

**CANADA DEVELOPMENT INVESTMENT CORPORATION**  
and subsidiaries

**Employee Code of Conduct**

Effective November 1, 2014

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## 1 About the Code

The Code contains principles and guidelines for ethical behaviour at CDEV, and describes the governance and corporate culture we want to develop and preserve. The Code is intended to preserve CDEV's reputation and protect CDEV and its employees, officers and directors from legal liability.

In addition to the Code, you are subject to the Value and Ethics Code for the Public Sector (the "Public Sector Code") established by the Treasury Board pursuant to the Public Servants Disclosure Protection Act (the "PSDPA").

The Public Sector Code in force at the time the Code was last amended is attached as Appendix A. Your Compliance Officer will bring changes that are made to the Public Sector Code to your attention from time to time.

### 1.1 Who the Code governs

The Code applies to all:

- employees (full and part time) of CDEV and its subsidiaries (other than Trans Mountain Corporation and its subsidiaries)
- officers of CDEV and its subsidiaries (other than Trans Mountain Corporation and its subsidiaries)
- individuals who work for someone else, but are working at our offices or have been seconded to us, in each case for more than three months; and
- any other individual who has, at our request, agreed to be subject to the Code (such as key consultants or advisors).

Officers and employees of Trans Mountain Corporation are not subject to this Code but are subject to the Trans Mountain Corporation Code of Business Conduct and Ethics.

If you have management or executive responsibilities, we expect you to help the members of your team understand how the Code applies to their day-to-day activities.

### 1.2 Our mandate

CDEV was established in 1982 under the CBCA to manage investments assigned to it and to privatize its holdings when appropriate, carrying out all of its activities in the best interests of Canada, operating in a commercial manner.

Through your position with CDEV, you serve Canadians and the public interest by advancing our mandate under the direction of the Board and in accordance with the law.

### 1.3 Definitions

***Acknowledgement for New Officers, Employees and Others*** means the form attached as Appendix B.

***Annual Acknowledgement*** means the form attached as Appendix D.

***Associate*** means:

- a corporation you own or control shares in, directly or indirectly, when the shares represent more than 10% of the voting rights,
- your business partner who is acting on behalf of your partnership, and
- a trust or estate you have a material beneficial interest in, or for which you serve as trustee or in a similar capacity.

**Board** means the board of directors of CDEV, or, as the context requires, the board of directors of CHHC.

**CBCA** means the *Canada Business Corporations Act*.

**CDEV, we, us** and **our** refer to Canada Development Investment Corporation and our wholly-owned subsidiaries (whether currently existing or created in the future), including CHHC and Canada Eldor Inc., but do not include Trans Mountain Corporation and its subsidiaries.

**Chair** refers to the chair of the Board of CDEV, unless specifically referring to the Chair of one of CDEV's subsidiaries or of a particular committee of a board of directors.

**CHHC** means Canada Hibernia Holding Corporation.

**Code** means this Employee Code of Conduct.

**Compliance Officer** means (i) in the case of CDEV and its subsidiaries other than CHHC and Trans Mountain Corporation and its subsidiaries, the Executive Vice-President of CDEV, or such other person as may be designated by the Board of CDEV, and (ii) in the case of CHHC, the Executive Vice President of CHHC, or such other person as may be designated by the Board of CHHC. In the absence of the CDEV Compliance Officer or in the case of the CDEV Compliance Officer's own compliance with the Code, the Chair of the N&G Committee shall assume the duties of the CDEV Compliance Officer and in the absence of the CHHC Compliance Officer or in the case of the CHHC Compliance Officer's own compliance with the Code, the CDEV Compliance Officer shall assume the duties of the CHHC Compliance Officer.

**conflict of duties** is defined in Section 3.7, Conflict of duties.

**conflict of interest** is defined in Section 3.1, *Meaning of Conflict of Interest*.

**FAA** means the *Financial Administration Act* (Canada).

**family member** means a spouse, common-law partner, child, sibling or parent.

**N&G Committee** means the Nominating and Governance Committee of the Board of CDEV.

**perceived conflict of interest** is defined in Section 3.1, *Meaning of Conflict of Interest*.

**Personal Information Form** means the form attached as Appendix C.

**political activity** means:

- carrying on any activity in support of, within or in opposition to a political party,
- carrying on any activity in support of, or in opposition to, a candidate before or during an election period, or

- seeking nomination as, or being, a candidate in an election before or during the election period,

whether at the federal, provincial or municipal level.

**potential conflict of interest** is defined in Section 3.1, *Meaning of Conflict of Interest*.

**PSDPA** means the *Public Servants Disclosure Protection Act* (Canada).

**Public Sector Code** means the *Values and Ethics Code for the Public Sector*.

**real conflict of interest** is defined in Section 3.1, *Meaning of Conflict of Interest*.

**Restricted Trading List** is defined in Section 5.2, *Trades covered by guidelines*.

**security** is defined in Section 5.2, *Trades covered by guidelines*.

**trade** is defined in Section 5.2, *Trades covered by guidelines*.

**You** and **your** refer to an officer, employee or other person that is subject to this Code pursuant to Section 1.1, *Who the Code governs*.

#### **1.4 How to use the Code**

In most situations, personal values and honesty will guide your decisions and actions. There are situations, however, where issues will arise. The Code sets out guidelines for:

- personal and professional conduct
- identifying and dealing with conflicts of interest
- receiving gifts, hospitality and other benefits
- protecting our assets
- making sure your personal trading avoids a conflict of interest or the use of confidential information.

