

**CODE
OF
BUSINESS
CONDUCT**



INTRODUCTION

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

High Arctic Energy Services is committed to conducting business ethically and legally throughout its organization. High Arctic’s personnel are expected to uphold the highest ethical and business standards no matter where in the world business takes them, even if maintaining 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 High Arctic has developed to assist in conducting business around the world. We expect the suppliers and contractors with whom we do business to embrace similar values and standards.

All directors, officers and employees are expected to be familiar with the Code and apply it in the daily performance of their Company responsibilities. The Code is applicable to High Arctic non-management directors in their capacities as members of the Board. 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.

Nothing in this document constitutes a contract of employment with any individual. 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.

Ethics and integrity questions can be complex. We expect and welcome questions about the Code and its application to your High Arctic responsibilities. Direct any questions to your supervisor, your manager or Human Resources (“HR”).

PURPOSE

To establish High Arctic's policies and procedures regarding the appropriate conduct of business. This Code of Business Conduct is our guide to ethical and lawful conduct in our daily business. It requires all of us, from members of our board of directors to new hires, to adhere to a level of ethical business conduct well in excess of the legal minimum. Our compliance with both the letter and spirit of the Code of Business Conduct is essential to protecting High Arctic's business and reputation.

SCOPE

This policy applies to all employees, consultants, managers, executive managers and directors of High Arctic (hereinafter, "Employees").



INTEGRITY...

We measure success not only by the results we achieve, but how we achieve them.

Every decision we make and every action we take must be driven by the highest sense of business and professional integrity.

The goal of this Code is to inspire you to take integrity beyond words and to ensure you translate it into action. As we face daily and unique business situations, our commitment to integrity requires not only compliance with laws, it also requires that all of us; employees, officers, and directors of the High Arctic act according to the values and beliefs of our Company.

As you read this document, you will learn about these values and beliefs and how to make them an active part of your daily work life.

HOW WILL THIS CODE BENEFIT YOU AND HIGH ARCTIC?

By putting integrity into action every day, we demonstrate respect for the people with whom we interact. The result is a more positive, more trusting work environment, a more unified team, a stronger Company, and ultimately, a Company culture that offers each of us more opportunities to succeed.

This is how High Arctic and you will become the most respected in our chosen business fields.



POLICY AND GUIDELINES

This Code of Business Conduct does not replace any other published rules and policies of High Arctic Energy Services Inc, including other work rules and personal conduct policies. All High Arctic policies and standards are subject to this Code. While this Code of Business Conduct provides guidance and explains what is considered unacceptable behavior, the Code of Business Conduct does not describe every specific act that is unacceptable. If a specific act is missing from the Code, it does not mean that act is acceptable or condoned. Ultimately, we must rely on our judgment about the right thing to do in order to maintain our personal and corporate integrity.

The Code is to be used as a guide for appropriate conduct and to prevent improper conduct. High Arctic Energy Services will not tolerate any conduct that is unlawful or damaging to High Arctic's reputation.

THE CODE OF BUSINESS CONDUCT IS A GENERAL GUIDELINE FOR MAKING CERTAIN THAT:

- A work environment is maintained that promotes the dignity and self-respect of each Employee.
- All Employees are aware of and fully observe the laws and regulations that impact their business activities.
- A standard of behavior is in place that reflects the values and integrity of High Arctic and its Employees.
- High Arctic Energy Services is protected from financial loss and legal liability.



EMPLOYEE RESPONSIBILITIES

All Employees are responsible for reading this entire 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 help Employees deal 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, it is each Employee's duty to contact his/her supervisor or the Human Resources department 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.



MANAGEMENT RESPONSIBILITIES

Managers 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 take into account an Employee's willingness and commitment to comply with this Code when making promotion and other employment decisions.

COMPLIANCE REQUIREMENTS

Employees must work honestly and in good faith. Employment with High Arctic depends on an Employee's ability and willingness to comply with this Code. Adherence to these standards carries the highest priority.



BUSINESS ETHICS AND FAIR DEALING

High Arctic Energy Services is committed to conducting business with honesty, integrity, accountability and fairness.

