly via news release.

3. Conferences and Public Speaking Engagements

If any director, officer, or employee is asked to speak about Distinction at conferences or in any other public forum, such director, officer, or employee must advise the Disclosure Committee of the proposed speaking engagement. The Disclosure Committee will determine the appropriate measures to be taken to minimize the possibility of a misrepresentation or disclosure of Material Information. These measures may include preparing a written script of the remarks and/or preparing a written transcript of the actual remarks to be made.

4. Rumors

Distinction does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. Distinction’s designated spokespersons will respond consistently to those rumours with the following comment: *"It is our policy not to comment on market rumours or speculation."*

Should the stock exchange request that Distinction make a definitive statement in response to a market rumour that is causing significant volatility in the Shares, the Disclosure Committee will consider the matter in conjunction with members of the Board and decide whether to make a policy

exception. If the rumour is true in whole or in part, Distinction will immediately issue a news release disclosing the relevant Material Information.

5. Quiet Periods

In order to avoid the potential for selective disclosure or the perception or appearance of selective disclosure, Distinction will observe a quarterly quiet period, during which Distinction will not initiate and will endeavour to discourage any discussions, meetings or telephone contacts with investment analysts or investors or financial news media other than to respond to unsolicited inquiries concerning factual matters or historical information. The quiet period: (a) in the case of interim periods ending March 31, June 30 and September 30, commences 10 calendar days prior to the date of the Board meeting at which the interim financial report for such interim period is scheduled to be reviewed and approved and ends after the issuance of a news release disclosing the results for that interim period; and (b) in the case of the year ending December 31, commences 17 calendar days prior to the date of the Board meeting at which the annual financial statements are scheduled to be reviewed and approved and ends after the issuance of a news release disclosing the results for the year. During the quiet period, any discussions which Distinction may have with industry analysts or others will not include discussion of Distinction's expected financial performance or information that could be directly relevant to Distinction's expected financial performance, except that if Distinction issues a news release announcing that it will likely be reporting results materially below or above publicly held expectations, Distinction may discuss the content of that announcement during the quiet period provided no further material information other than as disclosed in the news release.

6. Market Activity

During the period commencing when it is determined that Distinction has an obligation to disclose Material Information until the time the Material Information is disclosed, market activity in Distinction's securities will be closely monitored by the Disclosure Committee. Any unusual market activity will be reported to applicable stock exchanges immediately.

7. Contacts with Analysts, Investors and Media

Disclosure in individual or group meetings does not constitute adequate disclosure of Material Information. If Distinction 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 generally disclosing such Material Information.

Distinction recognizes that meetings with analysts and significant investors are an important element of Distinction's investor relations program. Distinction will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy.

At such meeting, Distinction will not provide attendees with Material Undisclosed Information. For greater certainty, Distinction may only provide attendees with information relating to Distinction which does not constitute Material Information and Material Information which has been previously disclosed or which has been previously approved by the Disclosure Committee. Distinction cannot alter the materiality of information by breaking down the information into

smaller, non-material components. Distinction will provide individual investors or reporters with any non-Material Information that it has provided to analysts and institutional investors by posting such information on Distinction's website.

8. Reviewing Analyst Draft Reports and Models

It is Distinction's policy to review, upon request, analysts' draft research reports or models. Distinction will review the report or model only for the purpose of pointing out errors in fact based on publicly disclosed Material Information. It is Distinction's policy, when an analyst inquires with respect to his/her estimates, to provide comments and directional guidance on an analyst's assumptions if the estimate is a significant outlier among the range of estimates and/or Distinction's published earnings guidance. Distinction will limit its comments in responding to such inquiries to non-Material Information. Distinction will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model and earnings estimates. A record of Distinction's comments together with a copy of the draft analyst's report will be kept by the Disclosure Committee.

9. Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by Distinction of the report. For these reasons, Distinction will not provide analyst reports through any means to persons outside of Distinction including posting such reports on its website.

10. Managing Expectations

Distinction will try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts' estimates are in-line with Distinction's own expectations. Distinction will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

If Distinction has determined that it will be reporting results materially below or above publicly held expectations, it will disclose this information in a news release in order to enable discussion without risk of selective disclosure.

11. Disclosure Record

Distinction will maintain a five-year file containing all public information about Distinction, including Investor Relations Material.

12. Responsibility for Electronic Communication

This Policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures shall also be responsible for electronic communications.

Distinction will continuously update the investor relations section of Distinction's website and is responsible for monitoring all information placed on the website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.

The Chair of the Disclosure Committee must approve all links from Distinction's website to a third party website. Any such links will include a notice that advises the reader that he or she is leaving Distinction's website and that Distinction is not responsible for the contents of the other site.

Investor Relations Material shall be contained within a separate section of Distinction's website and shall 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. All data posted to the website, including text and audiovisual material, shall show the date such material was issued. Any material changes in information must be updated immediately. Distinction will maintain a log indicating the date that information is posted and/or removed from the investor relations website. The minimum retention period for Material Information on the website shall be two years.

Disclosure on Distinction's website alone does not constitute adequate disclosure of Material Information. Any disclosures of Material Information on the website will be preceded by the issuance of a news release.

Distinction shall respond to electronic inquiries. Only public Material Information or Material Information which could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries.

In order to ensure that Material Undisclosed Information is not inadvertently disclosed, employees are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to Distinction's activities or its securities. Employees who encounter a discussion pertaining to Distinction should advise the Disclosure Committee immediately, so the discussion may be monitored.

Each employee's corporate e-mail address is, in fact, a company address. Therefore, all correspondence received and sent via e-mail is to be considered corporate correspondence.

**Approved by the Board of Directors
March 6, 2018**

DISTINCTION ENERGY CORP.

CONFIDENTIALITY POLICY

I. INTRODUCTION

Securities and corporate laws, regulations and rules in Canada (including the rules of the Toronto Stock Exchange) (collectively “**Securities Laws**”) prohibit directors, officers, employees, consultants and other persons in a “**special relationship**” (as defined below) with Distinction Energy Corp. (“**Distinction**”) from disclosing any “**Material Undisclosed Information**” (as defined below) with respect to Distinction to others selectively except in the “**necessary course of business**” (as defined below) (commonly referred to as “**tipping**”). This ensures that people with access to Material Undisclosed Information do not assist others to trade in Distinction’s securities on the basis of such Material Undisclosed Information, to the disadvantage of shareholders and other investors generally.

The purpose of this policy (this “**Policy**”) is to establish Distinction’s rules and procedures for maintaining confidentiality of Material Undisclosed Information.

1. Objective and Scope

The objective of this Policy is to ensure that Distinction’s directors, officers, employees and consultants are aware of their responsibilities and obligations to maintain the confidentiality of Material Undisclosed Information until such time as its disclosure is appropriate.

This Policy is not intended to be a complete and exhaustive description of all of the rules regarding confidentiality that may be applicable to you. Distinction expects compliance with the letter and spirit of this Policy and all applicable Securities Laws relating thereto. If you have any questions regarding the content of this Policy or the specific requirements of applicable Securities Laws please contact Distinction’s Chief Financial Officer.

2. Approval

The “**Board**” (as defined below) has approved this Policy and will review and update, if necessary, this Policy on an annual basis or as needed to ensure compliance with changing regulatory requirements. Any amendments to this Policy require approval of the Board.

3. Application

This Policy extends to all directors, officers, employees and consultants of Distinction. This Policy applies to the communication of “**Material Information**” (as defined below) by those persons other than in the necessary course of business.

4. Consequence of Non-Compliance

Failure to comply with this Policy may result in severe consequences, which could include civil and criminal penalties, and internal disciplinary action or termination of employment.

II. KEY DEFINITIONS

In this Policy, the following words shall have the respective meanings set forth below:

“**Board**” means the board of directors of Distinction.

