

## INTRODUCTION

At NuVista, we have always recognized the value of growing and developing trusting relationships with our employees, contractors, vendors, landowners, investors and the community at large. These relationships are based on integrity and trust and our commitment to maintaining high ethical standards throughout our day-to-day dealings with others.

For NuVista's excellent reputation to be maintained, we require the highest standards of professional and ethical conduct from all of our employees and contractors ("employees and service providers"). This Code reflects our commitment to a culture of honesty, integrity, respect and accountability and outlines the basic principles and policies with which all employees and service providers are expected to comply. NuVista demands the highest level of personal conduct from all employees and service providers.

For NuVista's success to continue, not only must we do what is required by law but we will also do what is "right". The test for this is simple, ask yourself if there is any reason you would not want a co-worker, an associate, a neighbor or the government to be fully aware of your conduct and motives? Is anyone's life, health or safety, or the environment endangered by the action? If these questions cannot quickly be answered no, then you need to re-think your actions and talk to a supervisor. If there is any confusion with regards to complying with both the letter and the spirit of our policies and all applicable laws and regulations, you are expected to seek guidance.

Please read this Code carefully. While it takes time to build a reputation of trust and integrity, a single thoughtless or unethical act can destroy what we have carefully built over years.

### **Management Commitment**

NuVista's management is committed to living up to high standards of ethical behavior and integrity. This Code has been read, discussed and adopted by all of our Officers. We believe that effective corporate governance begins with a strong Board of Directors, able to act independently. Our Board of Directors consists of a majority of outside, independent directors all of whom have read and committed to this Code.

Every day, decisions are made in the conduct of our business. As individuals, we are all accountable for making the right decisions for the right reasons. This Code provides guidance for our decisions

## COMMITMENT AND RESPONSIBILITIES

### **To Our Employees and service providers**

NuVista is committed to treating all employees and service providers with dignity, respect and fairness. We will value and respect their rights and their contribution to our success. We will provide compensation and benefits that are fair and competitive with our peers.

Our top priority to our employees and service providers is providing a safe and healthy workplace. We must all take responsibility for knowing the health and safety rules that apply to the tasks we perform and for taking the appropriate precautions to protect ourselves and our fellow employees and service providers from accidents, injury or unsafe conditions. From time to time, NuVista will implement specific and extraordinary safety and health protocols, rules and restrictions to ensure a safe and healthy work environment for all employees and service providers. Each service provider is responsible for working safely and complying with all safety rules and protocols at all times. Accidents, injuries, unsafe equipment, practices or conditions need to be reported immediately. NuVista will regularly monitor and review its safety performance and strive for continual improvement.

We value the diversity of our employees and service providers and are committed to providing equal opportunity in all aspects of employment. Conduct that makes someone feel uncomfortable or unwelcome will not be tolerated. Employees and service providers are encouraged to speak out if they have concerns with regards to their workplace environment and report harassment, whether verbal, physical or visual, when it occurs.

## **To Business Integrity**

NuVista is committed to conducting all of its affairs with honesty, integrity and fairness and expects the same from all of its business partners.

We will deal honestly and fairly with our suppliers, contractors, fellow employees and competitors. We will not take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of confidential information, misrepresentation of material facts or other dishonest or unfair practices.

## **Accuracy of NuVista's Records and Reporting**

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. NuVista's production and accounting records are relied upon to produce reports for NuVista's management, shareholders, creditors, government 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 our system of internal controls.

All employees and service providers have a responsibility to ensure the accuracy and completeness of records, reports and communications and the appropriateness of classification of transactions as to accounts, departments or accounting periods. All transactions must be supported by the appropriate documentation and comply strictly with prescribed accounting policies, audit procedures and other such controls. We will never destroy or alter documents or records so as to hide the documents or our actions.

NuVista believes in open access for its auditors and independent engineers to all of its documents and records and full and open communication with its auditors and independent engineers with respect to their engagement.

Business records and communications often become public through legal or regulatory investigations or the media. This applies to e-mail, voice mail or memos and hence employees and service providers should avoid recording inappropriate notes or comments that would embarrass them or NuVista should they be made public.

## Conflicts of Interest

As employees, we must never let our personal interests interfere with, or appear to interfere in any way with, the interests of NuVista and/or our ability to perform our work effectively. The ability to make objective business decisions can be compromised if employees have personal interests that conflict with NuVista's interests. Conflicts of interest may also arise when an employee, officer or director, or a member of their family, receives improper personal benefits as a result of their position in NuVista. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between NuVista and any other organization in which you or a family member have an interest.

Employees, officers and directors are prohibited from taking for themselves opportunities that arise through the use of NuVista corporate property, information or position and from using corporate property, information or position for personal gain.

NuVista is engaged in the oil and gas business. In general, the private investment activities of employees, directors and officers are not prohibited, however, should an existing investment pose a potential conflict of interest the potential conflict should be disclosed to the Chair of the Board of Directors, Chief Executive Officer or the Board of Directors. Any other activities of employees which pose a potential conflict of interest should also be disclosed to the Chief Executive Officer or the Board of Directors. All such potential conflicts of interests will be dealt with openly with full disclosure of the nature and extent of the potential conflicts of interests with NuVista.