Each Employee should endeavor to deal fairly with the Company's customers, suppliers, competitors, the public and employees. No Employee should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other dishonest or unfair business practice.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

It is the Company's policy to comply with all applicable laws, rules and regulations. Each Employee must at all times respect and obey the laws, rules and regulations, including insider trading laws, of all jurisdictions in which we operate, and should avoid any situation that could be perceived as improper, unethical or indicate a casual attitude towards compliance with such laws, rules and regulations.

POLITICAL CONTRIBUTIONS, SPONSORSHIPS AND ACTIVITIES

It is High Arctic's policy not to make political contributions to any government official, political party, political party official, election committee or political candidate. All sponsorships of a non-political nature (i.e.: sponsorship of a sports team) and related activities involving High Arctic must be approved in advance by the Chief Executive Officer.

INTERPERSONAL RELATIONSHIPS

High Arctic Energy Services believes that an environment where employees maintain clear boundaries between their personal and business interactions is most effective for conducting business. Individuals in supervisory positions or other influential roles are subject to more stringent requirements due to their access to sensitive information and their ability to influence others. Matters such as hiring, firing, promotions, performance management, compensation decisions, financial transactions, etc. are examples of situations where supervisors in relationships may have, or give the impression of having, an ability to influence or take action for the other employee in the relationship. The Company will take the required steps to avoid situations where there are actual or perceived rewards, advantages or disadvantages.

Please see the **Interpersonal Relationships Policy** for further information.

THE USE OF AND ACCOUNTING FOR COMPANY RESOURCES

All Employees are expected to demonstrate financial integrity in processing travel and expense reports and other financial transactions. Cash or other assets must not be maintained in any unrecorded or off-the-books fund for any purpose. Employees must also ensure that all accounting records accurately and fairly reflect, in reasonable detail, all Company business transactions and all details regarding High Arctic assets and liabilities. Accounting records must be maintained in accordance with generally accepted accounting principles and the financial and accounting policies of High Arctic.

Questionable Payments

The term "questionable payments" are commonly used to describe a broad range of business dealings generally considered to be illegal, unethical or immoral or that reflect adversely on the integrity of the Company. These transactions are usually in the nature of kickbacks, gifts of significant value, bribes or payoffs made to favorably influence some decision affecting a company's business or for the personal gain of an individual. These transactions may result in violation of various laws in Canada or other countries.

It is against HAES policy to make unlawful, improper or other kinds of questionable payments to customers, government employees or officials, or other parties. We do business and sell our products and services on the merits of price, quality and service. We will not offer expensive gifts, bribes or any other kind of payment or benefit to representatives of customers, suppliers, competitors, government or governmental agencies. This applies to any Employee at any level. We expect our Employees to refuse to make questionable payments. In cases where the propriety of a payment is not clear, or the alternatives might be harmful to High Arctic or an Employee, the matter should be approved in advance by the Company's legal counsel and executive management. Our policy on questionable payments includes not only direct actions of the Company, but also forbids indirect actions by agents, distributors, representatives, joint venture partners, or third parties acting on the Company's behalf. Ignoring activity that appears to be questionable is also a violation of Company policy and, in some cases, the law.

EMPLOYMENT OF FAMILY MEMBERS

High Arctic Energy Services allows an Employee's spouse, parents, children and other family members to work for the Company, both during and after the employee's career with High Arctic, provided the employment is in the Company's best interest. All High Arctic hiring decisions will be made strictly on the basis of individual qualifications and in keeping with the **Selection for Employment Policy**. To avoid the possibility or appearance of preferential treatment, the Company will not have one family member placed in a position of influence over another family member.



CONFLICT OF INTEREST

Employees of High Arctic are expected to conduct themselves with personal integrity, ethics, honesty and diligence while performing their duties for the Company. Employees are required to support and advance the interests of the Company and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the Company.

A conflict of interest exists when an Employee's private interest interferes in any way with the interests of the Company or makes it difficult for a person to perform his/her Company work objectively and effectively. Any Employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel.

What are some activities that could represent conflicts of interest?

- Having stock or other ownership or financial interest in a company doing business with High Arctic.
- Serving as a board member of an entity with which High Arctic does business.
- Holding a second job that interferes with your ability to do your regular job.
- Hiring a supplier, distributor or other agent managed or owned by a relative or close friend.

