



## **CODE OF BUSINESS CONDUCT AND ETHICS**

The Corporate Code of Conduct (the “Code”) for Essential Energy Services Ltd. (“the Corporation” or “Essential”) is intended to guide the activities and actions of all employees, Officers (collectively referred to as “staff”) and Directors of the Corporation and its subsidiaries, to enhance value and to minimize situations where a conflict of interest could arise and where harm to the company and its employees could occur. Every employee has a personal responsibility to comply with the letter and the spirit of this Code.

### **1. Honest and Ethical Conduct**

All staff and Directors shall:

- (a) act honestly and ethically;
- (b) demand professional integrity in the Corporation and business units of the Corporation;
- (c) pursue the elimination of inhibitions and barriers to responsible behaviour, such as coercion, fear of reprisal, or alienation; and
- (d) consistently demonstrate their support for honest and ethical conduct (often referred to as “the tone from the top”).

### **2. Conflicts of Interest**

A “conflict of interest” exists for staff or a Director if his or her personal interests interfere or may be perceived to interfere with the Corporation’s interests. All such conflicts must be immediately declared and the President and Chief Executive Officer as well as the Chief Financial Officer are available to assist any staff member or Director with assessing any such circumstances. In any event, all staff and Directors shall:

- (a) avoid conflicts of interest in relation to their duties and responsibilities with the Corporation;
- (b) promptly disclose any conflict of interest to the President and Chief Executive Officer or the Chair of the Compensation and Governance Committee; and
- (c) when requested by the President and Chief Executive Officer or the Compensation and Governance Committee, promptly terminate any relationship or position which gives rise to either an actual or a perceived conflict of interest.

### **3. Protection and Proper Use of the Corporation's Assets**

The Corporation's information, data, office equipment, tools, vehicles, supplies, facilities and services must be used only for authorized business purposes and used, maintained, accounted for and disposed of properly and with care. Unauthorized removal or destruction of the Corporation's assets is strictly prohibited.

### **4. Confidentiality of Corporate Information**

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Corporation or its customers, if disclosed. Confidential information must not be disclosed unless specific authorization is given to do so or such disclosure is legally mandated. Knowledge of confidential information about another company gained in the course of work duties at the Corporation must be protected in the same manner as confidential information about the Corporation.

Staff and Directors must not speak on behalf of the Corporation unless authorized to do so by the President and Chief Executive Officer. The protocol for determining official spokespersons on behalf of the Corporation is contained in the Corporation's Disclosure and Confidentiality Policy which is available upon request by contacting the office of the Corporate Secretary.

Taking advantage of, or benefiting from, information obtained at work that is not available to the public is not permitted. Friends, relatives or associates must not benefit from such information. Acquiring or disposing of any business interest, including publicly traded securities, whether directly or through another person, where "insider" information is known and not yet publicly disclosed is not permitted.

If staff and Directors are not sure whether information has been publicly disclosed, they should consult with the Information Officer designated in the Policy on Trading in Securities by Directors, Officers and Employees, which is available upon request by contacting the office of the Corporate Secretary, for guidance before engaging in any transaction in any securities of the Corporation. All securities transactions are subject to the Policy on Trading in Securities by Directors, Officers and Employees.

These confidentiality obligations remain in effect beyond termination of employment or Board of Directors appointments with the Corporation or its affiliates.

### **5. Electronic Communications**

Employees are prohibited from participating in internet chat room, social networks or news group discussions on matters pertaining to the activities or securities of the Corporation or any of its related entities. Employees who encounter any negative discussions pertaining to the Corporation or any of its related entities should advise the President and Chief Executive Officer or the Chief Financial Officer immediately.

### **6. Fair Dealing**

All staff and Directors must endeavour to deal fairly with the Corporation's security holders, customers, suppliers, contractors, consultants, and employees, and must not

take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

**7. Avoiding Corruption and Bribery**

All staff and Directors shall abide by all rules governing their relations with governments, government officials, corporate officials and the political process, and avoid any activity that constitutes or might facilitate bribery or corruption. See the Anti-Corruption, Anti-Bribery and Political Compliance Policy.