The Code also sets out certain reporting obligations and the consequences of a failure to comply with the Code. It also provides information on who to go to for information or help with complying with your obligations under the Code.

These guidelines are designed to help you make the right decisions; but they cannot cover every aspect of ethical conduct nor every situation or dilemma you could face in your position. If you are not sure of the appropriate thing to do, always act in the best interests of CDEV and contact one of the people listed in Section 1.7, *Who to go to for help*. The following questions are examples of things to consider when evaluating a particular situation under the Code:

- Is it legal?
- Is it in conflict with the best interests of our shareholder?
- Will your action or decision bear the closest public scrutiny and meet or exceed the standard of behavior that the Canadian public reasonably expects of our organization?
- Could it create a negative perception of you or our organization?
- Do you or your relatives or friends have a private interest that others may feel influences your ability to carry out your duties in a responsible way?

## **1.5 Enforcing and maintaining the Code and Compliance Officer**

The Board, with the assistance of the N&G Committee, is responsible for the Code. It monitors how the Code is being applied throughout our organization, reviews the Code periodically and recommends any appropriate changes. The CDEV Compliance Officer is responsible for monitoring for changes in the Public Sector Code and to advise employees of CDEV and CHHC of any changes. You may check the Government of Canada's website (<https://www.canada.ca/en/government/publicservice/values.html>) for the most recent version of the Public Sector Code, or speak to your Compliance Officer.

The Compliance Officer is responsible for administering the Code's procedures.

## **1.6 Failing to comply**

CDEV takes the Code and the Public Sector Code seriously. Failing to comply with any aspect of either will result in sanctions:

- Depending on your actions, failing to comply could lead to civil or criminal prosecution, which could result in substantial fines or imprisonment.
- If you are an employee or officer, it could result in a reprimand or loss of your job or position.
- If you are an individual who works for someone else, you or your firm may be reprimanded or the engagement terminated.

If you believe or suspect that the Code, the Public Sector Code or any of CDEV's other policies have not been adhered to, you should report it immediately. See Section 1.7, *Who to go to for help*, for information about who to contact. Your report will be accepted as good faith compliance with the relevant code, but does not necessarily absolve you (if you are involved) or anyone else of the breach or suspected breach of the Code or the Public Sector Code.

## **1.7 Who to go to for help**

If you are an employee, officer or an individual who works for someone else and you want to report a breach or suspected breach, you are not sure about a specific situation or you have questions about some aspect of the Code or the Public Sector Code, contact:

- your immediate supervisor,
- the CDEV Compliance Officer or the CHHC Compliance Officer, as applicable,
- the Chair of the N&G Committee,
- the Chair of the CDEV Audit Committee or the CHHC Audit Committee Chair, as applicable, in accordance with CDEV's Whistleblower Policy, or
- the Public Sector Integrity Commissioner (who is an independent Agent of Parliament).

Contact information outlining how to reach these individuals will be separately made available to all employees.

Your discussions will be kept in confidence as much as possible. Any issues should be resolved in a fair and respectful manner and informal processes such as dialogue or mediation should be considered.

If you are a member of the public and have a concern that one of our officers, employees or other individuals who are subject to the Code has not acted in accordance with the Code or the

Public Sector Code, you can contact the Compliance Officer or the Public Sector Integrity Commissioner to disclose a serious breach of that code.

## **2 Personal and professional conduct**

We expect our relationship with you to be based on trust. This means you must have an unwavering commitment to honesty and integrity in all of your actions.

In addition to the specific requirements of the Code and the Public Sector Code, we expect you to:

- apply your best effort, knowledge, skills, time and energy to carrying out your duties and responsibilities with CDEV,
- act honestly and uphold the highest ethical standards so that public confidence and trust in the integrity, objectivity and impartiality of the government are conserved and enhanced,
- conduct yourself with integrity and in a manner that will bear the closest public scrutiny, an obligation that may not be fully satisfied by simply acting within the law,
- be loyal to CDEV; this means supporting the achievement of our corporate objectives, regardless of any other association you may have,
- be courteous in all of your internal and external dealings so your behaviour and actions reflect positively on CDEV,
- comply with all of our policies and procedures, including the Code and the Public Sector Code,
- comply with the letter and spirit of the laws that apply to us, including the CBCA and the FAA, their associated regulations and other laws,
- protect information belonging to us and keep it confidential; this applies even after you are no longer an employee or officer or otherwise working at our office or seconded to us, and
- respect the legal rights of others, including persons and organizations we transact business with.

We also expect that you will *not*:

- be involved in, or appear to be involved in, any improper conduct, or conduct that conflicts with the Code or the Public Sector Code,
- engage in, condone or commit any illegal acts, or encourage others to do so,
- knowingly take advantage of, or benefit from, information that is obtained in the course of your official duties that is not available to the public,
- intend or claim to speak on behalf of CDEV when you are in fact speaking on behalf of someone else, or
- try to influence a management issue on behalf of someone else.

Employees, officers and other individuals subject to the Code using social media for personal or professional use are expected to use the same kind of judgment and criteria as would be applied to any other workplace decisions. Bearing in mind the highly public nature of social media and social networks, it is particularly important to be aware of the requirements of this Code and the Public Sector Code such as respect for democracy, duty of loyalty, requirements for security of information, maintaining the professionalism and reputation of CDEV as well as respect for people.



