



CODE OF BUSINESS CONDUCT

Surge Energy Inc. (the “Company”) is committed to conducting the business of the Company ethically and legally. This code and the specific related policies and practices, and any guidelines approved and implemented by the Board of Directors or management of the Company, will be used in identifying and managing ethical situations and in making ethical business decisions which adhere to these commitments.

Competition and Fair Dealing

All employees, officers, contractors, consultants (collectively “staff”) and directors of the Company are required to deal honestly and fairly with our customers, suppliers, competitors, other employees and other third parties. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures, by past or present employees of others is prohibited.

Compliance with Laws and Regulations

All staff and directors of the Company must comply with all applicable laws, rules and regulations of the areas in which the Company operates and must comply with the requirements of applicable securities regulatory authorities and stock exchanges.

Business partners and suppliers are expected to conduct their business with the Company in accordance with applicable laws, rules and regulations.

Conflicts of Interest

Staff and directors must avoid situations where personal interests could conflict or could appear to conflict with their duties and responsibilities or with the interests of the Company. A conflict of interest may occur where involvement in any activity, with or without the involvement of a related party, prevents the proper performance of staff or director duties or creates, or appears to create, a situation where judgment or ability to act in the best interests of the Company is affected.

When faced with an actual or potential conflict of interest situation, employees, contractors and consultants must consult their supervisor. Officers and directors must follow relevant statutes and company by-laws and must inform the Chair of the Board of Directors of any actual or potential conflict of interest situation. Supervisors will ensure that employees, contractors or consultants are not involved in any decision or operation where a conflict is present. Similarly, the Chair of the Board will ensure that officers or directors are not involved in any decision or operation where a conflict is present.

Corporate Opportunities

Staff and directors are prohibited from taking opportunities discovered through the use of corporate property, information or position, using corporate property, information or position for personal gain, and competing with the Company.

Confidentiality and Disclosure

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, if disclosed. Confidential information must not be disclosed unless specific authorization is given to do so or such disclosure is legally mandated. Knowledge of confidential information about another company or person gained in the course of work duties must be protected in the same manner as confidential information about the Company. Staff and directors must not speak on behalf of the Company unless authorized to do so.

Taking advantage of, or benefiting from, confidential information obtained at work that is not available to the public is not permitted. Similarly, friends, relatives or associates must not benefit from such confidential information. Acquiring or disposing of any business interest, including publicly traded securities, whether directly or through another person, where "insider" information is known and not yet publicly disclosed must be avoided. Staff and directors must abide by the Trading Policy of the Company.

These confidentiality obligations remain in effect even beyond termination of employment, service contracts or Board of Directors appointments with the Company or its affiliates.

Inducements and Gifts

Unlawful or unethical behaviour in workforce of the Company is not tolerated, including soliciting, accepting, or paying bribes or other illicit payments for any purpose. Situations where judgment might be influenced or appears to be influenced by improper considerations must be avoided. Payment or acceptance of any "kickbacks" from a contractor or other external party is prohibited.

The Company does not allow the acceptance or giving of gifts, favours, personal advantages, services payments, loans, or benefits of any kind, other than those of nominal value that can be made as a generally accepted business practice. If there is any doubt in specific cases, written approval from the President and Chief Executive Officer of the Company should be requested.

Political Activities and Contributions

Staff and directors may choose to become involved in political activities as long as they undertake these activities on their own behalf. Staff and directors may, on a personal level, give to any political party or candidate, but reimbursement by the Company is prohibited. Any donations to a political party or candidate by staff or directors will be strictly on the individual's behalf and the individual must not act or appear to act on behalf of the Company.

Where allowable under the laws of the jurisdictions in which the Company operates, donations to a political party or candidate by the Company will be determined by the Officers of the Company and may be subject to review or approval by the Board of Directors.

Protection and Proper Use of Assets

Information, data, office equipment, tools, vehicles, supplies, facilities and services must be used only for authorized business purposes and used, maintained, accounted for and disposed of properly and with care. Unauthorized removal or destruction of assets is strictly prohibited.

Company Records

Records must be kept and maintained to fulfill applicable legal requirements. Recording and reporting information, including information related to operations, environment, health and safety, training, human resources and financial matters, must be done honestly, accurately and with care.

Accuracy of Books and Records

The books and records of the Company must reflect in reasonable detail its transactions in a timely, fair and accurate manner to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles and maintain recorded accountability for assets and liabilities.

All business transactions that staff and directors have participated in must be properly authorized, properly recorded and supported by accurate documentation in reasonable detail.

Accounting, Auditing or Disclosure Concerns

The Company is required to provide full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to all applicable securities regulatory authorities as well as in other public communications. All staff responsible for the preparation of public disclosure, or who provide information as part of the process, must ensure that disclosures are prepared and information is provided honestly, accurately and in compliance with the various disclosure controls and procedures.

All staff and directors have a duty to submit any good faith questions and concerns regarding questionable accounting, auditing or disclosure matters or controls to the Chief Financial Officer. No information may be concealed from external auditors, internal auditors, the Board of Directors or the Audit Committee of the Board of Directors. Fraudulently influencing, coercing, manipulating or misleading an external auditor who is auditing financial statements is prohibited.

Office Behaviour

Staff are expected to exercise good personal judgment in office attire and appearance. The Company generally maintains a business casual dress code, with the exception of casual dress on Fridays.

Staff are expected to report fit for work and to remain fit for work. Fit for work means that staff act respectfully, are alert and free from fatigue and are not impaired by drugs, alcohol or intoxicating substances.

Company premises, including boardrooms and meeting rooms, are for conducting Company-related business. Staff may not sell goods on the Company premises, unless they obtain consent from the Manager, Human Resources.

Observance of the Code of Business Conduct & Ethics

All staff and directors are personally accountable for learning, endorsing and promoting this code and applying it to their own conduct and field of work. All staff and directors will be asked to review this code and confirm on a regular basis, through written or electronic declaration, that they understand their individual responsibilities and will conform to the requirements of this code.

Contractors and consultants are expected to develop and enforce policies and/or practices that are consistent with this code and its associated requirements that will apply to their staff providing services to or on behalf of the Company. Business partners and suppliers are expected to act consistently with the principles outlined in the policies, practices and processes of the Company, including this code.

Staff and directors with questions about this code or specific situations are encouraged to refer the matter to the Chief Executive Officer or Chief Financial Officer.

Violation of this code by a member of staff or a director may result in disciplinary action, up to and including termination for cause.

Any violations of this code must be promptly reported to the Chief Executive Officer or Chief Financial Officer. Reported violations will be kept confidential to the extent appropriate or permitted by law. No retaliatory action will be taken against staff or directors for reported violations made in good faith, or for participating in any proceeding concerning alleged violations.

Waivers and Amendments

Waivers of this code for employees, contractors and consultants may be granted only by the Chief Executive Officer or Chief Financial Officer. Any waiver of this code for officers or directors may only be made by resolution of the Board of Directors.

The Company may, in its sole discretion and without prior notice, amend or modify any of the provisions in this code. Any amendments and/or replacement policy or policies will continue to apply as terms of employment.