
	Code of Ethics	
	Policy #: Code of Ethics	Created by: Human Resources
	Applicable to: All salaried and hourly personnel, direct service providers, contractors, and executive officers	Approved by: W. J. (Bill) Lingard (SIGNED)
	Dated: August 2008	Revised: June 24, 2010

1.0 Purpose

The purpose of this Code of Ethics policy is to ensure that all FLINT employees have a clear understanding of the company's expectations regarding their conduct and decision making at work, and to provide them with a clear understanding of what to do in the event that they witness unethical behaviour at work, or are faced with making a decision which may not be in alignment with our core values.

FLINT has established a set of core values, developed by FLINT employees, managers and executives. These core values should be relied upon by employees in all decisions affecting FLINT's business activities.

Our ongoing commitment to our core values is necessary to ensure that we operate with the highest regard for integrity and ethical standards. FLINT's vision and core value statements are as follows:



VISION

*Customer's service provider of choice
People's employer of choice*

VALUES to VISION

Integrity	<i>Do The Right Thing</i> <ul style="list-style-type: none"> ○ Be honest and trustworthy ○ Be ethical ○ Communicate openly
People	<i>Protect Our Most Valued Asset</i> <ul style="list-style-type: none"> ○ People are #1 – 24/7 ○ Always be safe ○ Encourage personal development
Success	<i>Achieve Our Goals</i> <ul style="list-style-type: none"> ○ Set and achieve operational, financial and personal goals ○ Get involved ○ Measure results
Excellence	<i>Be The Best</i> <ul style="list-style-type: none"> ○ Deliver exceptional results ○ Anticipate and understand customer needs ○ Consistently manage performance
Dynamic	<i>Create Innovative Solutions</i> <ul style="list-style-type: none"> ○ Be receptive to change ○ Continuously learn and improve ○ Recognize and reward achievement

In all decision making at work, FLINT employees should be conscious of the following “Ethics Check” questions:

- ***Is it legal?*** Will I be violating any law or company policy?
- ***Is it balanced?*** Is it fair to all concerned in the short term as well as the long term? Does it promote win-win relationships?
- ***Could it be reciprocal?*** How would I feel if I were in the shoes of each of the affected parties?
- ***How will it make me feel about myself?*** Will it make me proud? Would I feel good if my decision was published in the newspaper? Would I feel good if my family knew about it?

2.0 Notification of Policy

All new employees receive a copy of and orientation on the company's Code of Ethics policy during their sign on and orientation process.

The company may amend or alter the Code of Ethics policy from time to time as business and legislative parameters demand. As changes are made, employees will be advised of these amendments. Employees are expected to comply with all aspects of any current policy as a condition of continued employment.

All salaried and construction management staff are required to acknowledge in writing that they have received and read a copy of this policy annually during the Performance Management Process (PMP) review.

3.0 Policy

3.1 Confidential Information

Confidential information may take on a variety of formats: verbal or written, computer data, emails and files, paper documents and files, and photos, video or film. All information and intellectual property created in the course of an individual's employment with FLINT is the exclusive property of FLINT. All FLINT information should be considered confidential, and should not be disclosed to any outside party unless required by law or authorized business practices. Employees shall not use, copy, or disclose confidential company information for personal gain or advantage.

Unauthorized release of confidential company information includes revealing information concerning FLINT's plans or strategies, customers, employees, sub-contractors, suppliers, business associates, technical data test results, contracts, computer software, or other information regarding the private affairs of the company.

Information concerning employees of FLINT may only be disclosed in accordance with the provisions of applicable federal and provincial/state privacy legislation and FLINT's Privacy Policy. Any questions regarding the release of employee information with any outside party should be referred to FLINT's Privacy Officer.

Employees have a duty to safeguard confidential or proprietary information against unauthorized external and internal disclosure. Employees who have such information in their possession are responsible for its safekeeping at all times. It is expected that the information will be protected in a manner that is appropriate to the sensitivity of that information, and consistent with FLINT's Disclosure Policy, Privacy Policy, and information retention, storage and security protocols.

If deemed that non-material, confidential company information is required for the purpose of conducting company business, an employee shall seek approval under the management and control of the senior executive in the division or business unit where the information was created. Information which is deemed material information may only be disclosed in accordance with the provisions of applicable federal and/or provincial/state disclosure and securities legislation and

FLINT's Disclosure Policy. Any questions regarding the disclosure of material information or determinations of materiality, should be referred to FLINT's Disclosure Committee.

3.2 Conflicts of Interest

A conflict of interest arises in any situation where an employee's obligation to serve the best interests of FLINT and its shareholders could be affected by other interests of the employee(s).

Employees must avoid all situations where their personal interests or objectives are, or might be perceived to be, in conflict with the interests of FLINT. Examples include, but are not limited to:

- Employees either directly or indirectly (through a family member or associate) should not gain personal financial benefits by use of their position or company information obtained in the course of their employment.
- Employees must refrain from any business activity or employment that would place them in competition with FLINT in the provision of any product or service offered by FLINT.
- Employees must avoid entering into any role or relationship with other employees of FLINT that could result in personal benefit or undue favour to the employee in the workplace.
- Employees must not accept a position as a member of a Board of Directors or an Officer of a customer or competitor of FLINT unless approved by the Board of Directors.
- Employees must not be a major investor or influential shareholder of any competitor or supplier of FLINT except as may be allowed under the section "Employees Conducting Business with FLINT" below.

