

Kingston Midstream Limited
and its subsidiaries
(collectively or individually, “Kingston” or the “Company”)

CODE OF CONDUCT

“Our goal is to be the kind of business organization in which people can place their trust.”
James Richardson, Founder, James Richardson & Sons, Limited, 1857

Kingston and its ultimate shareholder, James Richardson & Sons, Limited (“JRSL”), have established a track record of success and integrity over six generations of doing business in Canada. Ours is a rare heritage, one that provides an important foundation of values, credibility and ethics upon which JRSL and Kingston will continue to grow and prosper for the benefit of all their stakeholders. This Code provides our employees, independent contractors, officers and directors (together, “employees”) with the standards of acceptable ethical conduct and behaviour when representing Kingston and dealing with our stakeholders, who are our shareholders, directors, officers, employees, customers, suppliers, advisors and the communities in which we operate, which will ensure that our organization fulfills the goal of its Founder, James Richardson, *“to be the king of business organization in which people can place their trust.”*

OBJECTIVES OF THE CODE

The Code of Conduct has three objectives:

- To satisfy the rights of employees to know what is expected of them and to know the consequences of violating the Code;
- To satisfy the rights of employees to be protected from the wrongful behaviour of other employees; and
- To satisfy the rights of Kingston to protect its stakeholders and its property.

INTERPRETATION OF THIS CODE

The purpose of the Code is to provide employees with direction with respect to issues which may arise from time to time. Except where certain actions are specifically prohibited or required, this Code is intended to serve as a general guideline. The absence of specific reference to some other topic, or failure to restrict or prohibit specific actions or behaviour, should not be interpreted as approval of such action or behaviour. Employees are expected to use common sense and, in appropriate circumstances, seek guidance where any question of the appropriateness of specific actions or behaviour is potentially at issue. Wherever any doubt arises with respect to this Code, inquiries should be directed to the President of the Company or the Vice President and General Counsel of JRSL.



This Code is in addition to any code of conduct to which the employee may be subject as a result of the employee's registration with, or membership in, a professional or industry regulatory or governing authority or organization.

PROPER CONDUCT

Respect for Others

Employees shall treat other employees and stakeholders with dignity, respect and fairness at all times.

- Kingston is committed to high standards of ethics in all relations with and among its employees and stakeholders.

Unlawful discrimination, harassment or violence in the workplace will not be tolerated.

- Kingston is committed to fairness in the workplace and recognizes that a diverse workforce allows us to serve our stakeholders most effectively.
- Kingston will not tolerate any form of personal harassment (such as threatening behaviour, bullying, taunting or ostracizing other employees or stakeholders).

Professionalism

Employees will carry out their job responsibilities to the best of their ability in a professional manner.

- Employees shall accept supervisory direction and maintain the required quality and quantity of work.
- Employees are expected to be at work on time each scheduled day.
 - When illness or emergencies necessitate absence or lateness, employees are expected to notify their supervisor in advance of their regular hours of work.

Alcohol and Drugs

Management approval is required before alcohol may be served on Company premises.

The operation of a Company vehicle or machinery while under the influence of alcohol or drugs is prohibited.

- Those who choose to consume alcohol at Company-sponsored functions or at business-related functions such as receptions, lunches and dinners, will do so responsibly and in moderation.

The use, possession or distribution of illicit drugs, illicit paraphernalia or non-prescribed drugs for which a prescription is legally required while on Company premises is prohibited.

This Code is subject to and supplemented by the Kingston Alcohol and Drug Policy.

HEALTH, SAFETY AND ENVIRONMENT

Kingston endeavours to provide a safe and healthy work environment for all employees and to conduct its operations in a manner which minimizes the harm to our environment.

- Protection of our employees from injury or occupational illness and the protection of the environment are priorities of the Company.
- Employees have the right to refuse to perform any work which is unsafe.
- This commitment to employee health and safety and to the environment involves co-operation and support of every employee of the Company.

Employees have a responsibility to help ensure the Company is complying with health, safety and environmental laws and regulations by reporting accidents, potential hazards and other concerns immediately to their manager or to an officer or director of the Company.

CONFLICTS OF INTEREST

General Principle

Employees shall at all times carry out their duties honestly, in good faith and in the best interests of Kingston.

- Kingston strives to maintain the highest standards of business ethics in all dealings with its stakeholders.

Avoiding Conflicts of Interest

Neither employees, nor members of their immediate families (spouse and children), shall accept any gifts, payments, loans, fees, services, discounts or other valuable consideration, either directly or indirectly, from any person or organization with whom Kingston does business or is considering doing business with (customer/supplier/business associate), if such acceptance would, or could reasonable appear to, influence the objective performance of the employee's duties and responsibilities.

- The acceptance of tangible gifts of nominal value (under \$250) or nominal business-related travel, meals and entertainment, including lunches or dinners (under \$250 where a representative of the customer/supplier/business associate is not present or under \$500 where a representative of the customer/supplier/business associate is present) are permitted, provided such do not occur in excess and are reasonable in the circumstance. All other gifts, travel, meals and entertainment must be politely refused or returned with a not explaining Kingston's Code of Conduct. The Company acknowledges that there are circumstances in which the value of such gifts, travel, meals or entertainment may exceed the limitation noted, but there may be legitimate business reasons for accepting such gifts, travel, meals or entertainment. In such circumstances, the employee may accept or retain such gift, travel, meals or entertainment, if the employee first obtains the written consent of their immediate supervisor and the President of Kingston, who shall advise the Vice-President and General Counsel of JRSL if such consent is granted.

