

LOOP ENERGY INC.
CODE OF BUSINESS CONDUCT AND ETHICS POLICY

The Code of Business Conduct and Ethics (the “**Code**”) has been adopted by the Board of Directors (the “**Board**”) of Loop Energy Inc. (the “**Corporation**”). This Code embodies the commitment of the Corporation and its subsidiaries to conduct its business in accordance with all applicable laws, rules and regulations and high ethical standards. The Code applies to every employee of the Corporation, including the Corporation’s directors, officers and consultants. Contractors and third party vendors are also expected to meet the standards contained in the Code.

The actions of the Corporation’s employees, consultants, officers and directors shall reflect honesty, integrity and impartiality that is beyond doubt and that all business should be done in a manner that:

- complies with laws, rules and regulations and policies of the Corporation;
- avoids conflicts of interest;
- protects confidential information, in accordance with the Corporation’s Disclosure and Insider Trading Policy; and
- adheres to good disclosure practices, in accordance with applicable legal and regulatory requirements.

The Corporation encourages all employees, consultants, officers and directors to submit good faith complaints or concerns regarding accounting or auditing matters to the Corporation without fear of reprisal.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination. If a situation exists or arises where an individual is in doubt, the individual should seek the advice from the Chief Financial Officer (“**CFO**”) of the Corporation.

Management of the Corporation is responsible for investigating and enforcing matters related to the Code and for reporting breaches of the Code to the appropriate officer of the Corporation. Certain of the matters covered by the Code are also be subject to Audit Committee oversight. Management is also responsible for the communication of the Code who, together with the Corporation’s employees, will be expected to encourage and promote a culture of ethical business conduct.

Compliance with Laws, Rules and Regulations

1. The Corporation is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business. All employees, consultants, officers and directors must respect and obey the laws, rules and regulations of the cities, provinces and countries in which the Corporation operates. Employees, consultants, officers and directors should educate themselves on the laws, rules, regulations and policies that govern their work, and seek advice from supervisors, managers or other appropriate individuals at the Corporation.

Accuracy of Corporate Records and Reporting

2. The books and records of the Corporation must reflect in reasonable detail all of its business transactions in a timely, fair and accurate manner in order to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles. All assets and liabilities of the Corporation must be recorded as necessary to maintain accountability for them. All business transactions must be properly authorized and transactions must be supported by accurate documentation in reasonable detail and recorded properly. Documents or records shall never be altered or destroyed so as to hide the documents or an individual's actions.
3. No information may be concealed from the Corporation's external auditors, the officers of the Corporation, the Board or any committee thereof. In addition, it is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing the Corporation's financial statements.
4. Business records and communications often become public through legal or regulatory investigations or the media. This applies to email, voice mail or memos and hence all directors, officers, employees, and consultants should avoid recording inappropriate notes or comments that would embarrass them or the Corporation should they be made public.

Insider Trading

5. Employees, consultants, officers and directors who have access to confidential information about the Corporation or one of its business partners are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of its business. All non-public information about the Corporation (or about any other company) should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others, including family members, who might make an investment decision on the basis of this information, is not only unethical but also illegal. The Corporation has adopted a Disclosure Policy and an Insider Trading Policy in order to prevent improper trading of securities of the Corporation and the improper communication of undisclosed material information regarding the Corporation. All employees, consultants, officers and directors are expected to thoroughly understand and comply with such policies.

Conflicts of Interest

6. All employees, consultants, officers and directors have an obligation to act in the best interests of the Corporation. A conflict of interest is a conflict between a person's private interests and public obligations as an employee, consultant, officer or director of the Corporation. Where conflicts of interest arise, the Corporation's employees,

consultants, officers and directors must provide full disclosure of the circumstances and not be involved in any related decision-making process.