Outside Interests

If you, a member of your family or a close friend have a financial or other interest in a customer, competitor, or supplier's firm, that interest can impact your ability to make impartial decisions on behalf of High Arctic. Employees, officers and directors are prohibited from personally taking an opportunity for business or profit that belongs to High Arctic, or competing with the Company in any way. You must disclose any actual or potential conflicting interests of this nature to your supervisor or, in the case of Executive Management or directors, to the Board of Directors of High Arctic Energy Services Inc.

GIFTS AND ENTERTAINMENT

Modest gifts, favours and entertainment are often used to strengthen business relationships. However, no gift, favour or entertainment should be accepted or given if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence fair judgment. In general, unless you have supervisory approval, you should not provide any gift or entertainment to customers, suppliers or others that you would not be able to accept from a customer, supplier or others under High Arctic's **Conflict of Interest Policy**.

CONFLICT OF INTEREST

Q: *A family member operates an office supply business and I assist with its operation during non-High Arctic business hours. Is this a problem?*

A: This is not a conflict of interest if the family member does not sell supplies to High Arctic and provided that you are not assisting with its operation during Company working hours, and/or using Company supplies or equipment. If there is a possibility that the business could become a High Arctic vendor, you should inform your supervisor of the relationship.

Q: *I have a relative who I'd like to contract to do some work at High Arctic. Since this is a legitimate project that needs to be done, and my relative is trained to do this type of work, is this okay?*

A: Although the work is legitimate, this situation creates the appearance of a conflict. The circumstances of this situation should be raised with your supervisor or manager so that an independent review can be done prior to committing to a contract.

Q: *I am thinking of getting a second job. Do I need to inform or get permission to do so?*

A: High Arctic Energy Services does not prohibit employees from getting a second job; however, your primary work obligation is to High Arctic. Any type of secondary employment (including self-employment) must not interfere with your High Arctic duties. You may not use company time, equipment (including computers) or supplies, to perform a second job. You must also ensure that any secondary job does not create a conflict of interest with High Arctic. High Arctic employees cannot be simultaneously employed in the operation, marketing or building of oilfield services products.

Q: *A vendor with whom we do business has sent me a new set of golf clubs (or any other gift of significant value) as a gift. Must I return the gift?*

A: Yes, return the gift along with a thank you note advising that you cannot accept the gift because it exceeds normal business courtesy.

WHEN FACED WITH A SITUATION, TO HELP YOU MAKE ETHICAL CHOICES, ASK YOURSELF THE FOLLOWING QUESTIONS:

- Is this legal?
- Is it fair?
- Would I want other people to know I did it?
- How would I feel if I read about it in the newspaper?
- How will I feel about myself if I do it?
- What would I tell my child or a close friend to do in a similar situation?



DISCRIMINATION AND WORKPLACE HARASSMENT

In keeping with the **Workplace Non-Harassment Policy**, Employees are forbidden to discriminate against or harass other Employees. Threats, intimidation, harassment, assaults and acts of violence are unacceptable. No Employee is permitted to act in a way that is considered, or could be considered, illegal, abusive or harassing.

It is the responsibility of each member of management to be aware of any behavior or conduct that could be considered workplace harassment or discrimination. Management is also required to enforce these policies and immediately contact the Human Resources department regarding any situation that could be considered workplace harassment or discrimination.

It is the responsibility of each Employee to maintain a work environment free of discrimination and harassment and to report any situation that the Employee believes may be workplace harassment or discrimination to his/her supervisor, his/her department head or the Human Resources department.

It is never acceptable to make statements or engage in conduct that is degrading, offensive, humiliating or intimidating. Even small, apparently innocent, actions can create an environment that may be offensive to others.

Sexual harassment is one form of harassment and can include: unwelcome sexual advances, requests for sexual favors, unsolicited physical contact, propositions, unwelcome flirtations or offensive verbal, visual or physical conduct of a sexual nature.

Examples may include suggestive or lewd remarks, unwanted hugs, touches or kisses. It can also include graphic or visual displays such as posters, pin-ups or electronic pictures, video clips or e-mail messages.

Be alert to your own behaviour. Understand that certain, apparently harmless, actions may still have a negative impact on other individuals and on the overall atmosphere at High Arctic.

Ask yourself these questions:

- Do I make unnecessary physical contact with others?
- Are my jokes, comments or gestures potentially offensive?
- Do I treat people equally, regardless of gender, religion, race, etc.?
- Do I pick on anyone?