Employees shall not grant or give gifts, travel, meals or entertainment to any party or employee of a party with whom Kingston does business or is considering doing business with, unless such gifts, travel, meals or entertainment are in accordance with generally accepted business practices and would not be viewed as being illegal or improper.

Employees shall not engage directly or indirectly in any business activity that could be viewed as being in competition with Kingston, nor shall employees or their immediate families have a financial interest in or with a customer or supplier of the Company where the employee is in a position to influence the relationship between the Company and that other party.

It is considered a conflict of interest if employees (other than external directors) conduct non-Company business activities during their normal work day, or utilize Company equipment or facilities for any non-Company related business activity.

SECURITY

The Company and its employees will endeavour to protect the property and assets of the Company and of its employees.

- If employees know of any situation or incident that could lead to the loss, damage, misuse or theft of Company or employee property, they should report it immediately to their manager or security personnel.

CONFIDENTIALITY

Third Party Information

Many parties with whom Kingston transacts business provide Kingston with personal, business and financial information of a confidential nature which must be protected.

- In dealing with such information, employees must ensure that:
 - Such information is not disclosed to third parties, except in accordance with established policies and subject to proper authorizations where necessary; and
 - Shipper-specific information is not revealed to other employees except where their duties or responsibilities require that they have access to such information.
- In particular, and without limiting the generality of the foregoing, no employee shall disclose to another person information about the quantity, destination, shipper or routing of property tendered to the Company for transportation if (i) such information could be used to the detriment of the shipper; or (ii) such information would improperly disclose the shipper's business transaction to a competitor of the shipper, including any affiliate of Kingston. Shipper-specific information shall not be used by any employee except in the course of carrying out Kingston's transportation business and, in particular, shall not be disclosed to persons outside the Company or to crude oil trading personnel within Kingston's petroleum marketing business.

JRSL and Kingston Information

Confidential information about Kingston, JRSL and its shareholders (being members of the Richardson Family) must also be protected.

- Employees who have access to such confidential information must keep it confidential and not use it for any purpose other than to further the best interests of the Company.
- Confidential information about the Company and its shareholders and employees is confidential if it is not generally available to the public and includes information regarding the personal lives of employees and shareholders.
- Examples are financial information, shareholdings, business plans, business forecasts, strategic initiatives, proposed acquisitions, investments or divestitures, current or proposed products and the marital status or health of employees or shareholders.

The duty to maintain confidentiality and to not use confidential information other than in the best interests of the Company continues after employees are no longer associated with JRSL or Kingston.

INTELLECTUAL PROPERTY

All intellectual property including inventions, trade secrets, customer information, customer lists, business plans and strategies, creative materials, methods, processes, software and moral rights related to such intellectual property which employees create or make in the course of their employment shall be assigned to the Company and employees shall waive any moral or other rights that they may have in such intellectual property.

COMPUTER SYSTEM USE

Company computers and other information technology equipment must be kept secure and used appropriately.

- Any passwords which are provided in connection with the use of a computer or the Company's computer network must be kept in strictest confidence.
- No personal software, games or programs etc. should be loaded on to the Company computers without the permission of the Director of IS&T.
- Transmitting, viewing, generating, printing, retrieving, downloading or storing any communication of a discriminatory, defamatory, hateful, obscene, damaging (such as computer viruses), threatening or harassing nature, or any material that is inappropriate for the business environment or that has the potential to adversely affect the Company's reputation (such as sexually oriented literature or pictures) is prohibited

BUSINESS COMMUNICATIONS

The Company's electronic devices and services, including, but not limited to, computers, computer-related equipment, products or services are the Company's property and should be used primarily for

business purposes. The Company reserves its rights to monitor employee's electronic activities at any time.

- Incidental and appropriate personal use of such devices is permitted, provided it does not interfere with the normal conduct of the Company's business or the performance of the employee's duties and any related charges are reimbursed to the Company by the employee.

DISCIPLINARY ACTIONS

Failure to comply with Company procedures, policies and this Code may lead to disciplinary action.

Subject to the severity of the incident, disciplinary action could involve one or more of the following:

- *Verbal warning;*
- *Written warning;*
- *Suspension without pay; and/or*
- *Termination of employment.*

REPORTING BREACHES OF THIS CODE

Reporting breaches or potential breaches of this Code is encouraged.

- When employees become aware of any conduct contrary to this Code, they are encouraged to discuss the situation or seek guidance from:
 - Their immediate supervisor; or
 - Any officer or director of the applicable Company; or
 - Michael Guttormson, Vice-President, General Counsel and Secretary of James Richardson & Sons, Limited at (204) 953-7952.
- Confidentiality will be protected where necessary and every effort will be made to protect employees from retaliation, who, in good faith, report a suspected violation.

Approved by Kingston Board of Directors March 6, 2020