

HILLCREST ENERGY TECHNOLOGIES LTD.
(the "Company")

CODE OF BUSINESS CONDUCT AND ETHICS AND WHISTLEBLOWER POLICY

This Code of Business Conduct and Ethics and Whistleblower Policy ("**Code**") has been adopted by the Board of Directors of the Company (the "**Board**") in order to promote integrity and honest and ethical conduct of the Company's business.

APPLICATION

This Code applies to all directors, officers, employees of the Company and its subsidiaries ("**Company Personnel**"). This Code also reflects the standard to which the Company expects all the Company's partners, agents, consultants and other contractual counterparties ("**Covered Third Parties**") to adhere when acting on the Company's behalf.

It is the responsibility of all Company Personnel and/or Covered Third Parties to become familiar with, and comply with, this Code. Company Personnel and/or Covered Third Parties will be provided with a copy of this Code and shall execute the certification set out in Schedule A to confirm that the Code has been read and that the individual undertakes to comply with the Code at all times.

In line with the Company's commitment to open communication, this Code provides an avenue for Company Personnel and/or Covered Third Parties, suppliers and customers to raise concerns and have reassurance that they will be protected from reprisals or victimization for whistleblowing in good faith.

CONFLICTS OF INTEREST

A conflict of interest arises when Company Personnel and/or Covered Third Parties must choose between the Company's best interests and other interests, such as their personal interests or the interests of another corporation. Any situation where the judgment of Company Personnel and/or Covered Third Parties and Covered Third Parties may be compromised, where Company Personnel and/or Covered Third Parties shows undue favouritism to any party or where Company Personnel and/or Covered Third Parties receives a benefit of some kind is potentially a conflict of interest. All Company Personnel and/or Covered Third Parties must strive to avoid situations that create a conflict, create the appearance of a conflict, or have the potential to create a conflict. If any of these situations occur, Company Personnel and/or Covered Third Parties are responsible for disclosing and, where appropriate, taking action to remedy the conflict of interest.

ANTI-KICKBACK POLICY

"Kickback" means any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly, to any director, officer, employee, contractor, contractor's employee, subcontractor, or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract or purchase agreement.

If Company Personnel and/or Covered Third Parties become aware of any activity of the type described above, they should immediately report such activity to their immediate supervisor/manager. If the

immediate supervisor/manager is the person alleged to have received the kickback, then the activity should be reported in accordance with the Company's whistleblower process under this Code. These reports shall be examined and if warranted, investigated.

GIFTS AND ENTERTAINMENT

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as occasional meals and beverages, or occasional tickets to sporting or cultural events, discounts not available to the general public, travel, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when such courtesies compromise – or appear to compromise – a person's ability to make objective and fair business decisions.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship must be avoided. These guidelines apply at all times, and do not change during traditional gift-giving seasons. No gift or entertainment should ever be offered, given, provided or accepted by any Company Personnel and/or Covered Third Parties, or by any family member of any Company Personnel and/or Covered Third Parties, unless it (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any applicable laws or regulations. **A notional value of CAD \$250** should be applied in determining what is acceptable to give or accept. Any gifts or proposed gifts about which you are uncertain whether they are appropriate are to be discussed with your supervisor/manager.

ANTI-CORRUPTION

It is important that the Company and its subsidiaries respect all international and local anti-bribery and anti-corruption laws, even where the perception is such that standards are loosely enforced by local authorities. Corruption is the misuse of power by government officials or other parties for illegitimate private gain. Bribery is the offer, promise, or provision, directly or indirectly, of a loan, reward, advantage or benefit of any kind to a person in a position of power to influence that person's views or conduct or to obtain or retain an improper advantage. These actions could expose the Company and Company Personnel and/or Covered Third Parties to the risk of prosecution, fines and imprisonment in the countries where we do business. In addition, non-compliance threatens the Company's reputation, which plays a critical role in our success as a business. Company Personnel and/or Covered Third Parties must comply with applicable anti-bribery and anti-corruption laws and regulations.

CONFIDENTIALITY AND INSIDER TRADING

Business affairs of the Company are confidential and must not be discussed with anyone outside the organization except for information that has already been made available to the public. Company Personnel and/or Covered Third Parties must comply with applicable laws and regulations regarding trading of securities of the Company when in possession of undisclosed material information regarding the Company's business.

COMPETITION AND FAIR DEALING

The Company is committed to fair competition. The Company complies with antitrust laws in its interactions with suppliers and competitors in all countries in which it operates.

Relationships with customers and suppliers are critical to the continuing success of the Company. In dealings with competitors, customers and suppliers, all Company Personnel and/or Covered Third Parties must conduct themselves with honesty, integrity and respect. All Company Personnel and/or Covered Third Parties must ensure the confidentiality of all customer and supplier information unless disclosure is required by law or authorized by the customer or supplier.

All of the Company's customers, suppliers, competitors and employees of the Company should be dealt with fairly. No one at the Company should take unfair advantage of anyone through illegal conduct, concealment, manipulation, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

DISCLOSURE

The Company is committed to providing timely, consistent and credible dissemination of information, in compliance with disclosure requirements under applicable securities laws. All Company Personnel and/or Covered Third Parties are expected to comply with such requirements.