Employees may participate in employment outside of FLINT, however this is only allowed if:

- The secondary employment in no way interferes with the employee's duties, availability or performance of their duties for FLINT.
- The employment does not involve the conduct of any business activity on behalf of the secondary employer during any portion of the employee's scheduled work day with FLINT.
- The employment does not require the use of any FLINT property, tools or other assets, including phones, fax, computers, etc.
- The employment is in no way connected with a supplier, contractor, sub-contractor, customer, competitor or any other entity with which FLINT does business.
- The employment does not create or appear to create ethical or legal conflicts of interest.

3.3 Disclosure of Conflicts of Interest

If an employee finds himself or herself in a situation where a conflict of interest exists or may be perceived to exist, full disclosure of the circumstances to their manager or supervisor is required immediately. If the conflict is such that the supervisor or manager may also be involved, employees are directed to contact their divisional executive.

3.4 Competitors

FLINT is committed to conducting all business transactions in compliance with all applicable laws and regulations, and supports the ideal of a free and competitive market for all products and services consumed and supplied by FLINT in the course of its business activity. Therefore, FLINT expects its employees to maintain the highest standards in their relationships with competitors. Employees are prohibited from conducting any activity that improperly reduces or eliminates competition in the market place. Examples include, but are not limited to:

- Employees are required to refrain from entering into any illegal arrangement, agreement or understanding with a competitor concerning prices, terms of sale, or bidding practices, or which may have the effect of influencing prices, terms of sale, or bidding practices.
- Employees must also refrain from obtaining a competitor's trade secrets, proprietary or confidential information through illegal or unethical means.
- Employees are also directed to refrain from publicly expressing any disparaging comments about a competitor's products, services or business practices.

3.5 Employees Conducting Business with FLINT

The practice of employees conducting business with FLINT which is outside of their employment relationship is generally discouraged, but may be allowed under certain circumstances. In all cases, such business transactions must meet the highest possible test of transparency.

- Any business relationship between an employee and FLINT must be pre-authorized by a Vice President.
- Rental of employee property to be used in the conduct of FLINT business (e.g. personal vehicles, quads, tools, equipment) must be done at prevailing market rates as established or confirmed by Conex Equipment Rentals Ltd.
- Any purchase, lease or rental of buildings or land by FLINT from an employee must be pre-authorized by the Chief Executive Officer.

3.6 Use of Company Property and Equipment

The use of company property including time, facilities, vehicles, equipment, tools, supplies or other material is permitted only when performing company duties, unless expressly authorized by company policies.

3.7 Gifts and Hospitality

Employees must not accept or grant any gift, perquisite benefit or other favour which may be intended or perceived to be intended to influence or be provided in exchange for a favour or advantage to a third party conducting or wishing to conduct business with FLINT.

To preserve the image and integrity of the employee and the company the following guidelines shall be followed:

- Business gifts other than items of small intrinsic value (\$250 or less) should not be accepted from suppliers nor given to clients.
- Reasonable hospitality is an accepted courtesy of a business relationship. Reasonable hospitality is defined as hospitality that in the normal course of business may be reciprocated by the employee or client.
- The frequency and nature of gifts or hospitality accepted or given should not be allowed whereby the recipient (employee or client) might be or might be deemed by others to have been influenced in making a business decision as a consequence of accepting such hospitality or gifts.

Employees shall not solicit suppliers for business gifts or hospitality for personal benefit.

With the prior approval of the business unit manager responsible for organizing or hosting a company function, suppliers may be solicited for business gifts of small intrinsic value (\$150 or less). This solicitation should be limited to one function per year, and may be further limited by FLINT's divisional executive where suppliers or customers may be exposed to solicitations from a number of business units in the course of a year.

3.8 Workplace Respect and Employee Relations

FLINT is committed to maintaining a respectful workforce free of workplace discrimination, bullying, and harassment. Employees are expected to abide by the company's Workplace Respect Policy and all provisions of applicable federal and/or provincial discrimination and harassment legislation.

It is the responsibility of senior management, managers, supervisors, and all employees to take action to ensure that violations of respect are eliminated and reported. If at any time an employee has been subjected to or witnessed a respect incident in the workplace, they are encouraged to act and report the violation, anonymously if desired, and without fear of reprisal.

FLINT has established an anonymous third party reporting helpline and website to ensure the highest level of integrity and objectivity in reporting and investigating such issues:

Suspected incidents can be reported at any time confidentially and anonymously to EthicsPoint through the Integrity Helpline using:

Website: www.flintenergy.ethicspoint.com
Toll-Free: 1.888.332.3564

3.9 Whistleblower Policy and Integrity Helpline

FLINT Energy Services Ltd. is a public company that is responsible to our shareholders, employees and clients to conduct business in an ethical and honest manner, in addition to adhering to all laws and regulations governing our company's activities. As part of FLINT's corporate culture, it is every employee's responsibility to report any suspected breach of ethics, law, or other abuses which are not in keeping with the company's standards of ethical behaviours, disclosure practices, code of conduct and business integrity.