“**insider**” has the meaning ascribed thereto in the *Securities Act* (Alberta), and includes:

- a. directors and officers of Distinction or a person or company that is an “insider” of Distinction;
- b. any person or company that has beneficial ownership or control or direction over, directly or indirectly, more than 10% of the common shares of Distinction and in the case of a company, all directors and senior officers of that company; and
- c. all other employees and consultants of Distinction who are made aware of Material Undisclosed Information until such information has been publicly disclosed;

“**Material Change**” means (i) a change in the business, operations or capital of Distinction that would reasonably be expected to have a significant effect on the market price or value of a security of Distinction; or (ii) a decision to implement a change referred to in (i) above, made by the Board, or by senior management of Distinction who believe that confirmation of the decision by the Board is probable;

“**Material Fact**” means a fact that would reasonably be expected to have a significant effect on the market price or value of Distinction’s securities;

“**Material Information**” means any Material Fact or Material Change and refers to any information relating to the business, operations or capital of Distinction and its subsidiaries that would reasonably be expected to have a significant effect on the market price or the value of any of Distinction’s securities, or a reasonable investor’s decisions to buy, sell or hold those securities. Material information can be positive or negative and consists of both Material Facts and Material Changes relating to the business and affairs of Distinction. Excerpts from National Policy 51-201 – *Disclosure Standards* are attached as **Schedule B** and provide helpful guidance on what constitutes Material Information;

“**Material Undisclosed Information**” is Material Information if it has not been widely disseminated to the public through major newswire services or in another manner making it available to shareholders and other investors generally;

“**necessary course of business**” includes, depending on the circumstances, communications with:

- a. vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts;
- b. employees, officers, and board members;
- c. lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to Distinction;

- d. parties to negotiations;
- e. labour unions and industry associations;
- f. government agencies and non-governmental regulators; and
- g. credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available).

However, the "necessary course of business" exemption does not permit Distinction to make selective disclosure of Material Information to analysts, institutional investors or other market professionals;

"Shares" means the common shares in the capital of Distinction;

"securities" means any securities of Distinction, and includes Shares;

"Securities Laws" has the meaning outlined in Section I - Introduction of this Policy;

"special relationship" and **"persons in a special relationship with Distinction"** include:

- a. persons or companies that are insiders, affiliates or associates of
 - i. Distinction,
 - ii. a person or company that is proposing to make a take-over bid for the securities of Distinction,
 - iii. a person or company that is proposing to become a party to a reorganization, amalgamation, merger or arrangement or similar business combination with Distinction or to acquire a substantial portion of its property;
- b. persons or companies that are engaging in or propose to engage in any business or professional activity with or on behalf of Distinction or with or on behalf of a person or company described in subclause (a)(ii) or (a)(iii);
- c. persons who are directors, officers or employees of Distinction or of a person or company described in subclause (a)(ii) or (iii) or clause (b).
- d. persons or companies that learned of a Material Fact or a Material Change with respect to Distinction while the persons or companies were persons or companies described in clause (a), (b) or (c);
- e. persons or companies that learn of a Material Fact or Material Change with respect to Distinction from any other **"person in a special relationship with Distinction"**, including a person or company described in this clause, and know or ought reasonably to have known that the other person or company is a person or company in such a relationship.

Example: The spouse or family member of a director, officer or employee who obtains Material Undisclosed Information from that person and who trades on that information has engaged in illegal insider trading in the same manner as if the trade had been undertaken by the director, officer or employee directly. Accordingly, insiders must exercise a great deal of caution when discussing the affairs of Distinction with family members, friends and other acquaintances; and

“**tipping**” has the meaning outlined in Section I - Introduction to this Policy.

III. MAINTAINING CONFIDENTIALITY OF MATERIAL OR CONFIDENTIAL INFORMATION

Any director, officer, employee or insider of Distinction privy to Material Undisclosed Information is prohibited from communicating such Material Information to anyone else, unless it is necessary to do so in the course of business. Examples of communication that would be necessary in the ordinary course of business include communications with vendors or suppliers on sales and marketing strategy, or with lenders, legal counsel, auditors or underwriters regarding the business of Distinction. Efforts will be made to limit access to such Material Undisclosed Information to those who need to know the Material Information and such persons will be advised that the Material Information is to be kept confidential.

Outside parties privy to Material Undisclosed Information concerning Distinction will be told that they must not divulge such Material Information to anyone else, other than in the necessary course of business, and that they may not trade in Distinction’s securities until the Material Information is publicly disclosed.

In order to prevent the misuse or inadvertent disclosure of Material Information, Distinction will use reasonable efforts to ensure that the procedures set forth below should be observed at all times:

- a. documents and files containing Material Undisclosed Information should be kept in a safe place to which access is restricted to individuals who "need-to-know" that Material Information in the necessary course of business and 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. employees 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 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.

**Approved by the Board of Directors
March 6, 2018**

DISTINCTION ENERGY CORP.

INSIDER TRADING POLICY

I. INTRODUCTION

Securities and corporate laws, regulations and rules in Canada (including the rules of the Toronto Stock Exchange) (collectively “**Securities Laws**”) prohibit persons in a “**special relationship**” (as defined below) with Distinction Energy Corp. (“**Distinction**”) from: (i) purchasing or selling securities of Distinction with knowledge of Material Information which has not been generally disclosed (commonly referred to as “**insider trading**”), and (ii) disclosing any such Material Information to others selectively except in the “**necessary course of business**” (as defined below) (commonly referred to as “**tipping**”).

The purpose of this policy (this “**Policy**”) is to establish rules and procedures for trading in securities of Distinction by directors, officers, employees and consultants of Distinction and their related parties.

1. Objective and Scope

The objectives of this Policy are to:

- ensure that Distinction’s directors, officers, employees and consultants are aware of their responsibilities under applicable Securities Laws which prohibit such individuals and other persons in a “special relationship” with Distinction from insider trading and tipping;
- ensure compliance by “**Reporting Insiders**” (as defined below) of Distinction with requirements to report trades so that the marketplace can monitor their trading; and
- outline prohibitions against market manipulation and fraud which exist under applicable Securities Laws.

This Policy is not intended to be a complete and exhaustive description of all of the rules regarding insider trading that may be applicable to you. Distinction expects compliance with the letter and spirit of this Policy and all applicable Securities Laws relating thereto. If you have any questions regarding the content of this Policy or the specific requirements of applicable Securities Laws, or if you are unsure whether you may trade in a given circumstance, please contact Distinction’s Chief Financial Officer.

2. Approval

The “**Board**” (as defined below) has approved this Policy and will review and update, if necessary, this Policy on an annual basis or as needed to ensure compliance with changing regulatory requirements. Any amendments to this Policy require approval of the Board.

3. Application

This Policy extends to all directors, officers, employees and consultants of Distinction. This Policy applies to all trading activity by those persons in any securities of Distinction.

4. Consequence of Non-Compliance

Failure to comply with this Policy may result in severe consequences, which could include civil and criminal penalties, and internal disciplinary action or termination of employment.

II. KEY DEFINITIONS

In this Policy, the following words shall have the respective meanings set forth below:

“**Board**” means the board of directors of Distinction.

“**Disclosure Committee**” means the Disclosure Committee of Distinction established by the Board from time to time;

“**exchange contract**” has the meaning set out in National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* and includes a futures contract or an option where:

- a. its performance is guaranteed by a clearing agency, and
- b. it is traded on an exchange pursuant to standardized terms and conditions set out in the bylaws, rules or regulations of that exchange at a price agreed on when the futures contract or option is entered into on the exchange;

“**Initial Report**” means an insider report filed on SEDI upon becoming a Reporting Insider;

“**insider**” has the meaning ascribed thereto in the *Securities Act* (Alberta), and includes:

- a. directors and officers of Distinction or a person or company that is an “insider” of Distinction;
- b. any person or company that has beneficial ownership or control or direction over, directly or indirectly, more than 10% of the common shares of Distinction and in the case of a company, all directors and senior officers of that company; and
- c. all other employees and consultants of Distinction who are made aware of Material Undisclosed Information until such information has been publicly disclosed;

“**insider trading**” has the meaning outlined in Section I - Introduction to this Policy;

“**Material Change**” means (i) a change in the business, operations or capital of Distinction that would reasonably be expected to have a significant effect on the market price or value of a security of Distinction; or (ii) a decision to implement a change referred to in (i) above, made by the Board, or by senior management of Distinction who believe that confirmation of the decision by the Board is probable;

“**Material Fact**” means a fact that would reasonably be expected to have a significant effect on the market price or value of Distinction’s securities;

“**Material Information**” means any Material Fact or Material Change and refers to any information relating to the business, operations or capital of Distinction and its subsidiaries that

would reasonably be expected to have a significant effect on the market price or the value of any of Distinction's securities, or a reasonable investor's decisions to buy, sell or hold those securities. Material information can be positive or negative and consists of both Material Facts and Material Changes relating to the business and affairs of Distinction. Excerpts from National Policy 51-201 – *Disclosure Standards* are attached as **Schedule B** and provide helpful guidance on what constitutes Material Information;

“Material Undisclosed Information” is Material Information if it has not been widely disseminated to the public through major newswire services or in another manner making it available to shareholders and other investors generally;

“necessary course of business” includes, depending on the circumstances, communications with:

- a. vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts;
- b. employees, officers, and board members;
- c. lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to Distinction;
- d. parties to negotiations;
- e. labour unions and industry associations;
- f. government agencies and non-governmental regulators; and
- g. credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available).

