



## **ATHABASCA OIL CORPORATION**

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

Athabasca Oil Corporation (**Company**), with its subsidiaries (collectively **Athabasca**), will adhere to responsible ethical standards in all of its activities, and all of Athabasca's directors, officers, employees and consultants (collectively, **Athabasca Personnel**) are expected to maintain these standards.

Athabasca and all Athabasca Personnel shall comply with the letter and spirit of all laws and regulations applicable to Athabasca's activities. A concern for what is right and ethical must underlie all business decisions.

Ignorance of the law is not, in general, a defence should a law be contravened. Moreover, agreements or arrangements need not necessarily be in writing to be contrary to the law since it is possible for a contravention to be inferred from the conduct of the parties. Accordingly, Athabasca Personnel must ensure that their conduct is not and cannot be interpreted as being in contravention of laws governing the affairs of Athabasca in any jurisdiction where it conducts its activities.

In view of the ever-increasing complexity of the law affecting business activity, whenever Athabasca Personnel are in doubt about the application or interpretation of any legal requirement, the advice of the chair (**Chair**) of the board of directors (**Board**) or if that is not satisfactory, Athabasca's General Counsel should be sought.

#### **Discrimination and Harassment**

1. Athabasca believes that Athabasca Personnel must be treated fairly without discrimination by reason of race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status or physical handicap.

#### **Health and Safety**

2. No business operation should be undertaken or be considered effective or complete without proper attention to safety, health and the environment.

#### **Competition and Fair Dealing**

3. Athabasca seeks to outperform its competition fairly and honestly. It will seek competitive advantages through superior performance, but never through unethical or illegal business practices.
4. Athabasca Personnel shall not use their status with Athabasca to obtain personal gain from those doing or seeking to do business with Athabasca.
5. Athabasca Personnel shall not furnish, on behalf of Athabasca, expensive gifts or provide excessive benefits to other persons. At times, Athabasca's suppliers may offer gifts, including

entertainment. While gifts of cash are never acceptable, Athabasca Personnel may accept nominal gifts on behalf of Athabasca. Acceptable gifts or entertainment are limited to entertainment and sporting event tickets, dinners with clients, customers or suppliers having a value that is reasonable in the circumstances. If in doubt, consult the Chair, the CEO or General Counsel for advice in this regard.

#### **Payments to and dealings with Government Officials**

6. The direct or indirect use of Athabasca's funds, goods or services as contributions to political parties, campaigns or candidates for election to any level of government requires approval of the Board.
7. All dealings between Athabasca Personnel and public officials are to be conducted in a manner that will not compromise the integrity or impugn the reputation of any public official or Athabasca.

#### **Conflicts of Interest**

8. Athabasca Personnel who become involved in a situation in which their personal interests conflict or might conflict with their duties to Athabasca must immediately report the circumstances to the Chair, the CEO or the General Counsel.
9. Athabasca Personnel have an obligation to promote the best interests of Athabasca at all times. They should avoid any action that may involve a conflict of interest with Athabasca. Athabasca Personnel should not have any undisclosed, unapproved financial or other business relationships with suppliers, customers or competitors that might impair the independence of any judgement they may need to make on behalf of Athabasca. Conflicts of interest would also arise if a director, officer, employee or consultant, or a member of his or her family, receives improper personal benefits as a result of his or her position with Athabasca.
10. Where conflicts of interest arise, Athabasca Personnel must provide full disclosure of the circumstances to the Board and not be involved in any related decision-making process.
11. Athabasca Personnel must also avoid apparent conflicts of interest, which occur where a reasonable observer might assume there is a conflict of interest and, therefore, a loss of objectivity in their dealings on behalf of Athabasca.

#### **Protection and Proper use of Athabasca's Assets**

12. Athabasca Personnel are responsible for protecting Athabasca's assets, and senior management, with oversight from the Board, is responsible for establishing and maintaining appropriate internal controls to safeguard Athabasca's assets against loss from unauthorized use or disposition.

#### **Record Keeping**

13. Athabasca's books and records must reflect in reasonable detail all of its business transactions in a timely, fair and accurate manner in order to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles and applicable law. All assets and liabilities must be recorded as necessary to maintain accountability

for them. All business transactions must be properly authorized and transactions must be supported by accurate documentation in reasonable detail and recorded properly.

14. No information related to Athabasca or Athabasca Personnel may be concealed from Athabasca's external auditors, the Board or the Audit Committee. In addition, it is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing Athabasca's financial statements.