If the answer to any is yes, work to correct your actions and/or seek advice as to how to improve.

If you believe you are being treated in a discriminatory fashion or in any other way that violates High Arctic's policy, promptly inform your supervisor or Human Resources.

All reports are taken seriously. Retaliation against an individual for making a report in good faith about these matters will not be tolerated.

DISCRIMINATION AND WORKPLACE HARASSMENT

Q: *A co-worker made degrading remarks about other employees. Some of my co-workers have complained to me about this person. How can we make the person stop?*

A: Consider talking to the co-worker or person making the remarks to let them know that the remarks are contrary to High Arctic's company culture and are considered offensive to you. If the situation does not improve, you should contact your supervisor, manager or the HR department. You should also encourage individuals who experience what they consider degrading or offensive remarks or behaviour to contact their supervisor, manager or the HR department.

Q: *I overheard a co-worker threaten another employee. The employee was upset but was afraid to report the incident. Should I report it?*

A: Report the incident to your supervisor, the HR department or another High Arctic manager immediately.

Q: *Someone put a joke up in the lunchroom/doghouse. My co-workers and I found it offensive, but when we complained to our supervisor, we were told we were "too sensitive". What can we do?*

A: Your supervisor was wrong to ignore the complaint. Report the incident to the HR department or another High Arctic manager.

Q: *What should I do if I see a potentially violent situation developing at work?*

A: If you see or hear any act that is threatening or carries a potential for violence, call your supervisor, the HR department or other High Arctic manager. Act immediately.



HEALTH, SAFETY AND PROTECTION OF THE ENVIRONMENT

The health and safety of all our Employees and the safe operation of our equipment are principal objectives of High Arctic Energy Services Inc. We are committed to providing safe and healthy places of employment and will follow operating practices that eliminate or minimize exposure to hazardous or unhealthy conditions. The success of our health and safety efforts depends on the cooperation, support and active involvement of all Employees. Each Employee is responsible for working safely and complying with all safety regulations and procedures at all times.

Employees should refer to the **Corporate Safety Policy** and to the **Health, Safety and Environment Manual** for specific information on safety standards. Questions or concerns should be reported immediately to a supervisor or to the Health, Safety and Environment (“HSE”) department.

High Arctic Energy Services is committed to safeguarding the environment and conducting our business in a manner designed to comply with all applicable environmental laws and regulations.

Please refer to the **Environmental Protection Code of Practice** for further information.

Q: *My supervisor asked me to skip some required procedural steps in order to make a deadline. What should I do?*

A: Do not skip any steps in a procedure. No matter who asks you to do something, if you know it is wrong, do not do it. If you are uncomfortable talking to your supervisor about the situation, contact your department manager or the HSE manager.

Q: *We are supposed to report injuries, job-related illnesses and accidents, but sometimes I think my symptoms are too minor to report. Is reporting really important?*

A: Information can be vital to prevention. Reporting accidents, as well as any job-related illness or symptom, can help determine the steps necessary to prevent future problems or accidents. Report all near-misses, job-related illnesses and accidents immediately to your supervisor and to the HSE department.

Q: *I know we are supposed to report all injuries, job-related illnesses and accidents, but part of my supervisor’s HSE bonus depends upon his/her safety rating. What does the Company actually want?*

A: Immediately report all injuries, job-related illnesses and accidents to your supervisor and to the HSE manager. Incidents are investigated and assessed for risk and the proper controls will be implemented to reduce the risk of re-occurrence. High Arctic’s main priority is the safety of its personnel. The information you provide is vital to this process.

PROHIBITED ITEMS

The use, sale, possession or distribution of illegal drugs, alcohol, unauthorized firearms, weapons or the improper use of prescription drugs by Employees is strictly forbidden while on High Arctic Energy Services premises, in High Arctic Energy Services vehicles, or conducting High Arctic Energy Services business. For further information, please refer to the **Substance Abuse and Firearms Policy**.

Q: *I've just arrived at work and have noticed that my co-worker looks like he/she is under the influence of alcohol or drugs. What should I do?*

A: Take a moment to observe the actions and behaviours of your co-worker that are causing you concern, so that you can describe the situation. Next, immediately notify the nearest supervisor or the HSE or HR department and inform them of your concern and the specific observed behaviours and actions that caused you to bring the matter to their attention.