7. If a conflict of interest exists, and there is no failure of good faith on the part of the employee, consultant, officer or director, the Corporation's policy generally will be to allow a reasonable amount of time for the employee, consultant, officer or director to correct the situation in order to prevent undue hardship or loss. However, all decisions in this regard will be at the discretion of the Chief Executive Officer ("CEO"), whose primary concern in exercising such discretion will be in the best interests of the Corporation.
8. Examples of conflicts of interest include:
 - (a) **Employment/Outside Employment.** In consideration of your employment with the Corporation, you are expected to devote your primary attention to the business interests of the Corporation. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Corporation or is otherwise in conflict with or prejudicial to the Corporation. Any employee, consultant, officer or director should not accept simultaneous employment with the Corporation's supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Corporation any interest that you have that may conflict with the business of the Corporation. If you have any questions on this requirement, you should contact the CFO.
 - (b) **Outside Directorships.** It is a conflict of interest to serve as a director of any company that competes with the Corporation. Although you may serve as a director of the Corporation's supplier, customer, developer or other business partner, its policy requires that such position not conflict or otherwise interfere with your duties to the Corporation and that you first obtain written approval from the Chair, before accepting a directorship. Any compensation you receive should be commensurate with your responsibilities in your capacity as a director. Such approval may be conditioned upon the completion of specified actions.
 - (c) **Business Interests.** If you are considering investing in the Corporation's customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Corporation. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Corporation's decisions; your access to confidential information of the Corporation or of the other company; and the nature of the relationship between the Corporation and the other company. You should generally try to avoid even the appearance of impropriety or conflict.

- (d) **Related Party Transactions.** As an absolute rule, you should avoid conducting the business of the Corporation with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include: your spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws. Significant others include: persons living in a spousal or familial fashion with an employee, consultant, officer or director. If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to the Corporation's CFO. If determined to be material to the Corporation by the CFO, the Corporation's Audit Committee must review and approve in writing in advance such related party transactions.
- (i) The most significant related party transactions, particularly those involving the Corporation's directors or executive officers, must be reviewed and approved in writing in advance by the Corporation's Board. The Corporation must report all such material related party transactions under applicable accounting rules, federal securities laws, SEC rules and regulations, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given.
 - (ii) The Corporation discourages the employment of relatives and significant others in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (i.e., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this Code is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship.
 - (iii) If a question arises about whether a relationship is covered by this Code, the CFO will determine whether an applicant's or transferee's acknowledged relationship is covered by this Code. Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination.
 - (iv) If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring this to the attention of his/her supervisor. The Corporation retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.
- (e) **Other Situations.** Since other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind you should consult the CFO.

Confidentiality

9. Information is an asset, and the Corporation's partners and shareholders depend on its diligence in protecting the Corporation's assets. To avoid a breach of confidentiality, all employees, consultants, officers and directors should maintain all confidential information in strict confidence, except when disclosure is authorized by the Corporation or legally mandated. Confidential information includes, among other things: any non-public information concerning the Corporation, including its business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. The obligation to keep information strictly confidential also extends beyond your employment or directorship with the Corporation.
10. Personal communications should be kept to a minimum. Unauthorized use or distribution of confidential information violates the Corporation's policies. It is also illegal and could result in civil and/or criminal penalties.

Corporate Opportunities

11. Employees, consultants, officers and directors are prohibited from taking for themselves, personally or for the benefit of others, opportunities that are discovered through the use of corporate property, information or position, except to the extent that a waiver has been granted under this Code. No employee, consultant, officer or director may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no employee, consultant, officer or director may compete with the Corporation, directly or indirectly. Employees, consultants, officers and directors owe a duty to the Corporation to advance the Corporation's interests when the opportunity to do so arises.

Protection and Proper Use of Corporation Assets

12. All employees, consultants, officers and directors should protect the Corporation's assets and ensure their efficient use. The Corporation's assets should be protected from loss, damage, theft, misuse and waste. The Corporation's assets include your time at work and work product, reports and records, trade secrets and strategies, as well as the Corporation's equipment, computers and software, trading and bank accounts, company information and its reputation, trademarks, name and other intangible assets. The Corporation's telephone, email, voicemail and other electronic systems are primarily for business purposes.

