



HIGH ARCTIC
ENERGY SERVICES

Code of Business Conduct

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APPROVAL

This document has been reviewed and is approved for release:

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Chief Executive Officer

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1 Purpose

At High Arctic, we are committed to conducting our business while upholding the highest ethical and business standards, no matter where in the world business takes us. We expect that both individually and collectively we commit to these standards, even if maintaining such high ethical standards results in a loss of business.

This Code of Business Conduct (the “Code”) summarizes our values and many of the ethical principles and policies that we have developed to assist in conducting business around the world. We expect the consultants, suppliers and contractors with whom we do Business to embrace similar values and standards.

2 Scope

In this document “High Arctic”, “High Arctic Energy Services”, “HAES” or the “Company” refers to High Arctic Energy Services Inc. and all its subsidiaries, including joint ventures that adopt the Code of Business Conduct.

We expect all directors, officers, executives, managers and employees (“Employees”) to be familiar with the Code and apply it in the daily performance of their Company responsibilities. The Code also applies to High Arctic non-management directors in their capacities as members of the Board, including subsidiary non-employee directors. Employees and officers who violate this Code are subject to disciplinary action up to and including termination of employment and may be subject to civil and/or criminal action.

In the rare circumstance where a waiver of the Code would be appropriate, such waiver must be approved by the Board of Directors of High Arctic Energy Services Inc. or a committee of the Board.

An employee who fails to comply with this Code, or its intent, or who knowingly permits or directs an employee, consultant or contractor to not comply with this Code, will be subject to disciplinary action up to and including termination.

3 Responsibilities

3.1 Management Responsibilities

Management must exhibit the highest standards of corporate responsibility and business conduct and create a work atmosphere that supports our corporate values and policies, including this Code. It is the duty of each member of management to consider an Employee’s willingness and commitment to comply with this Code when making promotion and other employment decisions.

3.3 Employees Responsibilities

All Employees are responsible for reading the Code of Business Conduct and ensuring their conduct is consistent with both the letter and the spirit of High Arctic's business practices.

This Code will assist Employees in dealing with specific situations. In some cases, a situation may be so complex or circumstances so unique that additional guidance is needed. If such a situation occurs and is not included in this Code, each Employee must contact his/her supervisor or Human Resources immediately.

This Code and other High Arctic policies and procedures will be updated from time to time. All Employees are required to stay informed of any updates and to comply with all requirements.

4 General

***Our success is measured not only by the results we achieve
but in the manner in how we achieve it.***

As we face daily and unique business challenges, our decisions and actions must be influenced by the highest sense of business and professional integrity. This commitment requires not only compliance with laws, but also requires that all of us; employees, officers, and directors of High Arctic conduct our business activities according to the values and beliefs of our Company. The goal of this Code is to inspire you to translate these words into action – to do what we say we will do.

As you read this document, you will learn about our values and beliefs and how to make them an active part of your daily work life. The results are a positive, trusting work environment, a team that is unified through shared goals, and ultimately, a Company that we are all proud to be a part of. This is how we uphold being the most respected in our chosen business fields.

5 Quality Underpins Our Success

The success of our Business is reliant on delivering our services better than others. That means to establish or maintain market superiority; we need to deliver on our promise with fewer inputs and less errors. Our ability to identify risk through a systematic, whole of business approach; implement quality solutions and drive improvement through active measurement, is fundamental to sustaining our Business.

To reach the highest levels of performance, it is essential that we appreciate that safety, efficiency and profitability are outcomes; they are a consequence of the quality of our decisions and behaviours – the better our decisions, the better our results.

The principles of good decision making:

- **We must know our Vision, Mission and Values** – we must understand what it is that we are aiming to achieve and how our role contributes to our success.
- **We must believe in our Vision, Mission and Values** – what we are doing is aligned to our shared beliefs and does not compromise our principles.

- **We must be informed** - the more we pursue knowledge, the better our decisions will be.
- **We must be collectively competent** – we must all be good at what we do. Simply, the better we develop our people, the better our decisions.

Our performance and reputation within industry are measured using numbers; recordable incident rates, turnover rates, non-productive time etc. If we don't like the numbers, we again can only challenge and improve on the decisions and behaviours that caused them.

We must simply do what we say we will do, and be very good at it.

6 Vision, Mission and Values

Personal values and beliefs are shaped through exposure to many things in our lives. These individualities influence the way that we consider behaviour to be either acceptable or unacceptable and to help to form our opinions on right from wrong.

Our Vision, Mission and Values establishes the High Arctic benchmark for decision making that influences the quality of our behaviour. They assist us in making the right decisions in the absence of other formal direction or guidance. They serve to unite us to consistently achieve successful and sustainable business outcomes.

6.1 Our Vision

With a relentless focus on quality, be recognized as a trusted provider of energy services.

What does this mean to us?

- We are highly regarded throughout our industry in all that we do.
- We are known for being reliable and of high integrity and ability.
- We do not compromise on the quality of our services.
- We do what we say we do.

6.2 Our Mission

Create superior value for investors through the delivery of dependable and innovative energy services consistent with the best interests of employees, customers and community.

What does this mean to us?

- The value that is delivered to our investors is the outcome produced when we work together with our customers and communities to deliver superior results.
- We cannot achieve this without the right people.

- If we fail each other, we will fail in our mission.

6.3 Our Values

What we believe in, these are the things that are valuable to us.

Our People - *We care for our people.*

What does this mean to us?

- We foster mutual respect and loyalty.
- We are clear with our expectations.
- We promote an inclusive and diverse work environment.
- We provide the opportunity for a challenging and rewarding career.
- We inspire innovation, teamwork, continuous learning and improvement.
- We develop people and recognize their contributions.
- We focus on safety, quality and performance.
- We inspire and promote leadership and accountability.