Q: *What if I'm not on call but I am asked to come in to work for an emergency or for some other urgent reason and I've just returned from a party where I've been drinking?*

A: The Substance Abuse and Firearms policy applies and you should inform the person making the request of the situation and of the fact you cannot work. The intent of the policy is to keep High Arctic's people and work locations safe.



CONFIDENTIAL, COPYRIGHTED AND PROPRIETARY INFORMATION

Employees may know confidential information concerning High Arctic business, including customers, suppliers, business contacts, Employees or technical operations. Employees must keep this information confidential during and after their employment with the Company. Personal information relating to High Arctic customers, suppliers, business contacts or Employees must be treated in accordance with High Arctic Energy Services' **Confidentiality Agreement** and **Employee Data Policy**.

Generally, any information stored by and/or processed by High Arctic Energy Services is proprietary information. This confidential information includes computerized data, methods, techniques and documentation relating to High Arctic's computing services, developed software and third-party software.

Employees must be aware of their responsibilities regarding access to High Arctic Energy Services' computer systems, and the access, use and disclosure of confidential information. Confidential and proprietary information must be used for Company purposes only; never for personal gain. High Arctic prohibits Employees from releasing or misusing any confidential and proprietary Company information.

High Arctic Energy Services Inc. does not allow its Employees to copy or distribute copyrighted material.



CONFIDENTIAL, COPYRIGHTED AND PROPRIETARY INFORMATION

Q: *What is proprietary information?*

A: Proprietary information, or trade secrets generally refers to information that a company uses in its business to preserve a competitive advantage. This includes business plans, pricing and discounts, customer information, supplier information, inventory costs, technical data or drawings, computer programs, financial data, etc. Proprietary information must be protected from unauthorized disclosure.

Q: *If I find some confidential documents in a copier or in a conference room, what should I do?*

A: Though it might be tempting, do not read the documents. If you cannot locate the owner, turn the documents over to your supervisor. Do not leave the documents in the copier or in the conference room and do not throw them away.

Q: *An employee of a competing oil and gas services company has asked if I could provide them with some confidential information about High Arctic (i.e.: customer listing, co-worker contact info or technical information etc.). Would it be okay to do this?*

A: No, it is not acceptable to provide anyone, whether a competitor or not, with confidential information. This is a clear breach of the Confidentiality Agreement. You should tell the person that you would be risking your position with High Arctic and could face legal actions if you were to provide such information. If the person continues to pressure you for information, inform your supervisor of the situation immediately.



ELECTRONIC COMMUNICATIONS, SOFTWARE AND SOCIAL MEDIA CONTENT

High Arctic Energy Services' technological resources are Company assets and should be used by Employees only in pursuit of High Arctic Energy Services' business. While limited use of these resources for personal purposes is acceptable, Employees should not expect their use of these resources to be private or confidential, including their use of voicemail and e-mail. High Arctic may access these technological resources at any time and may disclose the information to law enforcement or other third parties without prior consent of the sender or the recipient.

Employees are forbidden from engaging in the following activities utilizing the Company's technological resources:

- Sending e-mail or other communications that mask the sender's identity.
- Using another Employee's password to access any technological resources.
- Sending or saving offensive material (refer to the **Workplace Non-Harassment Policy** for further information on offensive material).

Only fully licensed software approved and purchased by High Arctic is allowed to be installed on your computer system. Contact the Information Technology ("IT") department if you have any questions or concerns about acceptable software. Please refer to the **Acceptable Systems Usage Policy** for further information.

Employees are personally responsible for the content of online posts when using social media tools such as Facebook, Twitter, personal blogs and websites, etc. Employees have a responsibility to ensure that they are mindful of the importance of not damaging the Company's reputation, commercial interests and/or bringing High Arctic into disrepute during social media engagements.

Employees are advised that whether entries are posted on social media tools at the office or on their own time, if those entries harm the reputation of High Arctic Energy Services, its employees, its contractors, its partners, its competitors and/or other business related individuals or organizations or cause a poisoning of the workplace, High Arctic has a legal right to take the appropriate disciplinary actions.

Please refer to the **Social Media Policy** for further information.

