



## ***CODE OF CONDUCT & ETHICS***

**DATE OF ISSUE / AMENDMENT:** November 20, 2018

**VERSION NO:** 6.5

**DATE OF REVIEW:** February 2, 2021

# CODE OF CONDUCT & ETHICS

## 1. Introduction

1.1. Our Code of Conduct and Ethics Policy (“Code”) sets out general statements of conduct and ethical standards that we shall follow. Our conduct and ethical standards reflect our values as a Company.

1.2. The Code includes a requirement to report violations of this policy. See section 5.12 and the separate *Ethics Reporting Policy*.

1.3. In summary, our Code states that:

- We uphold the highest level of ethics, honesty, fairness and integrity in everything we do.
- We obey all laws and regulations governing our business.
- We work safely in a healthy environment unimpaired by alcohol or drugs.
- We are environmentally responsible in all our business activities.
- We avoid situations and relationships that result in a conflict of interest. We disclose actual or potential conflicts of interest.
- We keep all private and sensitive information confidential.
- We uphold our reputation and brand in every decision and action we take.
- We protect our property, equipment and other assets from harm, loss or misuse.
- We treat each other with respect and fairness.
- We disclose timely and accurate material information.
- We maintain accurate business records.
- We are accountable for our actions, we hold each other accountable to our Code and we report violations of this policy.

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- We recognize that compliance with this policy is a condition of our employment. Annually, salaried staff, superintendents and non-union hourly professionals, management and supervision read and reaffirm our agreement to comply with this Code. Field and maintenance hourly workforce sign an acknowledgement form upon commencement of employment.
- We realize that Social Media is a powerful communication tool, and that it can be used to enhance communications with various stakeholders and organizations in support of the Company's goals and objectives.

### 2. Objective

2.1. Our Code sets out the standards of ethical and legal conduct for all Company personnel. It outlines the broad principles of ethical and legal conduct embraced by our Company. It is not a complete list of ethical or legal issues we might face in the course of business and therefore the Code must be applied using common sense and good judgment. Compliance with the spirit as well as the letter of the Code is very important to us.

### 3. Definitions

- 3.1. Company Personnel – means employees, officers, directors, agents and representatives of North American Construction Group.
- 3.2. Our Company – means North American Construction Group Ltd. and all its subsidiary companies and joint ventures. All companies share the same trade name: North American Construction Group or NACG.
- 3.3. Our, We, Us – means employees, officers, directors, agents and representatives of the Company.
- 3.4. Responsible Individuals – means those people who have direct responsibility for enforcing and maintaining this policy and includes the Chief Executive Officer, Chief Financial Officer, and Chair of the Audit Committee.

### 4. Scope

4.1. This Code applies to all of us, at all times, for all of our conduct and work in all of our Companies.

### 5. Policy

#### 5.1. Overall Standard of Conduct

***We uphold the highest level of ethics, honesty, fairness and integrity in everything we do.***

Our Company's Board of Directors is responsible for setting the standards of conduct contained in the Code and updating these standards as deemed appropriate to reflect changes in the legal and regulatory framework applicable to our Company, the business practices within our Company's industry, our Company's own business practices and the prevailing ethical standards of the communities in which our Company operates. While our Company's responsible individuals will oversee the procedures designed to implement the Code to ensure that they are operating effectively, it is the individual responsibility of everyone in our Company to comply with the Code.

As a guide to appropriate behavior we should ask ourselves the following questions:

- Is my behavior consistent with NACG's values and policies?
- Could my behavior endanger myself or any other person?
- Would my behavior comply with all relevant laws and regulations?
- Would my behavior make me feel uncomfortable?
- Would I be comfortable telling my family and friends?
- How does my behavior appear to others?
- Would I be concerned if my behavior became public knowledge?

#### 5.2. Compliance with Laws, Rules and Regulations

***We obey all laws and regulations governing our business.***

Obeying the law, both in letter and in spirit, is the foundation on which our Company's ethical standards are built. All Company personnel must obey the laws and governmental rules and regulations of the provinces, cities and local communities in which we operate. Although we recognize that all Company personnel will not know and understand the details of all of these applicable laws and regulations, we do expect that all Company personnel will know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. Some of our activities are complex but ignorance does not excuse us from the obligation to comply with the law and where necessary, to seek advice.