However, the “necessary course of business” exemption does not permit Distinction to make selective disclosure of Material Information to analysts, institutional investors or other market professionals;

“related financial instrument” has the meaning set out in National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* and includes:

- a. an instrument, agreement, security or exchange contract the value, market price or payment obligations of which are derived from, referenced to or based on the value, market price or payment obligations of a security; or
- b. any other instrument, agreement or understanding that affects, directly or indirectly, a person or company's economic interest in a security or an exchange contract.

“Reporting Insiders” has the meaning set out in National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* and includes:

- a. the Chief Executive Officer (“**CEO**”), Chief Financial Officer (“**CFO**”) or Chief Operating Officer (“**COO**”) of Distinction, of a significant shareholder of Distinction or of a major subsidiary of Distinction;
- b. a director of Distinction, of a significant shareholder of Distinction or of a major subsidiary of Distinction;
- c. a person or company responsible for a principal business unit, division or function of Distinction;
- d. a significant shareholder of Distinction;
- e. a significant shareholder based on post-conversion beneficial ownership of Distinction’s securities and the CEO, CFO, COO and every director of the significant shareholder based on post-conversion beneficial ownership;
- f. a management company that provides significant management or administrative services to Distinction or a major subsidiary of Distinction, every director of the management company, every CEO, CFO and COO of the management company, and every significant shareholder of the management company;
- g. an individual performing functions similar to the functions performed by any of the insiders described in paragraphs (a) to (f);
- h. Distinction itself, if it has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security; or
- i. any other insider that:
 - a. in the ordinary course receives or has access to information as to material facts or material changes concerning the reporting issuer before the material facts or material changes are generally disclosed; and
 - b. directly or indirectly, exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of the reporting issuer;

“**SEDI**” means the System for Electronic Disclosure by Insiders;

“**Shares**” means the common shares in the capital of Distinction;

“**securities**” means any securities of Distinction, and includes Shares;

“**Securities Laws**” has the meaning outlined in Section I - Introduction of this Policy;

“**significant shareholder**” means a person or company that has beneficial ownership of, or control or direction over, whether direct or indirect, or a combination of beneficial ownership of, and control or direction over, whether direct or indirect, securities of an issuer carrying more than 10 per cent of the voting rights attached to all the issuer’s outstanding voting securities, excluding,

for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution;

“**special relationship**” and “**persons in a special relationship with Distinction**” include:

- a. persons or companies that are insiders, affiliates or associates of
 - i. Distinction,
 - ii. a person or company that is proposing to make a take-over bid for the securities of Distinction,
 - iii. a person or company that is proposing to become a party to a reorganization, amalgamation, merger or arrangement or similar business combination with Distinction or to acquire a substantial portion of its property;
- b. persons or companies that are engaging in or propose to engage in any business or professional activity with or on behalf of Distinction or with or on behalf of a person or company described in subclause (a)(ii) or (a)(iii);
- c. persons who are directors, officers or employees of Distinction or of a person or company described in subclause (a)(ii) or (iii) or clause (b).
- d. persons or companies that learned of a Material Fact or a Material Change with respect to Distinction while the persons or companies were persons or companies described in clause (a), (b) or (c);
- e. persons or companies that learn of a Material Fact or Material Change with respect to Distinction from any other “**person in a special relationship with Distinction**”, including a person or company described in this clause, and know or ought reasonably to have known that the other person or company is a person or company in such a relationship.

Example: The spouse or family member of a director, officer or employee who obtains Material Undisclosed Information from that person and who trades on that information has engaged in illegal insider trading in the same manner as if the trade had been undertaken by the director, officer or employee directly. Accordingly, insiders must exercise a great deal of caution when discussing the affairs of Distinction with family members, friends and other acquaintances;

“**Stock Option Plan**” means Distinction’s stock option plan, as amended, from time to time;

“**Subsequent Report**” means an insider report filed on SEDI following the Reporting Insider’s Initial Report; and

“**tipping**” has the meaning outlined in Section I - Introduction to this Policy.

III. PROHIBITED INSIDER TRADING

All directors, officers, employees and consultants having knowledge of Material Undisclosed Information are prohibited from purchasing or selling Distinction's securities.

You are reminded that purchasing or selling Distinction's securities includes not only your own personal transactions, but also transactions in securities of Distinction which you beneficially own or over which you exercise control or direction. You beneficially own securities if you are entitled to all or part of the economic benefit of the securities. You are also considered to be the beneficial owner of securities owned by a company you control (by owning more than 50% of the voting shares), or by your trustee, legal representative, and agent or other intermediary. "**Control or direction**" generally means that you have by contract, operation of law or other express or implied arrangement, the power to make voting or investment decisions, alone or with others, in respect of securities. For example, if you have discretionary authority over your spouse's brokerage account, you exercise control or direction over securities in that account.

Further, no director, officer, employee or consultant may attempt to take any economic or other personal advantage of Material Undisclosed Information. This means that directors, officers, employees or consultants who have knowledge of Material Undisclosed Information must not permit: (i) their spouse or other member of their immediate family or household, or (ii) anyone acting on their behalf or on behalf of their spouse or other member of their immediate family or household (collectively "**Related Persons**") to purchase or sell Distinction's securities. These rules prohibit anyone having knowledge of Material Undisclosed Information from directing or advising others, including their Related Persons, to purchase or sell Distinction's securities and from otherwise effecting trades through indirect means when direct trades would otherwise be prohibited.

You and your Related Persons may trade in securities of Distinction only after such Material Undisclosed Information has been publicly disclosed beginning after the close of business on the second clear and full trading day following Distinction's widespread release of such information (for example, via a news release).

You must also advise all of your Related Persons:

- a. of the name of Distinction;
- b. of the scheduled black-out periods (described in Section V.1) during which they cannot deal in Distinction's securities;
- c. of any other periods when you know you are not free to deal in Distinction's securities under the provisions of this Policy unless your duty of confidentiality to Distinction prohibits you from disclosing such periods; and
- d. that they must advise you immediately after they have dealt in Distinction's securities.

These rules apply to all transactions in Distinction's securities, including not only listed common shares, but also preferred shares, debt securities, puts, calls, options or other rights or obligations to purchase or sell securities of Distinction, and any security whose value is derived from the market price of Distinction's securities (such as a derivative).

IV. PROHIBITED TIPPING

No director, officer, employee or consultant may inform or otherwise disclose Material Undisclosed Information concerning Distinction to others (including, but not limited to, spouses, family members, friends, analysts, investors, members of the investment community and media), except in the “necessary course of business”.

Because tippees are themselves considered to be in a special relationship with Distinction, Material Undisclosed Information may be third or fourth hand and still be subject to the legal prohibitions prescribed in the applicable rules, regulations and legislation.

In any instance in which Material Undisclosed Information is disclosed in the necessary course of business, all steps must be taken as are necessary to preserve the confidentiality of such information. Persons privy to such information concerning Distinction must be asked not to divulge such information to anyone else (other than in the necessary course of business) and not to trade in Distinction’s securities until after the close of business on the second clear and full trading day following Distinction’s widespread release of such information.

V. OTHER TRADING RULES

1. Trading Is Not Permitted During Trading Black-Out Periods

Directors, officers, employees and consultants, and their Related Persons, are not permitted to trade in Distinction’s securities during the trading “**black-out periods**”.