## 3 Conflicts of interest

### 3.1 Meaning of Conflict of Interest

Our conflict of interest procedures go beyond the requirements of the CBCA and the PSDPSA. They are intended to help you:

- identify real, potential or perceived conflicts of interest,
- minimize the chance that you will find yourself in one, and
- resolve any existing conflicts of interest.

You are in a conflict of interest if you allow, or appear to allow, your personal or private interests, or the interest of your family, other relatives or associates, to affect your ability to perform your work for us objectively, impartially and effectively. You have a **real conflict of interest** if such a situation exists at the present time. You have a **perceived conflict of interest** if a situation could be perceived by a reasonable observer to be a conflict of interest, whether or not that is actually the case. A **potential conflict of interest** is a situation where a conflict of interest could reasonably be foreseen to exist in the future.

Conflicts of interest are not always clear cut, and actions that appear to be conflicts of interest can be just as damaging. In determining whether something constitutes a perceived conflict of interest, appearance to the public is the key, not your actual integrity or good faith.

### 3.2 Identifying conflicts of interest

You are considered to have a conflict of interest if:

- you are a party to a material contract or material transaction, whether made or proposed, with CDEV,
- you are a director or officer of, or if you act in a similar capacity for, a party to the contract or transaction, or
- you have a material interest in a party to the contract or transaction.

You probably have a conflict of interest if you have a material interest in an entity or person we are doing or considering doing business with. You may have a material interest if:

- you are related to the person or people being considered for a transaction,
- you are related to an officer or employee of the entity that we are considering for a transaction, or
- the person or entity we are considering doing business with is your associate.

The best way to judge whether you have a **material interest** in an entity is to ask yourself if a well-informed person would reasonably conclude that your interest in it could in any way influence your decision or performance in carrying out a duty on behalf of CDEV.

### 3.3 Prevention

You help maintain public confidence in the objectivity of CDEV by preventing and avoiding situations that constitute a real, perceived or potential conflict of interest. Conflict of interest does not relate exclusively to matters concerning financial transactions and the transfer of

economic benefit. Conflicts of interest in any area of activity can have a negative impact on the perceived objectivity of CDEV.

We expect you to organize your affairs in a way that will:

- maintain public confidence and trust in the integrity and objectivity of CDEV, and
- allow you to identify, disclose, and, where reasonably possible, eliminate any real, potential or perceived conflicts of interest.

It is impossible to foresee every situation that could give rise to a real, potential or perceived conflict of interest. When in doubt, you should refer to the requirements found in the Code, the Public Sector Code and any professional obligations applicable to you to guide appropriate action. You should also seek guidance from anyone identified under Section 1.7, *Who to go to for help*.

### **3.4 General responsibilities and duties to avoid conflicts of interest**

Your general responsibilities and duties to avoid conflicts of interest include:

- taking all possible steps to recognize, prevent, resolve and if necessary report any real, potential or perceived conflicts of interest,
- unless otherwise permitted in the Code or the Public Sector Code, refraining from having private interests which would be unduly affected by corporate or government actions in which you participate,
- refraining from the direct or indirect use of, or allowing the direct or indirect use of corporate or government property of any kind, including property leased to CDEV or the government, for anything other than officially approved activities,
- not assisting private entities or persons in their dealings with CDEV or the government where this would result in preferential treatment of the entities or persons,
- avoiding interfering in the dealings of private entities or persons with CDEV or the government in order to inappropriately influence the outcome,
- maintaining the impartiality of CDEV and the public service and not engaging in any outside or political activities that impairs or could be seen to impair your ability to perform your duties in an objective manner, and
- ensuring that any real, potential or perceived conflict is resolved in the public interest.

### **3.5 Requirements during employment**

You are required to notify us in accordance with Section 3.6, *If you have a real, potential or perceived conflict of interest*, of all outside activities, assets and interests that might give rise to a real, potential or perceived conflict of interest in relation to your official duties.

On a regular basis thereafter, and every time a major change occurs in your personal affairs or matters that CDEV or its subsidiaries are involved in, you are required to review your obligations under the Code and the Public Sector Code. If a real, potential or perceived conflict of interest exists, you are to file a report in a timely manner.

When negotiating financial arrangements with outside parties, you are to comply with the requirements listed in the Code and the Public Sector Code, as well as other related directives or policies applicable to CDEV. When in doubt, you should immediately report the situation to

anyone identified under Section 1.7, *Who to go to for help* to seek advice or direction on how to proceed.

### 3.5.1 Your assets

You are required to evaluate your assets, taking into consideration the nature of your official duties as an employee or officer and the characteristics of your assets. If there is any real, potential or perceived conflict of interest between the carrying out of those duties and your assets, you are to report this matter to us in a timely manner in accordance with Section 3.6, *If you have a real, potential or perceived conflict of interest*.

Where the Compliance Officer determines that any of these assets results in a real, potential or perceived conflict of interest in relation to your official duties, you may be required to divest those assets, or to take other measures to resolve the conflict. You may not sell or transfer assets to family members or anyone else for the purpose of circumventing the compliance requirements.

### 3.5.2 Outside employment or activities

You may not engage in outside activities that are likely to give rise to a real, potential or perceived conflict of interest, subject you to demands incompatible with your official duties, or cast doubt on your ability to perform your duties in a completely objective manner. The Compliance Officer may require that the outside activities be modified or terminated if it is determined that a real, potential or perceived conflict of interest exists.