The Whistleblower Policy has been designed to provide FLINT's employees with an anonymous and confidential means to report any suspected incidents using a third party confidential communications tool. This anonymous avenue of reporting is provided by EthicsPoint and is called the 'Integrity Helpline'.

The Integrity Helpline is a comprehensive and confidential reporting tool to address fraud, abuse, respect issues and misconduct in the workplace. All reports received are investigated in a discreet and confidential matter and resolved expeditiously.

Suspected incidents can be reported at any time confidentially and anonymously to EthicsPoint through the Integrity Helpline by:

Website: www.flintenergy.ethicspoint.com
Toll-Free: 1.888.332.3564

3.10 Business Irregularities

A business irregularity is considered to be an activity or behaviour that disregards the company's policies or procedures and business integrity. No employee at anytime shall deliberately and/or unlawfully misrepresent or conceal facts to benefit themselves or cause loss to the company or to any other FLINT employee(s). Employees who commit, aid and abet behaviours that promote business irregularities will be subject to investigation under the procedures outlined within this policy. Examples of business irregularities include, but are not limited to:

- Misappropriation of FLINT's assets,

- Unethical behaviour associated with using one's position or association with FLINT,
- Collusion with vendors,
- Authorizing or receiving remuneration for time not worked,
- Authorizing or receiving payment for goods and/or services not received or performed,
- Altering or incorrectly reporting information, or
- Unauthorized use of FLINT assets, expense accounts, and resources

3.11 Environmental, Health and Safety

FLINT employees should report any suspected violations of the company's safety, quality, and environmental and health policies immediately.

4.0 Procedures

All employees have a duty to report suspected violations against FLINT's Code of Ethics policy. If at any time an employee has been subjected to or witnesses a Code of Ethics violation, they are encouraged to act and report the incident, without fear of reprisal, to:

- their supervisor or manager, or
- a Human Resources representative, or
- a Divisional Executive, the Chief Financial Officer, the Chief Executive Officer, or
- Internal Audit Manager, or
- FLINT's Integrity Helpline.

It is the responsibility of supervisors, managers, and senior management to ensure that a violation that is reported to them is immediately reported to their divisional executive and the Internal Audit Manager. Suspected incidents or complaints received will initiate an immediate investigation conducted by senior management together with the Internal Audit Manager.

All reported violations against the Code of Ethics will be documented by the individuals designated as responsible for the investigation. Documentation will be labeled "Strictly Confidential" and must include the following as a minimum:

- The original report of the incident,
- A summary of investigation,
- Copies of any documentation gathered in support of the investigation,
- A log of any communications with the person(s) reporting the incident, and
- A summary of the disposition of the incident.

Documentation must be maintained by the Internal Audit Manager in accordance with the standards outlined in the company's Records Retention Policy. Documentation will only be made available to members of the Audit Committee, the Corporate Secretary, the external auditor, internal legal counsel, or counsel hired in connection with the reported incident, and FLINT's Privacy Officer. Disclosure to any other individual will require the approval of the Internal Audit Manager and the Privacy Officer.

Every effort will be made to protect the anonymity of the employee making the complaint, however due to the nature of an event, this may not always be possible. Any occurrences of reprisal or harassment stemming from raising a concern will be addressed appropriately by the Chief Executive Officer.

All employees involved in an investigation maintain their rights in accordance with FLINT policies and/or labour agreements as applicable.

Employees who commit, aid and abet behaviours that promote Code of Ethics violations will be subject to disciplinary and/or corrective action as deemed necessary up to and including termination. The Chief Executive Officer will make the final determination of the disciplinary or corrective action, with guidance provided by the Internal Audit Manager and Vice President Human Resources.

Details of cases in which employees are found in breach of FLINT's policy or policies may be published in such a manner as the company deems appropriate.

All instances of suspected Code of Ethics violations that result in a loss are reported by the appropriate divisional executive at their next monthly executive meeting. Any losses incurred through an act of fraud will be recovered from the responsible person(s) to the extent possible. A report, along with the course of action, is also disclosed and minuted by the Corporate Secretary at the next meeting of the Audit Committee.

5.0 Contact Information

Complaints or violations against FLINT's Code of Ethics can be reported confidentially at any time:

By phone, in writing, or in person to:

- Their immediate supervisor or manager, or
- A Human Resources representative, or
- Divisional Executive, Chief Financial Officer, Chief Executive Officer, or
- Internal Audit Manager

Anonymously by phone or in writing to:

- The Chair of the Audit Committee through the Integrity Helpline at:

Toll-Free: 1-888-332-3564

Website: www.flintenergy.ethicspoint.com

Internal Use

Please sign and return this confirmation statement to the Human Resources Department in Sherwood Park once you have read the Code of Ethics Policy.

I have read, understand and acknowledge my responsibilities to the company and shareholders of FLINT Energy Services Ltd. as outlined in the company's Code of Ethics Policy.

Employee Signature

Date

Employee Name (Please Print)