COMPANY RECORDS AND INTERNAL CONTROLS

The Company is required to record and publicly report all internal and external financial records in compliance with applicable accounting principles. As well, the Company must maintain effective controls and procedures so that financial and non-financial information is reported timely and accurately both to Management and in the filings and public disclosures the Company makes. All Company Personnel and/or Covered Third Parties are responsible for ensuring the accuracy of all books and records within your control and complying with all Company policies and internal controls.

Use of the Company's funds or other assets for unlawful or improper purposes is prohibited. All transactions must be authorized and executed in accordance with the Company's policies and the instructions of Management. Appropriate accounting and financial policies, procedures, controls and audit processes must be maintained.

The Company's resources (such as computers, telephones, photocopiers, etc.) must be used primarily for business purposes.

Company Personnel and/or Covered Third Parties, regardless of their position in the organization, are expected to follow internal policies and procedures designed to protect the integrity and confidentiality of corporate data and intellectual property. This includes adherence to procedures related to security of computer systems and information management.

HEALTH AND SAFETY

The Company complies with all applicable laws and regulations relating to safety and health in the workplace. Each Company Personnel and/or Covered Third Parties is expected to consult and comply with all Company rules regarding workplace conduct and safety. Any unsafe or hazardous conditions or materials, injuries, and accidents connected with the Company's business and any activity that compromises Company security must be immediately reported to the applicable supervisor/manager.

NO DISCRIMINATION OR HARASSMENT

The Company's employment decisions are based on reasons related to our business, such as job performance, individual skills and talents, and other business-related factors, in compliance with all applicable employment laws. In particular, the Company prohibits discrimination in any aspect of employment based on race, color, religion, sex, national origin, marital status, sexual orientation, disability or age.

The Company prohibits abusive or harassing conduct by Company Personnel and/or Covered Third Parties toward others, such as unwelcome sexual advances, comments based on ethnicity, religion or race, or other non-business, personal comments or conduct that make others uncomfortable in their employment with us. Company Personnel and/or Covered Third Parties are expected to report harassment or other inappropriate conduct to the applicable supervisor/manager as soon as it occurs.

PRIVACY

The Company, and companies and individuals authorized by the Company, collect and maintain personal information of Company Personnel and/or Covered Third Parties. Pursuant to the Company's Privacy Policy, the Company follows procedures to protect information wherever it is stored or processed, and access to personal information is restricted. Personal information will only be released to outside parties in accordance with the Company's policies and applicable legal requirements. Company Personnel and/or Covered Third Parties who have access to personal information must ensure that personal information is not disclosed in violation of the Company's policies or practices.

WHISTLE-BLOWER PROCESS

If you should learn of a potential or suspected violation of the Code, you have an obligation to promptly report the violation. In particular, you have an obligation to communicate any concerns or complaints relating to accounting, internal controls, auditing matters, disclosure, fraud, illegal behaviour and unethical business practices including, without limitation, the following:

- a. fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- b. fraud or deliberate error in the recording and maintaining of financial records of the Company;
- c. deficiencies in or noncompliance with the Company's internal controls over financial reporting;
- d. misrepresentation or false statement to or by a senior officer, accountant or external auditor regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- e. deviation from full and fair reporting of the Company's financial condition.

Any person may submit on a **confidential or anonymous** basis a report without fear of dismissal or retaliation of any kind. Reports may be made orally or in writing and, if preferred, anonymously. You have several options for raising concerns.

- a. raise your concern with your supervisor/manager; or
- b. raise your concerns through confidential email: report@hillcrestenergy.tech
- c. raise your concerns directly to the Chair of the Audit Committee.

If Company Personnel and/or Covered Third Parties are in doubt regarding the best course of action in a particular situation, do not hesitate to speak with your supervisor/manager.

TREATMENT OF REPORTS

Upon receipt of a report, the recipient of the report will acknowledge receipt of the report to the submitter. Confidentiality will be maintained to the fullest extent possible. However, if a complainant fails to self-identify in a report and the information provided is insufficient, the Company may not be able to adequately investigate and resolve the complaint. Reports made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted.

The Company, through the Audit Chair, will ensure that prompt and appropriate corrective action will be taken when and as warranted. When possible and when determined appropriate, notice of any corrective action taken will be given to the person who submitted the report.

NO RETALIATION

Any Company Personnel and/or Covered Third Parties who has been found to have engaged in retaliation against an individual for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including termination of employment or other business relationships. If any individual believes that same individual has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible to one of the people detailed in the “Whistleblower Process” section above.

EFFECTIVE DATE

This Code was approved by the Board on August 26, 2021.

SCHEDULE A

CERTIFICATION

Reference is made to the **Code of Business Conduct and Ethics and Whistleblower Policy** adopted by the Board of Directors of Hillcrest Energy Technologies Ltd. (the "**Company**") on August 26, 2021 (the "**Policy**").

In accordance with the Code, I, _____, hereby certify, represent and warrant to the Company and its subsidiaries and affiliated companies that I have read and understand the Company's Code of Business Conduct and Ethics and Whistleblower Policy, a copy of which is attached hereto, and I agree to comply with the procedures and restrictions set forth therein.

Dated this ____ day of _____, 20____.

Per: _____
Signature