As an employee or officer, this means you will not, without the written consent of the Compliance Officer, unless your employment terms or a policy adopted by the Board from time to time otherwise specifically allows:

- assume any other employment or engage in any other business or occupation while you are working for us except in compliance with CDEV's Outside Work Policy,
- become involved in any project or activity that may be construed as negatively affecting, competing with, or being in conflict with our interests, or
- become a director or officer of any other entity which may constitute a real, perceived or potential conflict of interest; we define an entity as a corporation, trust, partnership, fund or an unincorporated association or organization.

Regardless of your role with our organization, if you receive a benefit or income either directly or indirectly from a contract with the Government of Canada, you are required to report to the Compliance Officer on such contractual or other arrangements. He or she will determine whether the arrangement presents a real, potential or perceived conflict of interest, and may require that the contract be modified or terminated.

## **3.6 If you have a real, potential or perceived conflict of interest**

If you have a real, potential or perceived conflict of interest as described above, you cannot approve the transaction or participate in any discussions to approve it.

You must notify the Compliance Officer in writing as soon as possible about any real, potential or perceived conflicts of interest. In the case of a disclosure to be made by the Compliance Officer of CDEV, he or she should make the disclosure to the Chair of the N&G Committee. In

the case of a disclosure to be made by the Compliance Officer of CHHC, he or she should make the disclosure to the CDEV Compliance Officer.

### **3.7 Conflict of duties**

We define a ***conflict of duties*** as a conflict that arises, not because of your private interests, but as a result of one or more concurrent or competing official responsibilities. These roles could include your primary CDEV employment and your responsibilities in an outside role that forms part of your official duties, such as an appointment to a board of directors, or other outside function. You should avoid and disclose any conflict of duties to the Compliance Officer should a conflict of duties arise and seek a decision as to an appropriate resolution in CDEV's best interests.

### **3.8 Political activities and lobbying**

If you suspect that our business activities are becoming subject to political interference, report this immediately to the Compliance Officer or the Chair of the N&G Committee.

We recognize your right to be involved in political activities as long as they do not impair, or are perceived as impairing, your ability to perform your duties in a politically impartial manner. Before deciding whether to engage in a political activity, you should consider: (1) the nature of the activity; (2) the nature of your duties; and (3) the level of visibility of your position. Political activities must not be conducted during working hours. Voting in an election is a right and, as such, is a political activity that is permissible in all instances.

If you are unsure whether you should engage in a particular political activity you are encouraged to consult with the Compliance Officer. If you wish to be a candidate, or to seek nomination as a candidate, in a federal, provincial or municipal election, you must first obtain the written approval of the Compliance Officer and you may be required to take a leave of absence during your candidacy.

We also expect that you will not:

- use our assets for fundraising or political purposes (please also see Section 3.9.1, *Solicitation*),
- seek appointment to a public office that may affect CDEV or your position with us, without the written approval of our Chair,
- engage in lobbying on our behalf without the written approval of the Compliance Officer, or
- deal with any public official in a manner that would compromise the integrity or reputation of that official, or deal with any matters with a high public profile in a manner inconsistent with the approach approved by management or the Board as the case may be.

### **3.9 Gifts, hospitality and other benefits**

We are sensitive to the public's perception of how we deal with gifts, hospitality and other benefits. You are expected to use your best judgment to avoid situations of real, potential or perceived conflict. We expect that you will use the following criteria on gifts, hospitality and other benefits, keeping in mind the full context of the Code and the Public Sector Code.

You (including your family members, other relatives and associates) must not accept or solicit any gifts, hospitality or other benefits that may have a real, potential or perceived influence on your objectivity in carrying out your official duties and responsibilities, or that may place you under an obligation to the donor.

For example, you *cannot* under any circumstances accept:

- gifts, hospitality and other benefits from existing and potential vendors or suppliers, or other entities that CDEV is involved with:
  - in exchange for, or as a condition of, exercising your duties,
  - to induce certain behaviour while carrying out your duties, or
  - when it results in, or could reasonably appear to result in, preferential treatment, or
- cash incentives, special preferred pricing, loans at preferred rates or secret commissions or kickbacks, in exchange for preferential treatment.

You *may* accept gifts, hospitality and other benefits without specific approval if:

- they are infrequent and do not exceed a total of \$200 in any 12-month period from a single source (provided that the Compliance Officer may approve higher values in his or her discretion) (examples include low-cost promotional objects, simple meals, souvenirs with minimal value, tickets to conferences or sporting or cultural events),
- arise out of activities or events related to your official duties and responsibilities,
- are within the normal standards of courtesy, hospitality or protocol, and
- do not compromise or reasonably appear to compromise your integrity or objectivity, or the integrity or objectivity of CDEV or anyone else.

Attendance at certain widely attended gatherings and opportunities to attend industry meetings or educational conferences related to your capacity as an officer or employee of CDEV are generally not considered to be gifts and other benefits, provided that the Compliance Officer has determined that attendance is in the best interest of CDEV. You may generally accept meals or participate in events related to these gatherings, meetings or conferences if the same treatment is offered to all participants or attendees and if attendance is offered to multiple organizations (and does not include any free airfare or accommodation).