**8. Preventing Money Laundering, Terrorist Financing and Complying with Sanctions**

All staff and Directors shall comply with laws concerning money laundering and terrorist financing and avoid international trade with countries that are subject to economic sanctions. See the Anti-Money Laundering, Anti-Terrorist Financing and Compliance with Sanctions Policy.

**9. Compliance with Applicable Laws, Rules and Regulations**

All staff and Directors shall:

- (a) comply and advocate compliance with all applicable laws, rules and regulations; and
- (b) take reasonable actions to monitor the compliance by the Corporation and its business units with applicable laws, rules and regulations.

**10. Observance of the Code**

All staff and Directors are personally accountable for learning, endorsing and promoting this Code and applying it to their own conduct and field of work. All staff and Directors may be asked to review this Code and confirm on a regular basis, through written or electronic declaration, that they understand their individual responsibilities and will conform to the requirements of the Code.

Employees with questions about this Code or specific situations are encouraged to refer the matter to their General Manager, Chief Financial Officer, Corporate Secretary, President and Chief Executive Officer or the Chair of the Compensation and Governance Committee.

**11. Reporting of Any Illegal or Unethical Behaviour**

All staff and Directors shall promptly report violations of this Code to the President and Chief Executive Officer or to the Chair of the Compensation and Governance Committee. All reports will be reviewed and, if appropriate, investigated in a discreet, confidential, professional, unbiased and timely manner.

Further, the Corporation has a Whistleblower Policy and procedure which allows for reporting of wrongdoing or suspected wrongdoing regarding questionable ethical, moral, accounting, internal accounting controls and/or auditing matters by confidentially and

anonymously directing any such communication to the attention of the Audit Committee Chair.

**12. Accountability for Adherence to the Code**

Any violation of this Code may result in disciplinary action, up to and including termination of employment.

**13. Amendments and Waivers**

This Code and any amendments to it will be publicly disclosed to the extent required by any applicable law or securities regulation.

Waivers of this Code for employees with the exception of Officers may be granted only by the President and Chief Executive Officer. Any waiver of this Code for Officers or Directors may only be made by the Board or the Compensation and Governance Committee.

**CERTIFICATION**

*I acknowledge that I have read and considered this Corporate Code of Conduct for Essential and I confirm that, to the best of my knowledge and belief, I will comply, have complied and will continue to comply in all aspects with the provisions thereof.*

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

---

[Print Name Here]

---

[Signature]



## **CODE OF CONDUCT AND CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS AND OFFICERS**

### **Introduction to Policy**

Each Director and Officer of Essential Energy Services Ltd. (the “Corporation” of “Essential”) owes the Corporation a fiduciary duty, including the obligation to act honestly and in good faith with a view to the best interests of the Corporation.

This Code of Conduct and Conflict of Interest Guidelines (the “Code”) outlines a framework of guiding principles for Directors and Officers. The accompanying Corporate Code of Business Conduct and Ethics sets out additional general requirements applicable to all Essential employees. As with any statement of policy, the exercise of judgment is required in determining applicability of this Code to each individual situation.

### **1. Conflicts of Interest**

- (a) Directors and Officers shall avoid situations that may result in a conflict or perceived conflict between their personal interests and the interest of the Corporation and situations where their actions as Directors and Officers are influenced or perceived to be influenced by their personal interests.
- (b) In general, a conflict of interest exists for Directors and Officers who use their position with the Corporation to benefit themselves, associates, friends or families.
- (c) Full disclosure enables Directors and Officers to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty arises.

### **2. Compliance with Law**

- (a) Each Director and Officer must at all times comply fully with applicable law and should avoid any situation which could be perceived as improper, unethical or indicative of a casual attitude towards compliance with the law.
- (b) Directors and Officers are expected to be sufficiently familiar with any legislation that applies to their directorship and shall recognize potential liabilities, seeking legal advice where appropriate.
- (c) Each Director and Officer must comply with the laws of each country or other jurisdiction that are applicable to the Corporation’s business and comply with the rules and regulations of foreign, federal, state, provincial and local governments, and other applicable private and public regulatory agencies.