It is acknowledged that employees, officers and directors may be directors or officers of other entities engaged in the oil and gas business, and that such entities may compete directly or indirectly with NuVista. Passive investments in public or private entities of less than one per cent of the outstanding shares will not be viewed as "competing" with NuVista. Any director, officer or employee of NuVista who is a director or officer of any entity engaged in the oil and gas business shall disclose such to the Chief Executive Officer or the Board of Directors. Any director, officer or employee of NuVista who is actively engaged in the management of, or who owns an investment of one per cent or more of the outstanding shares, in any public or private entity shall disclose such to their supervisor or to the Human Resources Manager and the information will be discussed with the Chief Executive Officer to ensure the appropriate controls are put in place (if required). For officers, if an internal NuVista approval decision is required which involves dealings or contracts with a company where an officer involved in the decision owns greater than 1% of the shares in that company; the executive shall disclose this to the Chief Executive Officer. The Chief Executive Officer will make the decision to exclude the executive from the discussion and decision, if required. For the Chief Executive Officer, the same rules apply except that disclosure is to the executive team and the Chair of the Board of Directors. The Chair of the Board of Directors will then decide if the Chief Executive Officer is to be recused from the decision. In the event that any circumstance should arise as a result of such positions or investments being held or otherwise which in the opinion of the Board of Directors constitutes a conflict of interest which reasonably affects such person's ability to act with a view to the best interests of NuVista, the Board of Directors or the Chief Executive Officer will take such actions as are reasonably required to resolve such matters with a view to the best interests of NuVista. Such actions, without limitation, may include excluding such directors, officers or employees from certain information or activities of NuVista.

This Code is reviewed as necessary and any amendment to this Code will be disclosed as required. Final approval is required by the Board of Directors. Employees and Service Providers are required to review and acknowledge compliance of the Code on an annual basis.

## **Confidentiality**

In the normal course of our business, employees and service providers may become aware of confidential information. Confidential information includes non-public information of a proprietary, technical, business, or financial nature. Confidential information may be our own or may be information from partners, or business associates. In all cases, employees and service providers must not disclose confidential information to any person outside of NuVista unless authorized to do so and must take reasonable care to protect confidential information from theft or unauthorized access. Employees and service providers are obligated to preserve the confidentiality of information entrusted to them even after they leave NuVista, except when disclosure is authorized or legally mandated.

## **Privacy**

In conducting our business, NuVista needs to maintain records and information about its employees and service providers, vendors, landowners, unitholders and other business associates. We comply with both the letter and the spirit of all privacy laws, rules and regulations applicable to our business. We collect and use only personal information that is necessary for us to administer our business effectively, efficiently and in a safe and reliable fashion. This information is only for the appropriate internal use of NuVista and will not be shared or used for other purposes unless permitted or required by law.

## **Insider Trading**

The market price of NuVista's shares or other securities is based on public knowledge about our results and prospects. The markets rely on all participants having equal access to all public information. As employees, from time-to-time, we may have material knowledge about NuVista or another company that we do business with, that has not yet been disclosed to the general public. Insider trading legislation prohibits individuals from trading on this information, or providing this information to others. NuVista's directors, officers and employees are required to comply with NuVista's Disclosure Policy which addresses insider trading.

## **Protection and Proper Use of NuVista's Assets**

We are each entrusted with NuVista's assets that we must protect from loss, damage, misuse or theft. NuVista's assets may only be used for legitimate business purposes and may never be used for illegal purposes. The obligation to protect NuVista's assets is not limited to physical assets but extends to proprietary information. Proprietary information includes any information that is not generally known to the public, or would be helpful to our competitors, or harmful to our competitive positions.

## **Use of IT - Electronic Equipment, Data and Software**

NuVista provides computers, electronic equipment, mobile devices, internet access, software and electronic data to assist employees and some contractors in their work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. NuVista has a formal Information Technology Policy with regard to the use of computers and information technology equipment. All employees and service providers who use such computers and information technology equipment have signed the Information Technology Policy and are expected to maintain awareness and compliance. Violation of these policies may result in disciplinary actions up to and including termination of service with NuVista.

## **Compliance with Laws, Rules and Regulations**

NuVista requires compliance with both the letter and the spirit of all laws, rules and regulations applicable to our business, including those relating to anti-competition, corrupt practices, insider trading, employment and environmental, health and safety matters. Such compliance is critical to our reputation and continued success. All employees and service providers must respect and obey the laws of all jurisdictions in which we operate. Failure to comply with this Code will result in disciplinary action which may include termination of service with NuVista.

## **Compliance with Competition Laws**

NuVista believes in fair and open competition, and strictly adheres to the requirements of competition laws. These laws generally prohibit collusion between firms and other unfair business conduct that would lessen competition.