Where it is impossible to decline gifts, hospitality and other benefits that do not meet the principles set out above, or where you believe that there is sufficient benefit to CDEV to warrant accepting hospitality, you must ask for guidance from the Compliance Officer. He or she will notify you in writing whether the gifts, hospitality or other benefits are to be declined or retained by CDEV, or donated to charity, disposed of, or retained by you.

You must also:

- discourage existing and potential vendors and suppliers from offering inducements that conflict with the Code,
- return any inappropriate gifts with an explanation of the prohibitions in the Code for their reference, and
- always ask the Compliance Officer if you are in doubt.

### 3.9.1 Solicitation

Absent prior approval of the Compliance Officer, you may not solicit (for yourself or others) gifts, hospitality, charitable donations, other benefits or transfers of economic value from a

person, group or organization in the private sector who, to your knowledge, has existing or reasonably anticipated business relationships with CDEV.

Similarly, if an outside individual or entity, with whom CDEV has past, present or potential official dealings, offers a benefit to CDEV such as funding for an event or a donation of equipment, you are to consider whether any real, potential or perceived conflict of interest exists, and obtain the consent in writing of the Compliance Officer prior to accepting any such benefit that is material.

The Compliance Officer may require that the activities be modified or terminated where it is determined that there is a real, potential or perceived conflict of interest or an obligation to the donor. These provisions are designed to ensure that the Code is consistent with paragraph 121(c) of the *Criminal Code*.

Soliciting money from co-workers is restricted to collecting voluntary contributions towards gifts for events such as marriage, retirement, bereavement, etc., and for authorized charitable purposes such as the Government of Canada Workplace Charitable Campaign. In addition, passive solicitation – solicitation which does not rely on the use of CDEV's e-mail network – to support local fundraising campaigns such as children's sport events, girl guides, etc, is considered acceptable.

### **3.10 Avoidance of preferential treatment**

You are responsible for demonstrating objectivity and impartiality in the exercise of your duties and in your decision-making, whether related to staffing, financial awards or penalties to external parties, transfer payments, program operations or any other exercise of responsibility.

This means that you are prohibited from granting preferential treatment or advantages to family, friends or any other person or entity. You are not to offer extraordinary assistance to any entity or persons already dealing with CDEV or the government without the knowledge and support of the Compliance Officer. You also are not to disadvantage any entity or persons dealing with CDEV or the government because of personal antagonism or bias.

Providing information that is publicly accessible is not considered preferential treatment.

### **3.11 Resolution**

With respect to the arrangements necessary to prevent real, potential or perceived conflict of interest, or to comply with the requirements set out in the Code or the Public Sector Code, it is expected that situations will be resolved through discussion and agreement between you and the Compliance Officer. If you and the Compliance Officer disagree on the appropriate arrangements to resolve a real, potential or perceived conflict of interest, the disagreement will be resolved through the resolution procedures established by the Compliance Officer (which may include both internal and external avenues of resolution).

## **4 Protecting our assets**

You are required to protect the information and other assets that belong to CDEV.

Our information includes:

- information relating to our business and affairs, including proprietary, technical, business, investment, financial, human resources and other information,
- information relating to third parties we deal with, and
- proprietary and confidential records belonging to us.

As an employee, officer or other person covered by the Code, you have an obligation to keep information belonging to us confidential while you are employed with or seconded to us or working in our offices, and after you are no longer working for or seconded to us or in our offices. This includes information concerning another company within the CDEV group even if you are not employed or working for that entity. You can only disclose our information as part of your duties and responsibilities, or when the law requires it. If you become aware of a possible misuse of confidential information, we expect you to report that to the Compliance Officer or the Chair of the N&G Committee.

Our assets include:

- physical property,
- electronic property,
- human resources,
- work completed by our employees, officers and directors, and
- work completed for us by others in the absence of some other agreement about ownership.

You have an obligation to protect these assets and can only use them for the benefit of CDEV or other uses specifically permitted by another policy adopted by the Board from time to time.

We expect that all of our records will be maintained with integrity and care, in compliance with our procedures and all applicable accounting principles and laws. All funds and assets must be recorded and disclosed. Our records, reports and financial condition must not be distorted or manipulated.

## **5 Personal trading**

We have established the following personal trading guidelines to make sure we are carrying out our activities using the highest level of integrity, and to protect you and us from the risk or perception of insider trading, the potential for civil liability and any embarrassment. CDEV may adopt additional trading restrictions specific to certain securities outside of the Code from time to time (e.g. as it relates to public securities held by CDEV from time to time), which will be promptly communicated to you upon adoption.

### **5.1 Guidelines**

The key consideration underlying our personal trading guidelines is that you must not engage in improper insider trading. You are responsible for ensuring your own compliance with these guidelines and you are required to confirm this compliance annually.

We explain these guidelines further below.

### **5.2 Trades covered by guidelines**

For the purposes of our guidelines, these general rules apply:

- you cannot engage in insider trading, and
- you cannot trade in securities that are on our Restricted Trading List without pre-clearing such trades in advance with the CDEV Compliance Officer.

The Restricted Trading List is a confidential list maintained by the CDEV Compliance Officer and includes securities where we:

- have a special relationship with the issuer,
- are considered to be an insider of the issuer or have special status for other reasons, and
- are considering, or are aware of, potential material transactions involving the issuer.

A copy of the Restricted Trading List is available from the Compliance Officer and will be provided to you on a quarterly basis and at any time that a change is made to it. Separate Restricted Trading Lists may be developed for CDEV and CHHC.