### **3. Outside Business Interests**

- (a) No Director or Officer may hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an Officer or Director in an organization in a relationship with Essential, where by virtue of his or her position in Essential the Director could in any way benefit the other organization by influencing the purchasing, selling or other decisions of Essential, unless that interest has been fully disclosed in writing to the Board.
- (b) A "significant financial interest" in this context is any interest substantial enough that decisions of Essential could result in gain for the Director or Officer.

### **4. Confidential Information and Securities Trading**

Each Director and Officer must comply with Essential's Disclosure and Confidentiality Policy and Essential's Policy on Trading in Securities by Directors, Officers and Employees.

### **5. Entertainment, Gifts and Favours**

- (a) Directors and Officers may not offer or solicit gifts or favours in order to secure preferential treatment for themselves or Essential.
- (b) Gifts and entertainment may only be accepted or offered by a Director or Officer in the normal exchanges common to established business relationships. An exchange of such gifts shall create no sense of obligation. Directors and Officers should disclose to the Chairman of the Board or the CEO any gifts where materiality is questionable.
- (c) When dealing with public officials, Directors and Officers must avoid any activity that is or appears illegal or unethical. The giving of gifts to various government officials is restricted by law. Refer to the Anti-Corruption, Anti-Bribery and Political Compliance Policy. The foregoing does not apply to personal lawful political contributions in Canada.

### **6. Non-Profit and Professional Association**

Essential supports its Directors and Officers who contribute to their communities through involvement with charitable, community service and professional organizations:

- (a) If Directors or Officers use Essential resources for such activities they should only do so in compliance with the Anti-Corruption, Anti-Bribery and Political Compliance Policy and the Corporate Donations Policy.
- (b) Each Director and Officer should ensure that he or she is seen as speaking for the organization as an individual and not as an Essential Director or Officer or spokesperson.

## **7. Use of Essential Property**

Directors and Officers should not make use of Essential property or resources for their own personal benefit or purposes.

## **8. Political Participation**

Directors and Officers engaging in the political process must take care to separate their personal activities from their association with Essential.

## **9. Disclosure**

- (a) Each individual being considered for nomination as a Director of the Corporation must disclose to the Compensation and Governance Committee all interests and relationships of which the Director is aware of at the time of consideration which will or may give rise to a conflict of interest. If such an interest or relationship should arise while the individual is a Director, the individual shall make immediate disclosure of all relevant facts to the Corporate Secretary or the Board Chair.
- (b) If the Board is making decisions that may provide a benefit to a Director's private interests, the Director shall withdraw from the deliberations altogether.
- (c) Disclosure may cure a conflict of interest or allow Essential to appropriately avoid a potential conflict. However, a conflict may be so severe as to only be resolved by the Director's resignation from one or both of the conflicting positions. Each Director agrees that if the Board determines a potential conflict cannot be cured, the Director will resign from the Board.

## **10. Responsibility**

- (a) Each Director and Officer must adhere to the standards described in this Code.
- (b) Any Director or Officer who knows or suspects a breach of this Code must report it to the Board Chair.
- (c) Each Director shall regularly review, sign and deliver to the Board Chair a copy of this Code.
- (d) Each Officer shall regularly review, sign and deliver to the President and Chief Executive Officer a copy of this Code.

## **11. Violation of this Code**

- (a) If the Board determines that a Director or Officer has breached this Code, the Board may sanction the Director or Officer, including asking for the Director's or Officer's resignation.
- (b) Each Director and Officer agrees that when the Board determines that the Director or Officer has violated this Code and request the Director's or Officer's

resignation, the Director or Officer shall resign as a member of the Board, or management, as appropriate

**12. Waivers And Amendments**

Any waiver of this Code may be made only by the Board and will be disclosed as required by law, regulation or stock exchange requirement. Any amendment of this Code will also be disclosed as required by law.

**13. Clarification**

A Director or Officer should seek clarification of the Code policy, where necessary, from the Corporate Secretary or the Board Chair.

*I ACKNOWLEDGE that I have read and considered the Code of Conduct and Conflict of Interest Guidelines for Directors and Officers of Essential and the Code of Business Conduct and Ethics for employees of Essential and agree to conduct myself in accordance with the Code of Conduct and Conflict of Interest Guidelines for Directors and Officers and the Code of Business Conduct and Ethics for Essential.*

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

---

[Print Name Here]

---

[Signature]