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Our Company is engaged in a variety of business relationships with other companies, individuals, organizations and levels of government in the jurisdictions where our Company operates. In all interactions, we are required to act ethically, honestly, fairly and with integrity and to comply with all laws, rules and regulations governing our activities.

- Company personnel are expected to fully comply with Canadian and United States securities laws with respect to the disclosure of material corporate information and with respect to insider trading in our Company's securities. These laws provide for substantial civil and criminal penalties for individuals who fail to comply.

You may be deemed to have violated these laws even if you innocently pass on non-public information about our Company to a friend or family member, who then acts on such information and buys or sells our Company's securities. (Refer to Insider Trading Policy)

Company personnel are expected to understand and fully comply with any obligations that may be imposed on them under applicable privacy legislation, including the Personal Information Protection and Electronic Documents Act, Personal Information Protection Act, and any amendments to or successor legislation.

### 5.3. Health and Safety

***We work safely in a healthy environment unimpaired by alcohol or drugs.***

Our Company strives to provide each of its personnel with a safe and healthy workplace. We are each responsible for maintaining a safe and healthy workplace for all Company personnel by following health and safety rules and practices instituted by our Company and by reporting accidents, injuries and unsafe equipment, practices or conditions.

Company personnel are accountable for their own health and safety and have a responsibility towards maintaining the health and safety of those with whom they work.

The Company will provide appropriate training and resources to ensure a safe workplace. The Company will integrate occupational health and safety management into the Company's systems, planning, processes and decisions.

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We are expected to report fit for work such that our ability to work safely is not impaired by alcohol, drugs, medications or any other substance.

### 5.4. Environment

***We are environmentally responsible in all our business activities.***

Company personnel will strive to:

- Continually improve environmental performance through the implementation of effective systems and the use of technology.
- Ensure that all Company personnel understand NACG's commitment to and their role in NACG's environmental performance.
- Implement programs to conserve natural resources, minimize waste and promote recycling.
- Meet the expectations of our employees, customers, government, regulatory bodies and the community.
- Comply with the environmental policies of our customers while working on their sites.

### 5.5. Conflict of Interest

***We avoid situations and relationships that result in a conflict of interest. We disclose actual or potential conflicts of interest.***

Our Company requires that Company personnel avoid any activity which creates or gives the appearance of a conflict of interest between their personal interests and the Company's interests. A conflict of interest generally exists when a person has a direct or indirect personal interest in a transaction or situation that affects or appears to affect his or her judgment and/or divides his or her loyalties between two or more competing interests. A conflict can arise when someone takes action or has an interest that makes it difficult to perform his or her duties on behalf of our Company. In particular, unless a waiver is granted as set out in section 5.14, no Company personnel shall:

- Seek or accept any personal loan or guarantee of any obligation or services from any outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- Be a consultant to or an employee of or otherwise operate an outside business if the demands of the outside business would interfere with the employee's responsibilities to our Company;

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- Conduct business on behalf of our Company with a close personal friend or immediate family members, which include spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives; or
- Take for themselves opportunities that came about through the use of our Company's property or information or their position with our Company.

No director or executive officer shall seek or accept any extensions of credit or personal loans from our Company, whether direct or indirect.

In dealings with others we must avoid even the perception that favorable treatment is sought in exchange for furnishing or receiving business courtesies.

Business courtesies (gifts and entertainment) are designed to build understanding and goodwill in business relationships and may play an important role in some cultures; however, Company personnel are always required to exercise good judgment in extending business courtesies and never accept or pay bribes, favors or "kickbacks" for the purpose of securing business transactions. All payments must be necessary and lawful in the jurisdictions where our Company operates.

We do not accept any personal gifts, services, favors or other benefits having more than nominal value from anyone doing or seeking to do business with NACG. No Company assets, including employees' work time, use of our Company's facilities or equipment or direct monetary payment, may be contributed to any political candidate, party or political action committee. This does not preclude individuals from participating in any political activities of their choice on an individual basis, with their own money and on their own time.

When we become aware of a conflict of interest or potential conflict of interest, we will disclose such conflict to the Company immediately so that steps may be taken to remove or resolve the conflict or grant a waiver as deemed necessary.