We define a **trade** as any activity that represents a change in legal or beneficial ownership of securities. This includes gifts and donations. A **security** is a share, bond or debenture or other form of corporate debt, interests in trusts and limited partnerships, and includes options and other rights and interests.

These restrictions apply to investment accounts you influence, direct or control and would normally apply to accounts where:

- you are involved in making investment decisions,
- you have a significant influence on the investment decisions, or
- you are involved in voting decisions or have voting control.

It includes investment accounts you hold, and could also apply to accounts that are not in your name (if you influence, direct or control them), such as:

- accounts held by a corporation, partnership or other entity
- accounts held by an investment club or other similar organization, and
- accounts held by a member of your family that resides in your household or accounts held in trust for you or a member of your family that resides in your household.

These restrictions do *not* apply to:

- a blind trust (i.e., a trust in which you (and/or a family member) are a beneficiary but for which you do not receive any reporting and have no knowledge regarding investments),
- accounts managed on your (and/or a family member's) behalf where a third party financial advisor has full discretion over investment decisions and for which no trading instructions are given other than customary general client investment objectives and similar information,
- automatic plans, such as an automatic dividend reinvestment plan, share purchase plan or similar automatic plan, as long as you were otherwise permitted to trade in the security at the time you became covered by the plan or the plan was amended, or
- transactions in the following types of securities:
  - government securities, foreign or domestic,
  - short-term instruments, such as certificates of deposit and guaranteed investment certificates, of financial intermediaries including life insurance



- companies and banks where these instruments are purchased for holding to maturity,
- bankers acceptances, bank certificates of deposit, repurchase agreements or commercial paper of nonfinancial institutions with a maturity of 180 days or less where these instruments are purchased for holding to maturity,
  - open-end mutual funds (or the equivalent, including funds of funds),
  - closed-end mutual funds, or
  - exchange-traded funds or “ETFs” (i.e., Holders, iShares, OPALS).

During your career, you may have participated in compensation arrangements for other entities that include things like:

- grants of restricted or deferred stock units or stock appreciation rights,
- rights or stock options, and
- long-term incentive plans.

You may participate in these kinds of arrangements through other directorships you may have. However, your *exercise* of any of these items is considered a trade for the purpose of these guidelines.

### **5.3 Insider trading and tipping**

Canadian securities legislation imposes trading restrictions when you have material information about a public company that has not been publicly disclosed.

It is against the law for you or anyone else to trade securities based on undisclosed material information you obtained through your work with us or to pass the undisclosed material information on (called **tipping**), intentionally or not, to someone who may then trade the securities. It is also against the law to recommend or encourage someone to trade securities with knowledge of undisclosed material information about the issuer of the securities.

If you have given a broker or portfolio manager the discretion to trade securities in a managed account, and a security is traded at a time when CDEV has undisclosed material information in relation to that security, you may have difficulty proving that the trade was made without the benefit of that information. This difficulty may be most acute if you have undisclosed material information or if your broker or manager does not have the necessary registrations under securities laws to trade for a managed account. You could eliminate that difficulty by either placing your investments in a blind trust, or by requiring your broker or manager to obtain pre-clearance for each trade.

If you obtain undisclosed material information in relation to a public company through your work for CDEV, you must not pass that information to others except on a “need to know” basis within CDEV. You must also not recommend or encourage anyone else to trade securities of that company while you are in possession of undisclosed material information about the company.

Insider trading laws are complicated and continue to evolve. If you are not sure whether information is material, you should speak to the Compliance Officer before trading in any securities relating to the information, to avoid breaching the Code or involving yourself or others in any liability issues.

If you suspect that you may have learned undisclosed material information about an issuer, you should contact the Compliance Officer as soon as possible.

### **Disclosing trading and personal information**

You are required to confirm annually that you have complied with our personal trading guidelines during the previous fiscal year. This confirmation is required in the Annual Acknowledgement.

## **6 Reporting Forms**

### **6.1 Upon beginning work with us**

Upon beginning work with us, you will be asked to complete the Acknowledgement for New Officers, Employees and Others and the Personal Information Form and return them to your Compliance Officer (or such other individual as may be designated by the Compliance Officer). Instructions for completing these forms are set out below under Section 6.2, *Completing the Acknowledgement for New Officers, Employees and Others*, and 6.3, *Completing the Personal Information Form*.

### **6.2 Completing the Acknowledgement for New Officers, Employees and Others**

The Acknowledgment for New Officers, Employees and Others can be found in Appendix B. In that form you will be asked to check the appropriate boxes to confirm that you have read and understood the Code, the Public Sector Code and our other policies and procedures and agree to conduct yourself according to the principles and guidelines for ethical behaviour as set out in the Code and the Public Sector Code and our other policies and procedures and that you agree to formally acknowledge at least once a year while you are working for us that you have read, understood and complied with the Code, the Public Sector Code and our other policies and procedures.

### **6.3 Completing the Personal Information Form**

The Personal Information Form can be found in Appendix C.

#### **Section 1: About the organizations you're affiliated with**

In the first section of the Personal Information Form, you are required to disclose if you:

- (a) are a director, officer, employee or trustee of an organization; or
- (b) exercise control over, have more than 10% of the voting rights or make investment or other major decisions for an organization.

If so, you will need to provide the name of the organization and the position you hold with the organization. You do not, however, need to provide us with information concerning your role as a part-time director, officer or trustee of a non-profit organization unless such role constitutes a real, perceived or potential conflict of interest. Examples of roles that would not normally need to be reported include serving on the board of a local minor sports association, the board of a charity or the board of a condominium in which you reside.