## **Compliance with Employment Laws, Human Rights and Discrimination**

NuVista is committed to ensuring compliance with applicable laws, regulations, and industry standards. Our employees and service providers are required to perform their duties with integrity, honesty and in accordance with the highest ethical standards prevalent in the business community. Such standards include that NuVista values diversity, inclusion and respect in every aspect of our business and every level of our organization. NuVista is committed to providing equal opportunity, without discrimination. We do not discriminate on the basis of gender, gender expression, family status, national or ethnic origin, colour, age, religion, disability, sexual orientation, marital status or any other characteristic protected by law. Abusive, discriminatory, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Employees are encouraged to speak out when a co-worker's conduct makes them uncomfortable, and to report harassment or workplace violence when it occurs. Please refer to our whistleblower section in NuVista's Disclosure Policy for the process to make an anonymous complaint.

Our directors, officers, employees, service providers, suppliers and contractors are required to comply with all applicable laws including Canada's (and its Provinces) prohibitions on child labour, forced labour, human trafficking and slavery as well as respecting laws pertaining to human rights, labour rights, freedom of association, collective bargaining and working hours.

## Compliance with Environmental Laws

NuVista takes its responsibility to conduct its business in a safe and reliable manner with respect for the environment very seriously. NuVista will strictly comply with all environmental legislation in all aspects of our work. NuVista will monitor its environmental performance and will look for ways to reduce and prevent waste, emissions, spills and other releases from our operations so as to minimize, wherever possible, our impact on the environment.

## Gifts and Entertainment

The exchange of gifts and entertainment is a common practice in most business communities and is designed to develop and foster goodwill among business partners. Accepting gifts and entertainment can cause problems when they compromise, or appear to compromise, our ability to make fair and objective business decisions. No gift or entertainment should be accepted, or offered, if it will unfairly influence a business relationship.

There are many factors that influence whether a gift or entertainment is normal and customary. Gifts or entertainment should be moderate, reasonable and in good taste, be of a style or value commonly accepted for business occasions and should not be unusual for the recipient's job or community. The exchange must create no obligation or sense of obligation and should occur infrequently.

Business entertainment can present situations where discretion is required since some commonly accepted business invitations can include recreational opportunities or event tickets that are of significant value. In these cases, the recipient should ensure that there is a valid business development reason for attending and that there will be representation from other business executives at the event. If the invitation is for an event where the value being received may be significant, your supervising officer (usually your VP) approval is required, or in the case of the Chair of the Board of Directors or the Chief Executive Officer, approval by the Chair of the Corporate Governance & Compensation Committee of the Board of Directors. Generally, air travel and overnight accommodation or other similar significant costs cannot be accepted or must be self-paid. If there is a direct and valid business need for you to be at the event, your supervising officer may approve your attendance and these costs can be submitted on an expense account for payment by NuVista. In the event the business driver is less direct at the discretion of your supervising officer, these expenses must be self-paid by the employee.

## Social Media Sites

We ask all employees and service providers to use best judgement when posting personal opinions on social media that could be reflected back onto or directed at NuVista.

## Political Activities and Contributions

We respect and support the right of our employees to participate in political activities of their choice provided that their involvement is kept separate from their role as an employee. Employees must take care to represent their views as their own and not NuVista's. These activities should not be conducted on NuVista time or involve the use of any company resources such as telephones, computers or supplies unless specifically approved by an officer of NuVista.

There are laws and regulations pertaining to political contributions made both in dollars and in "kind". Where NuVista deems appropriate, it may occasionally choose to make such contributions but only when authorized by the Chair of the Board of Directors or the Chief Executive Officer, and only when the contribution is legal and appropriate for corporations such as NuVista.

## **Payments to Domestic and Foreign Officials**

We will not make payments of any sort to government officials to obtain a favourable decision or to attract or retain business. We will comply with the laws of Canada and other jurisdictions in which NuVista may operate prohibiting improper payments to domestic and foreign officials. While these laws permit "facilitating" payments, NuVista's policy is to avoid such payments. Violation of this policy may result in disciplinary actions up to and including termination of service.

## **Reporting of Illegal or Unethical Behaviours or Accounting Related Complaints**

Employees and service providers 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 any concerns they have about violations of laws, rules, regulations or this Code or in relation to any questionable accounting, auditing or financial reporting. Reference is made to our whistleblower section in NuVista's Disclosure Policy as to an available procedure for the submission of matters through a confidential, anonymous process. NuVista will not allow any retaliatory action against any service provider who, in good faith, reports a possible violation or concerns.

## **Compliance Procedures**

This Code 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 this policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances you are encouraged to use your common sense and to contact your supervisor, manager or other appropriate person for guidance. In all circumstances, staff can contact any member of our Executive team, including the Chief Executive Officer, if the matter cannot be discussed with a supervisor or manager. Reference is made to our whistleblower section in NuVista's Disclosure Policy as to an available procedure for the submission of matters through a confidential anonymous process. Any waiver of this Code for an employee or service provider may only be granted with CEO approval, except in the case of a waiver of this Code for the CEO whereby Board approval is required, and will be disclosed as required by law, regulation, or stock exchange. Any situation where it is determined that an employee or service provider did not abide by this Code will be reviewed and necessary and reasonable measures will be taken.

Last revised on October 27, 2022

Approved by NuVista Energy Ltd. Board of Directors on November 8, 2022