Mandatory black-out periods for all directors, officers, employees and consultants exist in the case of the publication of Distinction’s:

- a. interim financial results, the black-out period commences on the earlier of: (i) 10 calendar days prior to the date of the Board meeting at which the interim financial report is scheduled to be reviewed and approved; and (ii) the date selected and communicated to directors, officers, employees and consultants by the Chief Executive Officer or the Chief Financial Officer, and ends after the close of the second clear and full trading day following the issuance of a news release disclosing the results of such quarter;
- b. annual results, the black-out period commences on the earlier of: (i) 17 calendar days prior to the date of the Board meeting at which the annual financial statements are scheduled to be reviewed and approved; and (ii) the date selected and communicated to directors, officers, employees and consultants by the Chief Executive Officer or the Chief Financial Officer, and ends after the close of the second clear and full trading day following the issuance of a news release disclosing the results of the fiscal year.
- c. annual independent reserve evaluation report, the black-out period commences on the earlier of: (i) 10 calendar days prior to the date of the Board meeting at which the annual independent reserve evaluation report is scheduled to be reviewed and approved; and (ii) the date communicated to directors, officers, employees and consultants by the Chief Executive Officer or the Chief Operating Officer, and ends after the close of the second clear and full trading day following the issuance of a news release disclosing the results of such independent reserves report; and

- d. news releases, the black-out period commences on the date the news release is issued and ends on the close of the second clear and full trading day following the issuance of the subject news release.

Expressed another way, trading is permitted during a “**window**” that extends from the close of the second business day following a release of an interim financial report or annual financial statements annual reserves report or other news release until the earlier of the start of: (i) the next mandatory black-out period; or (ii) the next designated special black-out period.

In addition, a black-out period includes any time where it has become reasonably probable that Material Undisclosed Information will be required to be disclosed by securities laws and the rules of any stock exchange on which Distinction’s securities are listed or quoted. No trading is permitted even during the applicable trading window while an individual possesses Material Undisclosed Information.

The purchase of Distinction’s common shares by way of an exercise of an option granted under Distinction’s Stock Option Plan is permitted during a black-out period in certain circumstances, but the sale or simultaneous purchase and sale of such common shares is prohibited.

These restrictions also apply to Related Persons of directors, officers, employees and consultants.

2. Trading Is Prohibited During Special Black-Out Periods

Directors, officers, employees, consultants and third parties designated by the Disclosure Committee under this Policy may also be restricted from trading in Distinction’s securities during any special black-out periods that may be designated by the Disclosure Committee from time to time as a result of special circumstances relating to Distinction and its material factual developments. These restrictions will also apply to Related Persons of the designated individuals. Notice of the special black-out period will be distributed by the Disclosure Committee by means of written or electronic communication specifying its duration to the individuals who are under trading restrictions due to a special black-out period. No one may disclose to any other employee or to an outside third party that a special black-out period has been designated.

Distinction’s policy will be to err on the side of caution in designating special black-out periods and related practices, in recognition of the fact that trades that create notoriety, even if they are ultimately found to be proper, may tarnish Distinction’s goodwill and reputation.

3. No Speculative Trading

Trades of Distinction’s securities should be for investment purposes only and not short-range speculation. Short-range speculation based on fluctuations in the market put the personal gain of the directors, officer, employee or consultant in conflict with the best interests of Distinction and its shareholders. Speculating in Company stock based on short-range speculation is not part of Distinction’s culture and Distinction discourages directors, officers and employees from frequent trading in Company stock. Directors, officers, employees and consultants and their Related Persons are prohibited from trading in options on Distinction’s securities (puts, calls, etc.). This

rule does not apply to the sale of securities acquired on the exercise of stock options granted under Distinction's Stock Option Plan.

4. Short Sales

Directors, officers, employees and consultants and their Related Persons shall not, directly or indirectly, sell securities of Distinction if they do not own or have not fully paid for the securities to be sold. In other words, betting against Distinction by short selling Distinction's securities is prohibited.

5. Other Public Companies

No director, officer, employee, consultant or his or her Related Persons may trade in the securities of customers, suppliers, joint venturers or third parties negotiating an acquisition or reorganization, amalgamation, merger, arrangement or similar business combination with Distinction while having knowledge of Material Undisclosed Information regarding such third parties.

6. Requirements Following Termination

Directors, officers, employees and consultants who learn Material Undisclosed Information continue to be in a "special relationship" after termination of their relationship with Distinction, and remain subject to prohibitions against insider trading and tipping, until the close of the second clear and full trading day following Distinction's widespread release of such information.

7. Timing of Trading After Release

It would be improper for any director, officer, employee or consultant to enter a trade immediately after Distinction has made a public announcement of material information, including an earnings release. Because Distinction's shareholders and the investing public should be afforded time to receive the information, digest it and act upon it, as a general rule, trading prohibitions continue until at least two clear and full trading days after the material information has been released to the public.

8. Hardship Not an Exception

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Securities laws do not recognize such mitigating circumstances and even the appearance of an improper transaction must be avoided to preserve Distinction's reputation for adhering to the highest standards of conduct.

9. Disclosure of Trading Activities

Upon request, a director, officer, employee or consultant must report to the Chief Financial Officer or another member of the Disclosure Committee all of his or her transactions and those of his or her Related Persons in Distinction's securities and certify that all such transactions have been conducted in compliance with the provisions of this Policy.

10. Margin Accounts

Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Because such a sale may occur at a time when a director, officer or employee had Material Undisclosed Information or is otherwise not permitted to trade in Distinction's securities, Distinction prohibits directors, officers, employees, consultants and their Related Persons from purchasing Distinction's securities on margin or holding Distinction's securities in a margin account.

11. Annual Certification

All directors, officers, employees and consultants and any other persons designated by the Disclosure Committee will be required to acknowledge in writing on an annual basis that they have read and fully understand this Policy and intend to comply with applicable trading laws and this Policy (the form of such acknowledgement is attached as **Schedule C**).

VI. INSIDER REPORTING

The rules in this Section VI. are applicable to "Reporting Insiders".

1. Trades in Related Financial Instruments

Reporting Insiders must not acquire or enter into a related financial instrument that is designed to hedge or offset a decrease in market value of equity securities of Distinction granted as compensation or held, directly or indirectly, by the Reporting Insider.

2. Insider Reporting Requirement

Reporting Insiders of Distinction are required to report all transactions in Distinction's securities to the applicable Canadian securities regulatory authorities. For the purpose of these rules, the concept of a security is very broad and Reporting Insiders must report transactions in shares, debt securities, options, warrants, and other convertible securities and derivatives. The requirement is to report securities:

- a. directly or indirectly "beneficially owned" by Reporting Insiders, or
- b. over which the Reporting Insiders exercise "control or direction".

The foregoing requirement is very broad and applies to securities held by Reporting Insiders through nominees, affiliates and controlled corporations, as well as securities over which Reporting Insiders may, by contract or otherwise, enjoy or share the incidents of ownership without being the registered holder.

3. Online Insider Reporting

Insider reporting must be made through SEDI at www.sedi.ca. Filing paper insider report forms is not permitted, except in limited circumstances.

The SEDI system has been designed to provide Reporting Insiders with the ability to do their own filings. The Office Manager will be available to assist Reporting Insiders in registering with the SEDI website, establishing their “insider profile”, assisting with questions from time to time and acting as a Reporting Insider’s agent for filing in special circumstances, such as where a Reporting Insider is unable to access the Internet within the period of time required for filing an insider report. However, in the usual course, it is the Reporting Insider’s responsibility to enter his or her own insider reports on the SEDI system.

4. Getting Started on SEDI

Reporting Insiders are required to register with the SEDI system before the Reporting Insider will be able to file an insider report. Once the Reporting Insider is registered, SEDI will issue a SEDI user ID and password. The Reporting Insider will then be required to enter his/her/its “insider profile”. The insider profile sets forth certain identifying information, such as his, her or its name, address, relationship to Distinction and other reporting issuers, names of registered holders of securities (if applicable), etc. Once the insider profile has been created, SEDI assigns an insider number and an insider access key. After receiving an insider number and access key, the Reporting Insider can file an insider report by clicking on “Insider Report” from the “Introduction to Insider Report Activities (Form 55-102F2) screen”. From there, an insider report can be filed or a previously filed report can be amended. To file an insider report, click on “File insider report” and follow the instructions on the screen.

5. The Obligation to Report

A person’s obligation to file an insider report is triggered when the person first becomes a “Reporting Insider” (for example, the election as a director or the appointment as a senior officer of Distinction). The Reporting Insider is required to make an Initial Report (on SEDI) disclosing holdings of securities of Distinction **within ten days** of the date of becoming a Reporting Insider. There is no obligation to file an Initial Report if a Reporting Insider does not, at the time of becoming a Reporting Insider, beneficially own or exercise control or direction over, any of Distinction’s securities. Any change in or transfer of beneficial ownership or control or direction over securities of Distinction requires the filing of a Subsequent Report (on SEDI).