## Section 2: About private interests and activities

In the second section of the Personal Information Form, you are required to disclose any of your other outside activities, assets and interests that might give rise to a real, potential or perceived conflict of interest in relation to your official duties as described in the Code. For example, ownership of property that could be impacted by decisions made by CDEV should be reported in this section of the Personal Information Form.

This includes ownership of securities of an entity on the Restricted Trading List of your respective company.

## Section 3: About family members

In the third section of the Personal Information Form, you need to tell us if, to your knowledge, you have a family member (for purposes of this form only, a spouse, common-law partner, child, sibling or parent) who works for or is on the board of directors of:

- a supplier or other entity that has a major relationship with us, such as joint venture co-owners,
- an entity on the Restricted Trading List or other entity that we hold a significant position in.

## **6.4 Annual Reporting**

On an annual basis at the start of each calendar year, we will ask you to complete the Annual Acknowledgement and an updated Personal Information Form. These forms must be returned to your Compliance Officer (or such other individual as may be designated by the Compliance Officer).

## **6.5 Completing the Annual Acknowledgement**

The Annual Acknowledgment can be found in Appendix D. In that form you will be asked to check the appropriate boxes to confirm that:

- you have read and understood the Code and the Public Sector Code,
- you have complied with the Code, the Public Sector Code and our other policies and procedures during the reporting period specified in the form, and
- you have complied with the personal trading guidelines described in the Code during the reporting period specified in the form.

## **6.6 Use of Information in Reporting Forms**

The information in the Acknowledgement for New Officers, Employees and Others, the Personal Information Form and the Annual Acknowledgement will be provided to the Compliance Officer for purposes of monitoring potential conflicts of interest. In the case of forms completed by the Compliance Officer of CDEV, such information will be provided to the Chair of the N&G Committee. In the case of forms completed by the Compliance Officer of CHHC, such information will be provided to the CDEV Compliance Officer.

Disclosure of an interest or association on these forms does not necessarily mean that such interest or association constitutes a real, potential or perceived conflict of interest. **You are**

***also reminded that compliance with this Code is an ongoing obligation and the forms may not request disclosure of every circumstance that could constitute a real, potential or perceived conflict of interest requiring disclosure under this Code.*** For example, the forms do not require disclosure of private interests of all relatives and friends although such interests could constitute a real, potential or perceived conflict of interest if you exercise an official power, duty or function that provides an opportunity to further those interests. In such a case, you still have an obligation to report those circumstances in accordance with the Code.

## **6.7 Additional Reporting Obligations**

In addition to the Acknowledgment for New Officers, Employees and Others, the Personal Information Form and the Annual Acknowledgment, you also have ongoing reporting obligations with respect to:

- a suspected failure to adhere to the Code, the Public Sector Code or any of our other policies and procedures (see Section 1.6),
- the existence of a real, potential or perceived conflict of interest (see Sections 3.5 and 3.6),
- possible appointments that may require approval under the Code (see Section 3.5.2),
- benefits or income received from a contract with the Government of Canada (see Section 3.5.2),
- conflicts of duties (see Section 3.7),
- a suspicion of political interference with our business activities (see Section 3.8),
- requests to engage in political activities (see Section 3.8),
- offers of benefits to CDEV by outside individuals or entities with whom CDEV has past, present or potential official dealings (see Section 3.9.1),
- requests for approval to trade a security of an issuer on the Restricted Trading List (see Section 5.2), and
- possible receipt of undisclosed material information about an issuer (see Section 5.3).

**Appendix A**  
**Public Sector Code of Conduct**  
**(Downloaded from the Government of Canada Website September 2018)**

<http://www.tbs-sct.gc.ca/pol-cont/25049-eng.pdf>

**Appendix B**  
**Acknowledgement — new officers, employees and others**

**Use this form to acknowledge that you have read and understood the Code and the Public Sector Code and will comply with them.**

**You are required to complete this form when you begin working for us.**

*Our* refers to Canada Development Investment Corporation (CDEV) and our wholly-owned subsidiaries (other than Trans Mountain Corporation and its subsidiaries). *You* refers to any employee or officer of CDEV or its wholly-owned subsidiaries (other than Trans Mountain Corporation and its subsidiaries) or any other individual to whom the Code applies. The *Code* means the CDEV Employee Code of Conduct. *Public Sector Code* means the Values and Ethics Code for the Public Sector established by the Treasury Board pursuant to the *Public Servants Disclosure Protection Act*.

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**When you begin working for us**

As a new employee or officer, you are required to read and understand the Code, the Public Sector Code and our other policies and procedures, and acknowledge that you have done so and will comply with them.

**Your acknowledgement**

*Please check the appropriate boxes below.*

You acknowledge that you have read and understood the Code, the Public Sector Code and our other policies and procedures.

- You agree to conduct yourself according to the principles and guidelines for ethical behaviour as set out in the Code and the Public Sector Code and to comply with our other policies and procedures.
- You agree to formally acknowledge at least once a year while you are working for us that you have read, understood and complied with the Code, the Public Sector Code and our other policies and procedures.