### **Confidentiality**

15. Certain of Athabasca's records, reports, papers, devices, processes, plans, methods and apparatus are considered by Athabasca to be confidential information, and Athabasca Personnel are prohibited from revealing such matters except as may be allowed under Athabasca's Trading and Blackout Policy. Confidential information includes, but is not limited to, technical information, results, observations, analyses, compilations, evaluations, assessments, business or commercial data or plans and investor related data. The term "confidential information" relates to the underlying nature of the information, covering both oral and written information, and is independent of the medium on which the information is stored. It thus covers information stored on paper, various magnetic media, computer, microfiche or any other medium.
16. Subject to any additional obligations or restrictions contained in any agreement between Athabasca and the applicable party, during the course of employment in the case of employees, the term of the consulting contract with Athabasca in the case of consultants and during their term as directors or officers in the case of directors and officers of Athabasca and for period of one year thereafter, officers, employees and consultants shall not use for their own financial gain or disclose for the use of others, confidential information, obtained as a result of their position with Athabasca.
17. Speculation in business, shares and other securities, land or other ventures of any kind on the basis of confidential information obtained in the course of a director's, officer's, employee's or consultant's duties with Athabasca is prohibited. This includes but is not limited to shares or securities of any company that Athabasca is evaluating or is studying as a possible acquisition or joint venture partner or with whom a major contract may be concluded. Use or disclosure of such information can result in civil or criminal penalties, for both the individuals involved and Athabasca

### **Insider Trading and Reporting**

18. Athabasca Personnel must strictly adhere to the terms outlined in Athabasca's External Communications and Trading and Blackout Policies to ensure compliance with applicable securities laws governing trading in securities of Athabasca while in possession of material non-public information concerning Athabasca, and tipping or disclosing material non-public information to outsiders and to avoid embarrassment by preventing the appearance of improper trading or tipping.
19. As a publicly traded company, the Company has an obligation to comply with the rules relating to disclosure of material and price sensitive information under the relevant securities legislation and the rules and guidance of the Toronto Stock Exchange.
20. In accordance with the Company's disclosure obligations, all financial communications and reports must contain full, fair, accurate, timely and understandable disclosure and be delivered in

a manner that facilitates a high degree of clarity of content and meaning so that readers and users will be able to accurately determine their significance and consequence. All directors, officers, employees and consultants who are responsible for the preparation of Athabasca's public disclosure, or who provide information as part of the process, have a responsibility to ensure that such disclosure is prepared and information is provided honestly, accurately and in compliance with Athabasca's disclosure controls and procedures.

21. In accordance with External Communications and Trading and Blackout Policies, any director, officer, employee or consultant in possession of material information must not disclose such information before its public disclosure and must take steps to ensure that the Company complies with its timely disclosure obligations.

### **Compliance with Laws**

22. Athabasca and Athabasca Personnel must respect and obey the laws of the jurisdictions in which it operates, including all copyright laws and any other laws applicable to the use of computer software, hardware and related materials, as well as with any and all contracts entered into by Athabasca with suppliers or licensors of computer software, hardware and related materials.

### **Compliance Procedures**

23. It is the responsibility of Athabasca Personnel to bring to the attention of Athabasca knowledge of any situation that might adversely affect Athabasca's reputation. Athabasca Personnel are encouraged to report, verbally, or in writing any evidence of improper practice of which they are aware. As used here, the term "improper practice" means any illegal, fraudulent, dishonest, unsafe, negligent or otherwise unethical action by a director, officer, employee or consultant.
24. Any waiver of this Code for Athabasca Personnel 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 be disclosed as required by law.

Athabasca Personnel are responsible for abiding by this Code. This includes individuals responsible for the proper supervision of, and to detect and report a violation by, their subordinates. Athabasca Personnel are encouraged to report violations of this Code to the Chair of the Audit Committee of the Board pursuant to the Whistleblower Policy adopted by the Board (which provides for the reporting of violations on a confidential basis). Violations of this Code will result in remedial action commensurate with the severity of the violation. This action may include disciplinary measures up to and including termination for cause in the case of a director, employee or officer or termination of the consulting contract in the case of a consultant and, if warranted, legal proceedings. If determined appropriate, a matter may be referred to the appropriate authorities.

**SCHEDULE "A"**  
**ACKNOWLEDGEMENT AND AGREEMENT**

**Athabasca Oil Corporation (the "Company")**  
**Code of Business Ethics and Conduct**

All Athabasca Personnel shall file annually a signed, written certificate, affirming that they have read, understood and complied with this Code as follows:

I ACKNOWLEDGE that I have read, considered and understand the Code of Business Conduct of the Company and I agree to conduct myself in accordance with the Code as it applies to me and my responsibilities at Athabasca.

I undertake to affirm in writing, at least annually during the term of my employment, that I have read, understood and complied with the most recent version of the Code of Business Ethics and Conduct.

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

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(print name)