



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

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# 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 protect all private and sensitive information ensuring confidentiality and discretion.
  - 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.
  - We do not tolerate harassment or discrimination.

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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 the Company.
- 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 Company Personnel.
- 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 the Company'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

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activities are complex but ignorance does not excuse us from the obligation to comply with the law and, where necessary, to seek advice.

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, Australian 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

***Health, Safety and Environment are integral in what we do and who we are.***

Our Company's most important business objective is to provide safe and healthy working conditions for all Company Personnel, customers and subcontractors, so that we can ensure that 'everyone gets home safe'.

We are committed to continually working towards safety excellence and will achieve this by:

- Promoting safe behaviour as the cornerstone of our corporate culture.
- Providing visible leadership from executive and line management.
- Encouraging the proactive participation of Company Personnel in all programs and processes.

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- Minimizing the environmental impact we have at our places of work.
- Recognizing accomplishments and continually striving for improvement.
- Protecting the physical, psychological and social well-being of our Company Personnel.
- Complying with all applicable legislation.

The objective of the Company's Safety Management System is to promote safe, environmentally responsible operations by ensuring that the hazards and environmental impacts associated with our operations and work activities are clearly understood and appropriately managed. Consistent with the graded approach process, the greater the hazard associated with a work activity, the more rigorous the preparation and authorization process required.

HSE performance and the health, safety, of everyone who works for the Company are critical to our success. Our goals and objectives include:

- Ensuring no one is injured while working within the Company's area of responsibility.
- Nurturing a safety culture where Company Personnel accept first person ownership of the safety process for both themselves and their fellow workers.
- Sustaining the HSE momentum for injury reduction.
- Focusing HSE and metrics on predictive elements rather than results and consequences.
- Creating a work environment where people know and expect that work can be completed without injury or illness.
- Senior management owns health and safety and will maintain a high-level visibility and involvement.
- Ensuring field supervision is provided with the necessary safety tools, training and development to maintain compliance with the Company's safety culture and HSMS.
- Conducting regularly scheduled evaluations to measure effectiveness of the management system implementation to ensure we are continually improving.

### 5.4. **Fit for Duty**

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

The use of illicit drugs and other mood-altering substances, and the inappropriate use of alcohol and medications can adversely affect job performance, productivity, the work environment, and the wellbeing of Company Personnel. It can also place the

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integrity and safety of Company property and operations at risk, impacting the individual, co-workers, customers, contractors, suppliers, and the public. Heavy construction and mining and associated support activities are highly risk-sensitive operations that demand all potential safety risks be properly addressed, including those associated with alcohol or drug use. 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 with.

The Company has implemented the Alcohol and Drug Policy to eliminate any negative effects of alcohol and other drug use in our workplace. Employees 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.

### 5.5. Environment

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

Recognizing environmental concerns and potential hazards and taking the necessary steps to control them is an important aspect of our safety management system. The Company believes it is imperative to implement safeguards that will assist in the protection of the environment by complying with legal and industry requirements. We believe our work can be done without harm to people and the environment by implementing the following;

- Compliance with all applicable environmental laws and regulations.
- Integrate environmental risk identification and monitoring to our operational procedures to minimize preexisting risks.
- Minimize the quantity and degree of carbon emissions and waste resulting from our operations.
- Strive to become a leader with respect to environmental protection and enhancement.

We are committed to reducing our carbon emissions and waste and incorporate sustainable business practices into our daily operating procedures. Our purpose is to integrate environmental best practices within our day-to-day operations.

We will engage our employees to:

- Continually improve environmental performance through the implementation of effective systems and the use of technology.

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- Ensure that all Company Personnel understand the Company's commitment to and their role our 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.

### 5.6. 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;
- 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;
- Conduct business on behalf of the Company in which a friend or family member could improperly benefit as a result of your position at the Company; 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.





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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. You must make sure the gift or gratuity does not impair your objectivity, influence or attempt to influence your judgement or decision, or change how services are provided.

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 the Company. 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.

As an employee, you must refuse any requests for preferential treatment in exchange for immediate or future benefits for yourself or a third party. You must report these requests to your immediate supervisor or the Human Resources Manager.

Employees are expected to dedicate their working hours to their work for the Company and not engage in outside activities. Being employed by or consulting with another organization could create a conflict of interest. Employees may not accept another job that interferes with the ability to do work for the Company. Requests for employment outside the Company must be approved in writing by the supervisor and summarized and provided to the Human Resources manager. At no time are any job activities outside the Company permitted to be with one of our competitors.

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.

### 5.7. 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)

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.