### 5.6. Confidentiality

***We keep all private and sensitive information confidential.***

Company personnel shall maintain the confidentiality of all information entrusted to them by our Company or its suppliers, customers or other business partners, except when disclosure is authorized by our Company or legally required. (Refer to Disclosure Policy)

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Proprietary information, including intellectual property and our Company's private or confidential information, is extremely valuable and must not be disclosed to anyone without proper authorization.

Confidential information includes:

- Information marked "Confidential", "Private", "For Internal Use Only" or similar legends;
- Technical or scientific information relating to current and future products, services or research;
- Tenders, bids or project schedules;
- Business or marketing plans or projections;
- Earnings and other internal financial data;
- Personnel information;
- Supplier and customer lists;
- Equipment lists;
- Other non-public information that, if disclosed, might be of use to our Company's competitors or harmful to our Company or its suppliers, customers or other business partners; and
- Information that our customers and suppliers have entrusted to us.
- To avoid inadvertent disclosure of confidential information, Company personnel shall not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends.

The obligation to preserve confidential information as confidential continues even after the employment or other relationship with our Company ends.

Our Code is not intended to modify any separate confidentiality agreement to which Company personnel may be subject.

### 5.7. Fair Dealing

***We uphold our reputation and brand in every decision and action we take.***

Our Company is committed to promoting the values of honesty, integrity and fairness in the conduct of our business and sustaining a work environment that fosters mutual respect, openness and individual integrity. Business records and communications often become public and we should not use exaggeration, derogatory remarks or other inappropriate statements about people and other companies. This applies to verbal communication, e-mail, internal memos and formal reports. Company personnel are expected to deal honestly and fairly with our Company's customers, suppliers,



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competitors and other third parties, including governmental agencies. To this end, Company personnel shall not:

- Make false or misleading statements to or about customers, suppliers or other third parties;
- Make false or misleading statements about competitors;
- Solicit or accept any fee, commission or other compensation for referring customers to third-party vendors; or
- Otherwise take unfair advantage of our Company's customers or suppliers or other third parties, through manipulation, concealment or abuse of private or confidential information, misrepresentation of material facts or any other unfair practice.

### 5.8. Protection and Proper Use of our Company's Assets

***We protect our property, equipment and other assets from harm, loss or misuse.***

Proper use of all of our Company's property, information resources (including internet, email and intranet) and communications systems is the responsibility of all Company personnel. Our Company's physical assets are intended for conducting Company business. All electronic and telephonic communication products, intranet and internet servers or any other systems owned, licensed or operated by our Company are considered our Company's business records and therefore, Company property and should be used in accordance with Company policy.

The information, ideas, concepts and know-how described, documented or contained in our Company's electronic communications system and related databases are the intellectual property of our Company. The copying or use of our Company's intellectual property for personal use or benefit during or after employment with our Company is prohibited.

### 5.9. Discrimination and Harassment

***We treat each other with respect and fairness.***

Our Company is firmly committed to providing equal employment opportunity and will not tolerate any discrimination. Derogatory comments based on, but not limited to the following: race, gender, age, ethnic characteristics, sexual orientation, mental and/or physical ability, family status, political beliefs or religious preferences, are strictly prohibited.

Harassment, including violence, threatening behavior or unwanted sexual advances, is not permitted and will not be tolerated.

### 5.10. Recording and Reporting of Information

***We disclose timely and accurate material information.***

***We maintain accurate business records.***

Our Company requires complete and accurate recording and reporting of information in order to make responsible business decisions.

All of our Company's books, records, accounts and financial statements and other disclosures must be maintained in sufficient detail and must conform both to applicable legal requirements and to our Company's system of internal controls. (Refer to Disclosure Policy).

Records should always be retained or destroyed in accordance with our Company's record retention policies. No one shall knowingly alter, destroy or make a false entry in any record with the intent to obstruct an investigation or bankruptcy case.

No Company personnel shall exert improper influence on or attempt to fraudulently coerce, manipulate or mislead the external auditor for the purposes of rendering the financial statements materially misleading.