A change in ownership will occur not only as a result of the acquisition or disposition of securities, but also with the transfer of the securities into or out of the name of an agent, nominee or custodian. A change also occurs in other circumstances, including on the conversion or exchange of securities, acquisition or disposition by gift or inheritance, redemption, retraction, cancellation, repurchase, short sale, grant, exercise and expiration of options, warrants and rights, acquisition or disposition (writing), exercise, settlement or expiration of third party derivatives, and compensation for property or services. A Subsequent Report must be filed **within five days** of any change in ownership or control or direction.

There are daily fines for late reporting and certain regulatory authorities publish a list of Reporting Insiders who are late reporters.

6. Updating SEDI Profile

Reporting Insiders are required to update their insider profile on SEDI (i) if there is a change in the Reporting Insider's name, his/her/its relationship to Distinction, or if he/she/it ceases to be a Reporting Insider, within 10 days of the event, or (ii) if there has been any other change to the insider profile, at the next time of filing an insider report or amended insider profile.

7. Ownership and Attribution

It is Distinction's policy that insider reports shall be filed for all trades where the Reporting Insider has a direct or indirect financial interest. As a general rule a Reporting Insider should be reporting trades of Distinction's securities:

- owned in his or her own name;
- held by a bank or broker as nominee or custodian on his or her or its behalf (e.g., in "street name");
- held by a corporation controlled by him or her or it;
- held with another in joint tenancy, community property or other joint ownership;
- held in an RRSP or similar account;
- pledged as collateral for a loan;
- held by minor children and other relatives residing in his or her home, which usually include children temporarily living away from home while attending college or university;
- held by a spouse or relative not residing in his or her home if he or she is a custodian, guardian or otherwise has or shares a controlling influence over the purchase, sale or voting of such securities or otherwise retains a pecuniary interest respecting the securities;
- held by a trust in which he or she or it is a beneficiary and has or shares the power to make purchase or sale decisions;
- held by a trust for which he or she or it serves as a trustee or in which he or she or it has a pecuniary interest (including pecuniary interests by virtue of performance fees and holdings by his or her immediate family); and
- held by a general partnership or limited partnership in which he or she or it is a general partner.

Reporting Insiders shall also report any derivative transactions, namely, where the Reporting Insider has an interest in, or right or obligation associated with a related financial instrument involving a security of Distinction.

8. Stock Based Incentive Plans

Any securities acquired or sold under Distinction's incentive plans by a Reporting Insider must be reported. Reporting Insiders must, for instance, separately report all option grants (and lapses – including for this purpose, the cancellation of an option on expiry), all securities acquired upon the exercise of options and all dispositions of securities so acquired. This would include options granted under Distinction's Stock Option Plan, and the exercise of those securities, or common shares acquired under any other equity plan of Distinction. In certain circumstances, special annual reporting rules apply relating to acquisitions of securities pursuant to an automatic securities purchase plan by directors and senior officers of Distinction or a subsidiary.

9. Issuer Events

Reporting Insiders are permitted to defer filing a Subsequent Report in respect of changes caused by "Issuer Events", such as: (i) stock dividends; (ii) stock splits; (iii) consolidations; (iv) amalgamations; (v) reorganizations; (vi) mergers, or (vii) any other similar event that affects all holdings of a class of securities equally, until the Reporting Insider's next required Subsequent Report (i.e. following a purchase or sale of securities or other reportable event). Distinction is required to file an Issuer Event report on SEDI no later than one business day following the occurrence of an Issuer Event. Distinction must also update its profile any time there is a change in the designation of an outstanding class of securities or if a new class of securities is issued or a class ceases to be outstanding.

VII. PROHIBITED MARKET MANIPULATION AND FRAUD

Securities Laws, and criminal laws in Canada prohibit direct or indirect engagement or participation in acts, transactions, trading methods or other practices, or courses of conduct that, a person or company knows or ought reasonably to know, (i) results in or contributes to a misleading appearance of trading activity in, or on an artificial price for, Distinction's securities; or (ii) perpetrates a fraud on any person or company.

VIII. POTENTIAL CIVIL, CRIMINAL AND DISCIPLINARY SANCTIONS

Engaging in prohibited insider trading, tipping, market manipulation or fraud, or violating insider reporting requirements, may have severe consequences, including fines, imprisonment and civil liability.

Violations of this Policy or insider trading, tipping, market manipulation, fraud or insider reporting laws by any director, officer or employee may subject such person to disciplinary action by Distinction, up to and including termination, and may be deemed to be cause for the termination of any contract between Distinction and any such person. Such persons may also be accountable to Distinction for any benefit or advantage received as a result of insider trading.

Insiders should understand that the ultimate responsibility for avoiding improper transactions, complying with securities legislation and stock exchange regulations, and filing insider trading reports rests with each individual.

**Approved by the Board of Directors
March 6, 2018**

DISTINCTION ENERGY CORP.

WHISTLEBLOWER POLICY

General

The purpose of this policy of Distinction Energy Corp. (“**Distinction**”) is to establish procedures for the confidential, anonymous submission by employees, consultants and other persons of complaints or concerns regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters and for anyone else to submit complaints related to similar concerns.

Procedures

The Audit Committee of Distinction’s Board of Directors will promptly review and further investigate, if necessary, any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.

Any employee or consultant of Distinction may submit, on a confidential or anonymous basis, if the employee or consultant so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters; any other person may also submit similar concerns or complaints. All such concerns are to be set forth in writing and mailed in a sealed envelope directly to the Chair of the Audit Committee or sent by email directly to the Chair of the Audit Committee, as follows:

By mail: Attention: Chair of the Audit Committee of Distinction Energy Corp.
 c/o Robert A. Lehodey, Q.C.
 Osler, Hoskin & Harcourt LLP
 Suite 2500, TransCanada Tower
 450 – 1st Street S.W.
 Calgary, Alberta T2P 5H1
 Canada

By email: whistleblower@Distinctionenergy.ca

In order to be acted upon, such complaints must include sufficient information for the Chair of the Audit Committee to investigate and to determine whether the complaint is valid. If the complainant would like to discuss the matters noted in the complaint with the Chair of the Audit Committee, he or she should indicate this in the submission and include a telephone number or email address at which he or she can be reached.

Following the receipt of any complaints submitted hereunder, the Chair of the Audit Committee will review the complaint, contact the complainant if a telephone number or email address is provided, investigate the matter to the extent deemed necessary and bring the matter to the attention of the Audit Committee. The Chair of the Audit Committee will promptly notify the full Board of Directors if the Chair believes the complaint to be a major issue or that it could lead to public disclosure.

The Chair of the Audit Committee may designate employees of Distinction and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters. Extreme care will be taken to help ensure that any designates are in no way directly or indirectly involved in any matters reported.

If the complainant identifies himself or herself, the Chair of the Audit Committee will not disclose the complainant's identity within Distinction or outside Distinction without the complainant's prior consent, except as necessary to investigate the complaint or unless otherwise required by law. Notwithstanding the complainant's request to submit the complaint confidentially and anonymously, information contained in any complaint may be summarized, abstracted and aggregated by Distinction in a manner that does not disclose the complainant's identity for purposes of analysis, investigation, resolution and reporting.

If upon investigation the allegation is judged to be without substance or merit, or not made in good faith, the allegation may be dismissed. If upon investigation the allegation is judged to be made in good faith and of substance the Audit Committee, through management, will take the necessary disciplinary and/or corrective action. If a telephone number or email address is provided by the complainant, the Chair of the Audit Committee will, upon completion of the investigation, notify the complainant of the results of the investigation and whether disciplinary and/or corrective action has been taken.

Distinction and its directors, officers, employees and agents shall not discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate against, any employee or consultant with respect to good faith reporting or investigation of complaints, and it shall be a violation of Distinction's Code of Business Conduct and Ethics for any person to take any such action.

If the identity of the complainant or any designate becomes known to anyone within Distinction, the Audit Committee will monitor any disciplinary action taken against any such person. The purpose of this monitoring is to ensure that complainants of valid matters that are made in good faith, and designates acting in good faith, are protected from retaliation.