### 5.8. 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, 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.

### 5.9. Respect for the Company

Employees are expected to demonstrate respect for the Company in all communications and actions, both within and outside the workplace. It is prohibited to make remarks or express opinions that could harm the interests, image, or reputation of the Company. Employees must also avoid giving the impression that they are speaking on behalf of the Company or any of its components without proper authorization. Maintaining a professional and respectful representation of the Company at all times is essential to upholding our values and safeguarding the Company's reputation.

### 5.10. 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.

### 5.11. **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 harassment or discrimination. We will take all precautions reasonable to provide and maintain a respectful working environment under the Respect in the Workplace policy. 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, violence, retaliation, threatening behavior, unwanted sexual advances, unwanted verbal or physical conduct, comments or gestures and other disrespectful and inappropriate behaviour against a person or group of people whether on a one-time basis or a series of incidents is not permitted and will not be tolerated at any time. Employees found to have engaged or participated in behaviour that constitutes workplace harassment or discrimination, will be subject to disciplinary action, up to and including termination.

### 5.12. **Working Conditions**

The Company is committed to providing a safe, healthy, and supportive working environment for all employees. We believe that adequate working conditions are essential to promoting the well-being, productivity, and dignity of every individual. As such, we strive to ensure that all workspaces are free from hazards, comply with health and safety regulations, and provide access to necessary resources. Employees are encouraged to report any concerns regarding working conditions without fear of retaliation. We strive to maintain a culture of respect, fairness, and open

communication to foster an inclusive and positive atmosphere where all individuals can thrive free from all forms of sexual assault and sexual harassment.

### 5.13. Diversity and Equal Opportunity

***We will foster a diverse and inclusive workplace.***

We are committed to creating and maintaining a workplace that values diversity, inclusion and employment equity. We understand that equal opportunity in our workplace plays an important part in protecting the human rights of Company Personnel. We recognize that the unique attributes and contributions people can make allows the ability to deliver the best solutions to challenges and benefits the Company to achieve positive organizational outcomes.

As an equal opportunity employer, we are committed to equal employment opportunity regardless of race, colour, ancestry, religion, sex, national origin, sexual orientation, age, marital status, disability, or gender identity. We aim to create a workplace culture where every person is valued and each employee feels comfortable being their true self at work. Racism or prejudice, of any kind, have no place In the Company.

### 5.14. Responsible Supply Chain

***NACG strives to promote the highest standards of ethical conduct throughout its supply chain.***

We are committed to mitigating the risk that forced labour or child labour is used at any step of the production of goods imported by us into Canada. We adhere to, and take steps to ensure our suppliers and contractors adhere to, the most stringent of prevailing national laws and recognized international standards relating to modern slavery and human trafficking. We will not knowingly use forced labour in the provision of any of our services nor will we knowingly accept products or services from vendors or contractors that employ or utilize forced labour.

### 5.15. 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.

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

### 5.16. **Social Media (See Social Media Guideline for full details)**

Social Media is a tool that has become integral in our daily lives and 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. Company Personnel are encouraged to use social media to enhance communications with various stakeholders and organizations to support Company goals and objectives. Company Personnel are expected to engage on social

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media in a responsible way and consider the potential harm of reputation to the Company for anything posted in a public domain. At no point are Company Personnel to speak on behalf of the Company unless specifically authorized to make an official statement. If something is found on social media related to the Company and is inappropriate or should not be shared on a public social media platform, Company Personnel should immediately notify the Company's Communication Manager.

Company Personnel must be mindful of the following:

- Company Personnel 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

We provide Company Personnel with the equipment and software required to complete their work such as e-mail, computers, telephones, networks and applications including internet access and resources. All business activities must be completed on the Company's devices and platforms (i.e., Company email address, JDE, FACT etc). Company Personnel should take reasonable measures to ensure the safety and security of the Company's confidential information stored electronically.

### 5.17. 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

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- Discussion or communication with the Chair of the Board or any director on the Board.
- Report via the Company's whistle blower hot line.

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.

### 5.18. **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.

### 5.19. **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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### 5.20. 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, Chief Human Resources Officer

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

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

**Date Amended:** October 15, 2024

**Policy Audit**

Version	Date	Rationale
<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
<b>6.5</b>	2022-05-15	Annual Review – No Updates
<b>6.6</b>	2022-12-10	Updated Health, Safety and Environment, Conflict of Interest, Social media, Workplace harassment, Diversity sections. Added Anti-Slavery and Human Trafficking section.
<b>6.7</b>	2024-06-10	Annual Review – Minor Updates
<b>6.8</b>	2024-10-15	Updated Health, Safety and Environment, Adequate working conditions, Respect for the Company and minor changes to document