Our Company is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that it is required to file. To this end, our Company shall:

- Comply with generally accepted accounting principles ("GAAP") at all times;
- Maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- Maintain a system of internal disclosure controls that will provide reasonable assurances to management that material information about our Company is made known to management, particularly during the periods in which our Company's financial reports are being prepared;
- Maintain books and records that accurately and fairly reflect our Company's transactions;
- Prohibit the establishment of any undisclosed or unrecorded funds, assets or liabilities; and

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- Present information in a clear and orderly manner and avoid the use of legal and financial jargon in our Company's periodic reports.

### 5.11. Social Media (See Social Media Guideline for full details)

Social Media is a powerful communication tool which can facilitate discussion of issues, enhance service, promote collaboration and deliver information by providing the public with the opportunity to participate. Employees are encouraged to use social media to enhance communications with various stakeholders and organizations to support Company goals and objectives; however, employees must be mindful of the following:

- Employees are NOT authorized to speak on behalf of the Company, unless explicitly given permission
- Do not post confidential information
- Respect financial disclosure law
- Be mindful of copyright and intellectual property laws
- Act appropriately
- Demonstrate respect
- Be accurate and honest

### 5.12. Reporting Violations

***We are accountable for our actions, we hold each other accountable to this policy and we report violations of our Code.***

Company personnel are required to report any conduct which they believe, in good faith, to be a violation or apparent violation of the Code or any applicable law or regulation.

Company personnel can report violations of the Code in the following ways:

- Discussion or communication with their immediate supervisor;
- Discussion or communication with the Human Resources department;
- Discussion or communication with the President, Chief Executive Officer or any Vice President; or
- Discussion or communication with the Chair of the Board or any director on the Board.

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In instances where the violation is serious and anonymity and confidentiality is desired, Company personnel are directed to contact the independent Ethics Reporting firm chosen by management. Refer to Ethics Reporting Policy for procedures to file a complaint or report a violation.

Our Company will not permit any retaliation against anyone who acts in good faith in reporting any violation of the Code. Retaliation is a punishable legal offense. All reporting of violations of this policy, whether anonymous or not, is confidential unless prohibited by law.

### 5.13. Compliance with the Code

***We recognize that compliance with this policy is a condition of our employment. Annually, salaried staff, superintendents and non-union hourly professionals, management and supervision read and reaffirm our agreement to comply with this Code. Field and maintenance hourly workforce sign an acknowledgement form upon commencement of employment.***

Company personnel who violate our Code will be subject to disciplinary action which can include termination of employment.

Each of us, when we first commence our employment with the Company, will be required to affirm that we have read and understood this policy and that we will abide by it. On an annual basis, we will be required to reaffirm that we have read and understood this policy and that we will abide by it.

### 5.14. Waivers

It is not intended that there be any waivers to this Policy. In the unlikely event that a waiver is considered and granted for a director or executive officer it must receive prior approval by the Board of Directors. The provisions of the Code may be waived for an employee, who is not a director or executive officer, by the Chief Executive Officer. Any such waivers will be reported to the Board. Any waiver of the Code granted to a director or executive officer will be publicly disclosed as required by Canadian and United States securities laws.



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### 5.15. Amendment

Our Board of Directors may amend the Code at any time and for any reason without prior notice and such amendment will be disclosed as and to the extent required by applicable law or regulation.

**Prepared By:** Dave Kallay, VP, HR, HSE & Training

**Approved By:** Martin Ferron, Chair, Board of Directors

**Date of Issue:** February 2, 2021

**Date Amended:** February 2, 2021

**Policy Audit**

<b>Version</b>	<b>Date</b>	<b>Rationale</b>
<b>6.0</b>	2016-02-16	<b>ISSUED POLICY</b>
<b>6.1</b>	2017-02-14	Title updates to section 3.4
<b>6.2</b>	2018-11-20	Updated logo and definition (3.2) to reflect the name change from North American Energy Partners to North American Construction Group Ltd. Update to definition 3.4 to include Chief Financial Officer
<b>6.3</b>	2019-10-31	Annual Review – No Updates
<b>6.4</b>	2020-18-03	Update reporting violations reference in section 1.2 and waiver reference in section 5.5
<b>6.5</b>	2021-01-27	Minor Updates to Section 3.4, 5.9,5.12 & 5.13