The Audit Committee, through Distinction's legal counsel, will retain as a part of its records any such complaints and or concerns and record of the investigative work performed for a period of at least 7 years.

**Approved by the Board of Directors
March 6, 2018**

DISTINCTION ENERGY CORP.

EMPLOYEE PRIVACY POLICY

At Distinction Energy Corp. (“**Distinction**”) we are committed to maintaining the accuracy, confidentiality and security of your personal information. This Privacy Policy describes the personal information that Distinction collects from or about you, how we use, and to whom we disclose that information.

Distinction has adopted a series of Privacy Policies in order to address the specific privacy concerns of certain groupings of individuals. This Privacy Policy applies to the personal information of all individuals who seek to be, are or were employed by Distinction (collectively, an “**employee**”). For all other individuals, please see our *External Privacy Policy*.

If you are unsure of which Privacy Policy applies to you, please contact our “**Privacy Officer**” (as set out below in this Privacy Policy) for more information.

Privacy Policy Effective For Canada

It is Distinction’s policy to comply with the privacy legislation within each jurisdiction in which we operate. Sometimes the privacy legislation and / or an individual’s right to privacy are different from one jurisdiction to another. This Privacy Policy covers only those activities that are subject to the provisions of Canada’s federal and provincial privacy laws, as applicable.

If you are unsure if or how this Privacy Policy applies to you, please contact our Privacy Officer for more information.

What Is Personal Information?

For the purposes of this Privacy Policy, personal information is any information about an identifiable individual, other than the person’s business title or business contact information when used or disclosed for the purpose of business communications.

Personal information does not include anonymous or non-personal information (i.e., information that cannot be associated with or tracked back to a specific individual).

What Personal Information Do We Collect?

We collect and maintain different types of personal information in respect of our employees, including the personal information contained in:

- resumes and/or applications;
- references and interview notes;
- photographs and videos;

- offer letters and employment contracts;
- mandatory policy acknowledgement sign off sheets;
- payroll information forms; including, for example, your social insurance number and pay cheque deposit information;
- forms relating to the application for, or changes to, employee health and welfare benefits; including, short and long term disability, insurance, medical and dental care; and
- beneficiary and emergency contact information forms.

In addition to the information contained in the examples listed above, we may also collect identification information such as your name, home address, telephone, personal email address, date of birth, employee identification number and marital status, and any other information that is voluntarily disclosed by you.

As a general rule, Distinction collects personal information directly from you. In most circumstances where the personal information that we collect about you is held by a third party, we will obtain your permission before we seek out this information from such source (such permission may be given directly by you, or implied from your actions).

From time to time, we may utilize the services of third parties in our business and may also receive personal information collected by those third parties in the course of the performance of their services for us or otherwise. Where this is the case, we will take reasonable steps to ensure that such third parties have represented to us that they have the right to disclose your personal information to us. Your personal information may be maintained and processed by third party service providers in the U.S. or other foreign jurisdictions.

Where permitted or required by applicable law or regulatory requirements, we may collect information about you without your knowledge or consent.

Why Do We Collect Personal Information?

The personal information collected is used and disclosed for our business purposes, including for the purpose of establishing, managing or terminating your employment relationship with Distinction. Such uses include:

- determining eligibility for initial or continued employment, including the verification of references and qualifications;
- administering pay and benefits;
- processing employee work-related claims (e.g. workers' compensation or insurance claims)
- establishing training and/or development requirements;

- conducting performance reviews and determining performance requirements;
- assessing qualifications for a particular job or task;
- gathering evidence for disciplinary action or termination;
- establishing a contact point in the event of an emergency (such as next of kin);
- complying with applicable labour or employment statutes;
- compiling directories and telephone lists;
- ensuring the security of company-held information; and
- such other purposes as reasonably required by Distinction.

Monitoring

The work product of Distinction's employees, whether in paper record, computer files, or in any other storage format belongs to us, and that work product, whether it is stored electronically, on paper or in any other format, and the tools used to generate that work product, are always subject to review and monitoring by Distinction.

In the course of conducting our business, we may monitor employee activities (including internet usage, and e-mail) and our property. For example, we may install surveillance cameras. Where in use, surveillance cameras are there for the protection of employees and third parties and to protect against theft, vandalism and damage to Distinction's goods and property. Generally, video records containing images will be routinely destroyed and not shared with third parties unless there is suspicion of a crime, in which case they may be turned over to the police or other appropriate government agency or authority.

This is not meant to suggest that all employees will in fact be monitored or their actions subject to surveillance. It is meant to bring to your attention that such monitoring *may* occur and *may* result in the collection of personal information from you. When using Distinction equipment or resources, employees should not have any expectation of privacy with respect to their use of such equipment or resources.

How Do We Use And Disclose Your Personal Information?

We may use or disclose your personal information:

- 1) for the purposes described in this Privacy Policy; or
- 2) for any additional purposes that we advise you of and, where your consent is required by law, we have obtained your consent.

We may use or disclose your personal information without your knowledge or consent where we are permitted or required by applicable law or regulatory requirements to do so.

When Do We Disclose Your Personal Information?

We may share your personal information with our employees, contractors, consultants and other parties who require such information to assist us with managing our relationship with you, including: third parties that provide services to us or on our behalf and third parties that assist Distinction in the provision of services to you (e.g. external payroll processing).

In addition, personal information may be disclosed or transferred to another party during the course of, or completion of, a change in ownership of, or the grant of a security interest in, all or a part of Distinction through, for example, an asset or share sale, or some other form of business combination, merger or joint venture, provided that such party is bound by appropriate agreements or obligations, and required to use or disclose your personal information in a manner consistent with the use and disclosure provisions of this Privacy Policy, unless you consent otherwise.

Further, your personal information may be disclosed:

- as permitted or required by applicable law or regulatory requirements;
- to comply with valid legal processes such as search warrants, subpoenas or court orders;
- as part of Distinction's regular reporting activities to its affiliates, partners and joint venture participants;
- to protect the rights and property of Distinction;
- during emergency situations or where necessary to protect the safety of a person or group of persons;
- where the personal information is publicly available; or
- where required by law, with your consent.

Notification And Consent

Canada's privacy legislation does not generally require Distinction to obtain your consent for the collection, use or disclosure of personal information for the purpose of establishing, managing or terminating your employment relationship. In addition, we may collect, use or disclose your personal information without your knowledge or consent where we are permitted or required by applicable law or regulatory requirements to do so.

To the extent that your consent is required, we will assume, unless you advise us otherwise, that you have consented to Distinction collecting, using and disclosing your personal information for the purposes stated above (including any other purposes stated or reasonably implied at the time such personal information was provided to us).

Where your consent was required for our collection, use or disclosure of your personal information, you may, at any time, subject to legal or contractual restrictions and reasonable notice, withdraw your consent. All communications with respect to such withdrawal or variation of consent should be in writing and addressed to our Privacy Officer.

How Is Your Personal Information Protected?

Distinction endeavours to maintain physical, technical and procedural safeguards that are appropriate to the sensitivity of the personal information in question. These safeguards are designed to prevent your personal information from loss and unauthorized access, copying, use, modification or disclosure.

Updating Your Personal Information

It is important that the information contained in our records is both accurate and current. If your personal information happens to change during the course of your employment, please keep us informed of such changes.

In some circumstances we may not agree with your request to change your personal information and will instead append an alternative text to the record in question.

Access To Your Personal Information

You can ask to see your personal information. If you want to review, verify or correct your personal information, please contact our Privacy Officer. Please note that any such communication must be in writing.

When requesting access to your personal information, please note that we may request specific information from you to enable us to confirm your identity and right to access, as well as to search for and provide you with, your personal information. If you require assistance in preparing your request, please contact our Privacy Officer.

Your right to access the personal information that we hold about you is not absolute. There are instances where applicable law or regulatory requirements allow or require us to refuse to provide some or all of the personal information that we hold about you. In addition, the personal information may have been destroyed, erased or made anonymous in accordance with our record retention obligations and practices.

In the event that we cannot provide you with access to your personal information, we will endeavour to inform you of the reasons why, subject to any legal or regulatory restrictions.

Inquiries or Concerns?

If you have any questions about this Privacy Policy or concerns about how we manage your personal information, please contact our Privacy Officer by telephone, in writing or by e-mail. We will endeavour to answer your questions and advise you of any steps taken to address the issues

raised by you. If you are dissatisfied with our response, you may be entitled to make a written submission to the Privacy Commissioner in your jurisdiction.