Our Customers - *We aspire to work with customers that share our values.*

What does this mean to us?

- We stimulate customer enthusiasm driven by integrity, teamwork and innovation.
- The quality of our people, products and services delivers valued, effective and reliable solutions that meet high customer expectations.

The Community - *We respect the people and places where we work.*

What does this mean to us?

- We respect the environment.
- We involve the community in our activities.
- We provide company support and encourage employee involvement in the communities where we work.

Professionalism - *We will conduct our activities to the highest ethical and professional standards.*

What does this mean to us?

- We are knowledgeable, competent and skilful in the application of regulations, standards and industry or trade best practice that shapes our operating environment.
- We know and adhere to Company Code of Practice and the standards contained within it.

6.4 Core Value Statement

Excellence in safety and service through exceptional leadership.

What does this mean to us?

Exceptional leadership provides vision and inspires excellence that results in a safe environment, an ethical workplace, the highest quality of service, innovation and efficient and profitable operations.

6.5 When are they evaluated

Our Mission and Vision are evaluated annually, in consultation with the Board of Directors, against the HAES Business Plan to ensure consistency in the message and allowing Core Value Statement, Policies and Standards to be adjusted accordingly.

7 Policies

Our Policies are approved by the CEO and commit to, in writing, the high-level expectations for our Business.

7.1 Why are they important

Policies provide the intent of the Business in alignment to the financial, legal and social expectations of our industry and business activity. They are also shaped by our Mission, Vision and Values in that we must know the direction and expectations of our Business before approving Policies that shape the behaviours required to achieve them.

7.2 When are they evaluated

Our Policies shall be evaluated, at a minimum biennially, and updated to ensure that the message is clearly aligned to the Company Vision and Mission while meeting its obligations at law. For instance, a clear Health and Safety Policy will assist us in communicating our commitments to provide a safe workplace and how we will meet those commitments imposed on us by law.

7.3 HAES Policies

Our policies are found in the DMS and posted in prominent locations at our workplaces. The Policies that underpin our Governance responsibilities include:

- Authorization for Expenditure,
- Drug and Alcohol,
- Ethical Business,
- Environmental,
- Equity and Diversity,
- Health and Safety,
- Quality, and
- Risk management.

8 Standards

HAES Standards are published documents that set the benchmark for process, performance, behaviour, conduct and decision making. Our Standards establish protocols that help ensure our safety, efficiency, functionality and compatibility; facilitate interoperability and underpin our reputation.

8.1 Why Are They Important

Standards are the primary system tools that translate our Policies and other legal, legislative and industry information into consistent protocols that can be universally understood and adopted. Standards are maintained by the people in our business with relevant subject matter expertise and approved at the Executive level of our business. It is only through the application of standards that the credibility of our business activity can be verified.

In summary, Standards promote the development and implementation of processes that positively influence and transform the way we work and communicate.

8.2 HAES Standards

The HAES Standards are further divided into:

- Governance Standards - those that underpin our legal, moral, ethical and social licence to operate, and
- Operations Standards – those that set the benchmark for the core aspects of our Business activity.

8.2.1 Governance Standards

Governance Standards include, but may not be limited to:

- Anti-Bribery and Anti-Corruption,
- Business Travel,
- Finance,
- Conflict of interest,

- Whistleblower,
- Insider Trading,
- Corporate Disclosure,
- Employee Wellbeing,
- Gifts, Donations and Sponsorships,
- Discrimination, Harassment & Bullying,
- Confidentiality & Intellectual Property,
- Environmental Sustainability,
- Quality Assurance,
- Risk Management,
- Information Technology, and
- Interpersonal Relationships.

Compliance to Governance Standards is evaluated annually by way of conducting formal audits. The audit findings shall be made available to the HAES Management and the Board of Directors, or appropriate Board Committee. The HAES Legal Compliance Register is reviewed in alignment with the audits to maintain a line of sight to the legal, industry and other references that underpin the Governance Standards.

8.2.2 Operations Standards

Operations Standards include, but may not be limited to:

- Incident Response,
- Process Safety,
- Hazardous Substances,
- Emergency Response,
- Personal Protective Equipment,
- Recruitment and Retention,
- Performance Management,
- Communication and Consultation,
- Asset Management,
- Confined Space,
- Land Transportation,
- Lifting and Slings,
- Manual Handling,
- Well Control,
- Working at Heights,
- Dropped Objects,
- Permit to Work,
- Isolations,
- Training and Development, and
- Supply Chain management.

Operations Standards are evaluated biennially using a rolling audit process (Process Confirmation). The audit outcomes are made available to the appropriate HAES Centre of Excellence for review and follow up. The HAES Legal Compliance Register is reviewed in alignment to the audits to maintain a line of sight to the legal, industry and other references that underpin the Operations Standards.

9 Definitions and Glossary of Terms

Term	Definition
DMS	<i>Document Management System, the Company's central repository of all governing documents including but not limited to Policies, Standards, Procedures, Work Instructions, Forms and templates. The DMS is accessible to all employees issued with an email address and trusted external users, it is accessible via the Company's Intranet</i>
Centre of Excellence	<i>An individual or small team who are deemed by executive management, to represent the High Arctic subject matter expertise. Centre's of excellence exist for the following disciplines: Drilling; Well Servicing; Snubbing; Nitrogen Pumping; Well Control; Maintenance; Accounting; Procurement; Transportation; Human Resource; QHSE; Contracts; Tendering; Document Management and Information Technology, and there may be more – ask your supervisor or consult the HAES Intranet for more information.</i>