*Please sign here*

Name (*please print*):

Signature

Date

**Appendix C**  
**Personal information form — officers, employees and others**

**Use this form to tell CDEV about your directorships, trusteeships, private interests and activities and other information for our conflict of interest procedures.**

**You are required to complete this form when you begin working with us and again annually while you are working for us. Instructions on how to complete this form can be found in Section 6.3 of the CDEV Employee Code of Conduct.**

**Disclosure of an interest or association on these forms does not necessarily mean that such interest or association constitutes a real, potential or perceived conflict of interest. *You are also reminded that compliance with this Code is an ongoing obligation and this form may not request disclosure of every circumstance that could constitute a real, potential or perceived conflict of interest requiring disclosure under this Code.* Even if not specifically requested on this form, you still have an obligation to report any real, potential or perceived conflict of interest in accordance with the Code.**

*Our* refers to Canada Development Investment Corporation (CDEV) and our wholly-owned subsidiaries (other than Trans Mountain Corporation and its subsidiaries). *You* refers to any employee or officer of CDEV or its wholly-owned subsidiaries (other than Trans Mountain Corporation and its subsidiaries) or any other individual to whom the Code applies. The *Code* means the CDEV Employee Code of Conduct. *Public Sector Code* means the Values and Ethics Code for the Public Sector established by the Treasury Board pursuant to the *Public Servants Disclosure Protection Act*.

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**Section 1: About the organizations you're affiliated with**

If you:

- (a) are a director, officer, employee or trustee of any organization;
- (b) exercise control over, have more than 10% of the voting rights or make investment or other major decisions for any organization,

you need to provide us with more information. You do not, however, need to provide us with information concerning your role as a part-time director, officer or trustee of a non-profit organization unless such role constitutes a real, perceived or potential conflict of interest.

*Please check the appropriate box below.*

- No - you are not a director, officer, employee or trustee or are affiliated with an organization as described above.
- Yes - you are a director, officer, employee or trustee or are affiliated with an organization as described above. If you checked this box, complete the information below. Use a separate sheet if you need more space.

**Affiliation 1**

Name of organization	Position Held
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**Affiliation 2**

Name of organization	Position Held
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**Affiliation 3**

Name of organization	Position Held
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**Affiliation 4**

Name of organization	Position Held
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**Section 2: About private interests and activities**

Please disclose any of your outside activities, assets and interests that might give rise to a real, potential or perceived conflict of interest in relation to your official duties as described in the Code. This includes ownership of securities of an entity on the Restricted Trading List. See Section 6.3 of the Code for examples of other items that should be reported in this section.

*Please check the appropriate box below.*

- No - you do *not* have any outside activities, assets or interests that could raise this concern.
- Yes - you have outside activities, assets or interests that could raise this concern. *If you checked this box, describe such outside activities, assets or interests below. Use a separate sheet if you need more space.*

This information helps us monitor your objectivity in carrying out your duties and maintain public confidence and trust in CDEV.

**Outside activity, asset or interest 1**

--

**Outside activity, asset or interest 2**

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**Section 3: About family members**

If you are an employee or officer, as part of the Code you need to tell us if, to your knowledge, you have a family member (for purposes of this form only, a spouse, common-law partner, child, sibling or parent) who works for or is on the board of directors of:

- a supplier or other entity that has a major relationship with us, such as joint venture co-owners,



- an entity on the Restricted Trading List or other entity that we hold a significant position in.

**Note that this form does not require disclosure of private interests of all relatives and friends although such interests could constitute a real, potential or perceived conflict of interest if you exercise an official power, duty or function that provides an opportunity to further those interests. In such a case, you still have an obligation to report those circumstances in accordance with the Code.**

*Please check the appropriate box below.*

- No - you do *not* have a family member who works for, or is on the board of directors of, one of the two parties listed above.
- Yes - you have a family member who works for, or is on the board of directors of, one of the two parties listed above. *If you checked this box, complete the information below. Use a separate sheet if you need more space.*

**Person 1**

Name
Organization he or she works for
Position held

**Person 2**

Name
Organization he or she works for
Position held

**Your acknowledgement**

You have provided the above information for the following reporting period:

*January 1, 20\_\_ to December 31, 20\_\_*

*Please sign here*

Name (*please print*):

Signature

Date

**Appendix D  
Annual Acknowledgement**

**Use this form to acknowledge that you have read and understood the Code and will comply with it.**

**You are required to complete this form annually while you are working for us.**

*Our* refers to Canada Development Investment Corporation (CDEV) and our wholly-owned subsidiaries. *You* refers to any employee or officer of CDEV or its wholly-owned subsidiaries or any other individual to whom the Code applies. The *Code* means the CDEV Employee Code of Conduct. *Public Sector Code* means the Values and Ethics Code for the Public Sector established by the Treasury Board pursuant to the *Public Servants Disclosure Protection Act*.

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As an employee or officer, you are required to read and understand the Code, the Public Sector Code and our other policies and procedures, and acknowledge that you have done so and will comply with the Code, the Public Sector Code and our other policies and procedures. We will ask you to do this annually.

**Reporting Period**

January 1, 20\_\_ to December 31, 20\_\_

**Your acknowledgement**

*Please check the appropriate boxes below for the reporting period specified above:*

- You acknowledge that you have read and understood the Code and the Public Sector Code.
- You confirm that you have complied with the Code, the Public Sector Code and our other policies and procedures during the reporting period specified above.
- You confirm that you have complied with the personal trading guidelines described in the Code during the reporting period specified above.

*Please sign here*

Name (please print):

Signature

Date