Privacy Officer

We have appointed a Privacy Officer to oversee compliance with this Privacy Policy. The contact information for our Privacy Officer is as follows:

Chantal Bazinet
Suite 2300, 333 – 7th Avenue SW
Calgary, Alberta T2P 2Z1
Phone: (403) 265-6171 [E-mail: cbazinet@delphienergy.ca](mailto:cbazinet@delphienergy.ca)
Fax: (403) 265-4037

Revisions To This Privacy Policy

From time to time, we may make changes to this Privacy Policy to reflect changes in our legal or regulatory obligations or in the manner in which we deal with your personal information. We will post any revised version of this Privacy Policy on our website at www.Distinctionenergy.ca and we encourage you to refer back to it on a regular basis.

Interpretation Of This Privacy Policy

Any interpretation associated with this Privacy Policy will be made by our Privacy Officer. This Privacy Policy includes examples but is not intended to be restricted in its application to such examples, therefore where the word “including” is used, it shall mean “including without limitation”.

This Privacy Policy does not create or confer upon any individual any rights, or impose upon Distinction any obligations outside of, or in addition to, any rights or obligations imposed by Canada’s federal and provincial privacy laws, as applicable. Should there be, in a specific case, any inconsistency between this Privacy Policy and Canada’s federal and provincial privacy laws, as applicable, this Privacy Policy shall be interpreted, in respect of that case, to give effect to, and comply with, such privacy laws.

**Approved by the Board of Directors
March 6, 2018**

DISTINCTION ENERGY CORP.

EXTERNAL PRIVACY POLICY

At Distinction Energy Corp. (“**Distinction**”) we are committed to maintaining the accuracy, confidentiality and security of your personal information. This Privacy Policy describes the personal information that Distinction collects from or about you, how we use and to whom we disclose that information.

Distinction has adopted a series of Privacy Policies in order to address the specific privacy concerns of certain groupings of individuals. This Privacy Policy applies to the personal information of all individuals, unless the personal information is related to an individual who seeks to be, is or was employed by Distinction. Such information is dealt with in Distinction’s “*Employee Privacy Policy*”.

If you are unsure of which Privacy Policy applies to you, please contact our “**Privacy Officer**” (as set out below in this Privacy Policy) for more information.

Privacy Policy Effective For Canada

It is Distinction’s policy to comply with the privacy legislation within each jurisdiction in which we operate. Sometimes the privacy legislation and / or an individual’s right to privacy are different from one jurisdiction to another. This Privacy Policy covers only those activities that are subject to the provisions of Canada’s federal and provincial privacy laws, as applicable.

If you are unsure if or how this Privacy Policy applies to you, please contact our Privacy Officer for more information.

What Is Personal Information?

For the purposes of this Privacy Policy, personal information is any information about an identifiable individual, other than the person’s business title or business contact information when used or disclosed for the purpose of business communications.

Personal information does not include anonymous or non-personal information (i.e., information that cannot be associated with or tracked back to a specific individual).

What Personal Information Do We Collect?

We collect and maintain different types of personal information in respect of the individuals with whom we interact. This includes:

- contact and identification information, such as your name, address, telephone number and e-mail address;

- product and service related information concerning the products and services that we provide to, or receive from, you;
- credit and financial information such as your direct deposit and banking information;
- business relationship information, including information related to your agreements, preferences, advisors and decision-makers, feed-back and information requested by or provided to you;
- video images captured by surveillance cameras on our premises;
- investor and governance information, including shareholder names and addresses, information about share transactions and shareholder communications with the company and its Board of Directors; and
- information related to outside members or nominees to the Board of Directors, as required by applicable securities laws and regulations, or as related to business transactions in which the company is involved.

We may also collect market-related information, which may include personal information, concerning market trends and activities impacting our business. This information may include contract terms, financial information and other information for the purpose of market analysis and strategic planning. We may also collect information related to our media, investor and public relations activities and information related to our interactions with financial and other analysts and advisors.

Distinction's oil and gas operations include exploration, development and production activities. Distinction may also collect personal information from individuals participating in and / or impacted by those activities, including information related to the establishment, management and termination of leases of mineral or surface rights, right of way agreements or easements and information related to obtaining exploration or development permits and licenses, emergency planning and environmental stewardship.

As a general rule, Distinction collects personal information directly from you. In most circumstances where the personal information that we collect about you is held by a third party, we will obtain your permission before we seek out this information from such sources (such permission may be given directly by you, or implied from your actions).

From time to time, we may utilize the services of third parties in our business and may also receive personal information collected by those third parties in the course of the performance of their services for us or otherwise. Where this is the case, we will take reasonable steps to ensure that such third parties have represented to us that they have the right to disclose your personal information to us. Your personal information may be maintained and processed by third party service providers in the U.S. or other foreign jurisdictions.

Why Do We Collect Personal Information?

Distinction collects personal information to enable us to manage, maintain, and develop our business and operations, including:

- to establish, maintain and manage business relations with you so that we may provide you with, or receive from you, the products and services that have been requested (for example, we will use your personal information to establish your identity and location so that we may pay you the rents or royalties due in respect of a lease that you have granted to us);
- to be able to review the products and services that we provide to you so that we may understand your requirements for our products and services and so that we may work to improve our products and services;
- to be able to review the products and services that we obtain from you so that we may work with you and so that you may understand our requirements for such products and services;
- to be able to comply with your requests (for example, if you prefer to be contacted at a business or residential telephone number and advise us of your preference, we will use this information to contact you at that number);
- to protect us against error, fraud, theft and damage to our goods and property;
- to enable us to undertake our environmental, health and safety activities, including incident planning, response and investigation;
- to enable us to comply with applicable law or regulatory requirements (for example, we may collect personal information to satisfy the obligations imposed on us by the Alberta Energy Regulator);
- to administer investor relations and for the conduct of our corporate governance, including for purposes of compliance with applicable securities laws and regulations, and for purposes of the assessment, performance of diligence or completion of asset, share or other business transactions in which the company is involved; and
- any other reasonable purpose to which you consent.

How Do We Use And Disclose Your Personal Information?

We may use or disclose your personal information:

- for the purposes described in this Privacy Policy; or
- for any additional purposes for which we have obtained your consent to the use or disclosure of your personal information.

When Do We Disclose Your Personal Information?

We may share your personal information with our employees, contractors, consultants and other parties who require such information to assist us with managing our relationship with you, including: third parties that assist Distinction in the provision of services to you; and third parties whose services we use to conduct our business. Where we share your personal information with such third parties we shall take contractual or other measures to limit the use of that information by the third party to the purposes for which we share the information.

Where we have obtained or granted an interest (such as through a partnership, joint venture or other commercial structure) in one or a series of wells, pipelines or other operations Distinction may exchange personal information with third parties such as other resource companies, land agents, and land brokers involved in or for purposes related to the conduct of that operation.

In addition, personal information may be disclosed or transferred to another party during the course of, or completion of, a change in ownership of or the grant of a security interest in, all or a part of Distinction through, for example, an asset or share sale, or some other form of business combination, merger or joint venture, provided that such party is bound by appropriate agreements or obligations and required to use or disclose your personal information in a manner consistent with the use and disclosure provisions of this Privacy Policy, unless you consent otherwise.

Further, your personal information may be disclosed:

- as permitted or required by applicable law or regulatory requirements;
- to comply with valid legal processes such as search warrants, subpoenas or court orders;
- as part of Distinction's regular reporting activities to its affiliates, partners and joint venture participants;
- to protect the rights and property of Distinction;
- during emergency situations or where necessary to protect the safety of a person or group of persons;
- where the personal information is publicly available; or
- with your consent.

Your Consent Is Important To Us

It is important to us that we collect, use or disclose your personal information where we have your consent to do so. Depending on the sensitivity of the personal information, your consent may be implied, deemed (using an opt-out mechanism) or express. Express consent can be given orally, electronically or in writing. Implied consent is consent that can reasonably be inferred from your action or inaction. For example, when you enter into an agreement with us, we will assume your

consent to the collection, use and disclosure of your personal information for purposes related to the performance of that agreement and for any other purposes identified to you at the relevant time.

Typically, we will seek your consent at the time that we collect your personal information. In certain circumstances, your consent may be obtained after collection but prior to our use or disclosure of your personal information. If we plan to use or disclose your personal information for a purpose not previously identified (either in this Privacy Policy or separately), we will endeavour to advise you of that purpose before such use or disclosure.