Q: *I had a rough day at work and was disciplined by a member of High Arctic management for an incident that happened. I felt it was unfair and ranted about the Company (or member of High Arctic management) on Facebook. Was it acceptable to do so?*

A: It is unacceptable to post disparaging comments about the Company and/or co-workers using a Social Media tool. If you feel that the discipline you received was unfair, talk to your supervisor or the HR department about the reasons why.

EXTERNAL COMMUNICATIONS

Employees may be contacted by the media, government representatives or legal counsel representing other companies, government agencies, or individuals in connection with investigations that concern High Arctic Energy Services Inc., its businesses, clients, Employees, or suppliers. While High Arctic cooperates with all reasonable requests from government agencies and authorities, all requests for information should be reported to the Chief Financial Officer (“CFO”) immediately. An Employee who is contacted should decline to respond and should refer the requester to the CFO.

The CFO’s guidance should be received before responding to any request, and all responses must be coordinated through the CFO. All information provided should be truthful and accurate. Employees must never mislead any investigator and must never modify or destroy documents or records in response to an investigation. For further information please refer to the **Corporate Disclosure Policy**.

Q: *I received a call asking for a reference for a former co-worker. What should I do in a case like this?*

A: Employees can give personal references for co-workers for non-employment matters (i.e.: applying for a program of study or adopting a child). If the questions involve employment topics or evaluation of performance, refer the call to HR or to the Payroll department.

Q: *I received a call from the local newspaper asking for a comment about some of our recent activities (i.e.: new contracts, work incident etc.). Can I tell them about these activities?*

A: You should not answer any questions about High Arctic business from reporters, analysts or anyone else outside the Company. Refer calls to the CFO. They will determine the nature of our Company response and contact you if your involvement is required.



TRADING RESTRICTIONS (INSIDER TRADING) AND DISCLOSURE OF INFORMATION

It is illegal under securities laws for Employees who are in possession of material, non-public information to trade in securities of the Company until two days following the issuance of a news release disclosing the material information.

Any Employee who is contemplating trading High Arctic units, and is uncertain as to whether or not they are in possession of material, non-public information, should contact the CFO. For further information please refer to the **Corporate Disclosure Policy**.

Q: *In the course of my job I've learned that one of our customers will soon be getting a large contract. Can I buy the stock of this customer?*

A: Not unless the information is available to the general public. Otherwise, it could be considered insider trading and your purchase could lead to civil or criminal penalties.

Q: *I have access to our earnings information before it is released. A close friend who is also an employee was curious about the numbers. She knows I cannot say anything directly, but if she asks me for hints about profits, can I give her a vague idea?*

A: Disclosures of any type are inappropriate. This includes general statements, hints, gestures, or confirmation of a guess. It is improper to ask or to divulge such information before it is publicly released.

DOCUMENT RETENTION

Employees must comply with the Quality Management Systems **Quality System Management Policy 02** and department-specific document retention guidelines to ensure that any applicable laws and regulations are met. Each Employee should become familiar with and adhere to these guidelines. Additionally, when litigation or an investigation is pending, Employees are prohibited from modifying or destroying relevant documents or records, including Employee personnel files and electronic records. An Employee who has any doubt about the legality or propriety of modifying or destroying any document or record should contact his/her supervisor or the Quality Assurance department before proceeding.

REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR

We have a strong commitment to conduct our business in a lawful and ethical manner. Employees 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 any laws, rules, regulations or this Code.

We prohibit retaliatory action against any Employee who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

Q: *Will I get in trouble if I report something that I think is inappropriate but I am not entirely sure about?*

A: *No, it is every Employee's responsibility to report any possible violations of the Code. If you are unsure, but have a good faith suspicion that something is wrong, please report it - you will not be subject to disciplinary actions.*

COMPLIANCE PROCEDURES

This Code cannot, and is not intended to, address all of the situations Employees may encounter. There will be occasions where Employees are confronted by circumstances not covered by policy or procedure and where judgments must be made as to the appropriate course of action. In those circumstances Employees are encouraged to use common sense, and to contact their supervisor, manager, Human Resources or the Chief Financial Officer for guidance.

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

Q: *Am I expected to understand everything that is addressed in the High Arctic Energy Services Code of Business Conduct?*

A: You are expected to understand and abide by the Code. You are expected to seek guidance about issues that you are uncertain of. The Code cannot address every circumstance or situation that you may encounter. When in doubt - ask.



High Arctic Energy Services
“Where the people make it happen”

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