We may collect, use or disclose your personal information without your knowledge or consent where we are permitted or required to do so by applicable law or regulatory requirements.

Choice/Opt-Out

You may change or withdraw your consent at any time, subject to legal or contractual obligations and reasonable notice, by contacting our Privacy Officer using the contact information set out below. All communications with respect to such withdrawal or variation of consent should be in writing and addressed to our Privacy Officer.

We assume that, unless you advise us otherwise, you have consented to the collection, use and disclosure of your personal information as explained in this Privacy Policy.

How Is Your Personal Information Protected?

Distinction endeavours to maintain physical, technical and procedural safeguards that are appropriate to the sensitivity of the personal information in question. These safeguards are designed to prevent your personal information from loss and unauthorized access, copying, use, modification or disclosure.

Updating Your Personal Information

It is important that the information contained in our records is both accurate and current. If your personal information happens to change during the course of our relationship, please keep us informed of such changes.

In some circumstances we may not agree with your request to change your personal information and will instead append an alternative text to the record in question.

Access To Your Personal Information

You can ask to see your personal information. If you want to review, verify or correct your personal information, please contact our Privacy Officer. Please note that any such communication must be in writing.

When requesting access to your personal information, please note that we may request specific information from you to enable us to confirm your identity and right to access, as well as to search for and provide you with the personal information that we hold about you. We may charge you a

fee to access your personal information; however, we will advise you of any fee in advance. If you require assistance in preparing your request, please contact the office of our Privacy Officer.

Your right to access the personal information that we hold about you is not absolute. There are instances where applicable law or regulatory requirements allow or require us to refuse to provide some or all of the personal information that we hold about you. In addition, the personal information may have been destroyed, erased or made anonymous in accordance with our record retention obligations and practices.

In the event that we cannot provide you with access to your personal information, we will endeavour to inform you of the reasons why, subject to any legal or regulatory restrictions.

Visiting Our Website

In general, you can visit our website without telling us who you are or submitting any personal information. However, we collect the IP (Internet Protocol) addresses of visitors to our website and other related information such as page requests, browser type, operating system and average time spent on our website. We use this information to help us understand our website activity, and to monitor and improve our website.

Our website may contain links to other sites that Distinction does not own or operate. We provide links to third party websites as a convenience to the user. These links are not intended as an endorsement of or referral to the linked websites. The linked websites have separate and independent privacy statements, notices and terms of use, which we recommend you read carefully. We do not have any control over such websites, and therefore we have no responsibility or liability for the manner in which the organizations that operate such linked websites may collect, use or disclose, secure and otherwise treat your personal information.

Inquiries Or Concerns?

If you have any questions about this Privacy Policy or concerns about how we manage your personal information, please contact our Privacy Officer by telephone, in writing or by e-mail. We will endeavour to answer your questions and advise you of any steps taken to address the issues raised by you. If you are dissatisfied with our response, you may be entitled to make a written submission to the Privacy Commissioner in your jurisdiction.

Privacy Officer

We have appointed a Privacy Officer to oversee compliance with this Privacy Policy. The contact information for our Privacy Officer is as follows:

Chantal Bazinet
Suite 2300, 333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1
Phone: (403) 265-6171 [E-mail: cbazinet@delphienergy.ca](mailto:cbazinet@delphienergy.ca)
Fax: (403) 265-4037

Revisions To This Privacy Policy

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Interpretation Of This Privacy Policy

Any interpretation associated with this Privacy Policy will be made by our Privacy Officer. This Privacy Policy includes examples but is not intended to be restricted in its application to such examples, therefore where the word “including” is used, it shall mean “including without limitation”.

This Privacy Policy does not create or confer upon any individual any rights, or impose upon Distinction any obligations outside of, or in addition to, any rights or obligations imposed by Canada’s federal and provincial privacy laws, as applicable. Should there be, in a specific case, any inconsistency between this Privacy Policy and Canada’s federal and provincial privacy laws, as applicable, this Privacy Policy shall be interpreted, in respect of that case, to give effect to, and comply with, such privacy laws.

**Approved by the Board of Directors
March 6, 2018**

DISTINCTION ENERGY CORP.

AUDIT RELATED HIRING POLICY

General

The purpose of this policy of Distinction Energy Corp. (“**Distinction**”) is to establish procedures for the hiring of partners, employees and former partners and employees of the present and former external auditor of Distinction.

Procedures

No offer of employment shall be made to any present or former partner or employee of the present or former external auditor of Distinction until at least six months have passed since the present or former partner or employee was last engaged in providing professional services to Distinction.

Approved by the Board of Directors

March 6, 2018

SCHEDULE A

Code of Business Conduct and Ethics Form of Acknowledgment

I hereby acknowledge that I have read, understood and will comply with Distinction Energy Corp.'s Code of Business Conduct and Ethics

Name (please print)

Signature

Date

*Forward originally signed document to your
Payroll Department for inclusion in your personnel file.*

SCHEDULE B

Part IV Materiality Excerpts from National Policy 51-201 *Disclosure Standards*

4.1. Materiality Standard

(1) The definitions of “material fact” and “material change” under securities legislation are based on a market impact test. The definition of “privileged information” contained in the “tipping” provision of the securities legislation of Québec is based on a reasonable investor test. Despite these differences, the two materiality standards are likely to converge, for practical purposes, in most cases.

(2) The definition of a “material fact” includes a two part materiality test. A fact is material when it (i) significantly affects the market price or value of a security; or (ii) would reasonably be expected to have a significant effect on the market price or value of a security.

4.2 Materiality Determinations

(1) In making materiality judgements, it is necessary to take into account a number of factors that cannot be captured in a simple bright-line standard or test. These include the nature of the information itself, the volatility of the Corporation’s securities and prevailing market conditions. The materiality of a particular event or piece of information may vary between companies according to their size, the nature of their operations and many other factors. An event that is “significant” or “major” for a smaller company may not be material to a larger company. Companies should avoid taking an overly technical approach to determining materiality. Under volatile market conditions, apparently insignificant variances between earnings projections and actual results can have a significant impact on share price once released. For example, information regarding a company’s ability to meet consensus earnings published by securities analysts should not be selectively disclosed before general public release.

(2) We encourage companies to monitor the market’s reaction to information that is publicly disclosed. Ongoing monitoring and assessment of market reaction to different disclosure will be helpful when making materiality judgements in the future. As a guiding principle, if there is any doubt about whether particular information is material, we encourage companies to err on the side of materiality and release information publicly.

4.3 Examples of Potentially Material Information

The following are examples of the types of events or information which may be material. This list is not exhaustive and is not a substitute for companies exercising their own judgement in making materiality determinations.

Changes in Corporate Structure

- changes in share ownership that may affect control of the Corporation
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in Capital Structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in a company's dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to rights of security holders

Changes in Financial Results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any periods
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the Corporation's assets
- any material change in the Corporation's accounting policy

Changes in Business and Operations

- any development that affects the Corporation's resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses of contracts or business

- significant discoveries by resource companies
- changes to the board of directors or executive management, including the departure of the Corporation's CEO, CFO, COO or president (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the Corporation's securities or their movement from one quotation system or exchange to another

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another company

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Corporation's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements

4.4. External Political, Economic and Social Developments

Companies are not generally required to interpret the impact of external political, economic and social developments on their affairs. However, if an external development will have or has had a direct effect on the business and affairs of a company that is both material and uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry, the Corporation is urged to explain, where practical, the particular impact on them. For example, a change in government policy that affects most companies in a particular industry does not require an announcement, but if it affects only one or a few companies in a material way, such companies should make an announcement.

SCHEDULE C
Insider Trading Policy Form of Acknowledgement

I, _____, hereby acknowledge that I have received and read a copy of the Insider Trading Policy of Distinction Energy Corp. (“**Distinction**”) and agree to comply with its terms. I understand that violation of insider trading or tipping or insider reporting laws or regulations may subject me to severe civil and/or criminal penalties, and that violation of the terms of the above-titled policy may subject me to discipline by Distinction up to and including termination.

Excerpts from National Policy 51-201 *Disclosure Standards* are attached to the Corporate Code of Conduct, Policies and Procedures as Schedule B and provide helpful guidance on what constitutes Material Information.

DATED _____

Witness

Signature