Competition and Fair Dealing

13. Each employee, consultant, officer and director should endeavor to deal fairly with the Corporation's counterparties, suppliers, competitors and employees. The Corporation seeks to outperform its competition in a fair and honest manner. No employee,

consultant, officer or director should take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

14. Each employee, consultant, officer or director is required to maintain impartial relationships with the Corporation's suppliers and customers.

Gifts, Favours, Entertainment and Payments Received by Employees

15. Employees are expected to take action and make decisions based on an impartial and objective assessment of each situation, free from the influence of gifts and similar favours that might compromise judgment. The Corporation avoids both the fact and the appearance of improperly influencing relationships with the organizations or individuals with whom it deals. Employees shall not seek or accept gifts, payments, fees or services, valuable privileges, vacations, trips without a business purpose, loans (other than conventional loans from lending institutions), or other favours, from any person or business organization that does business with or is a competitor of the Corporation, except as provided below. No employee can accept anything of value in exchange for referral of third parties to any such person or business organization.

16. The following guidelines should be followed:

- (a) Employees may accept gifts and entertainment usually associated with accepted business practices for themselves and members of their families if:
 - (i) they are infrequent;
 - (ii) they legitimately serve a definite business purpose;
 - (iii) they are appropriate to the business responsibilities of the individuals involved; or
 - (iv) they are within the limits of reciprocation as a normal business expense.
- (b) Employees should neither give nor receive gifts with more than a nominal value. Employees must inform their immediate superior of gifts and entertainment received within a reasonable period not exceeding one month from receipt.
- (c) A strict standard is expected with respect to gifts, services or considerations of any kind from suppliers. Entertainment at the expense of suppliers, which exceeds the limits set out in the guidelines presented above, should not be accepted in any circumstances.
- (d) It is never permissible to accept a gift in cash or cash equivalents (i.e. stocks or other form of marketable securities or vouchers) of any amount.

- (e) The propriety of employees keeping valuable gifts with a value substantially in excess of Canadian accepted business practices, versus turning them over to the Corporation should be discussed with the CFO.

Gifts, Favours, Entertainment and Payments Given by the Corporation

- 17. Gifts, favours, and entertainment may be given to others at the Corporation's expense only if they meet all of the following criteria:
 - (a) they are consistent with accepted business practices;
 - (b) they are of sufficiently limited value, and in a form that could not be construed as a bribe or payoff;
 - (c) they are not in violation of applicable laws and generally accepted ethical standards; and
 - (d) public disclosure of the facts will not embarrass the Corporation.

Employee Harassment and Discrimination

- 18. The Corporation is committed to fair employment practices in which all individuals are treated professionally and with dignity and respect. The Corporation believes in a diverse and inclusive working environment. The Corporation will not tolerate or condone any type of illegal discrimination or harassment, including sexual harassment.
- 19. The Corporation's employees, consultants, officers and directors are entitled to work in an environment free from sexual harassment and hostile or offensive behavior.
- 20. Conduct that belittles or demeans any individual on the basis of gender, race, religion, national origin, sexual preference, age, disability, or other similar characteristics or circumstances protected by applicable laws and regulations is also not tolerated or condoned by the Corporation.

Environmental, Safety, and Occupational Health Practices

- 21. The Corporation believes that sound environmental, safety and occupational health management practices are in the best interests of the Corporation, its employees, consultants, officer, directors and its shareholders and the communities in which it operates. The Corporation is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. Achieving this goal is the responsibility of all employees, consultants, officers and directors.
- 22. If a safety incident occurs, make sure it is reported promptly.

Whistleblower Policy

23. The Corporation is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “**Corporate Concerns**”).
24. Pursuant to its charter, any issue of significant financial misconduct shall be brought to the attention of the Audit Committee for its consideration. In this regard, the Audit Committee shall establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters. In order to carry out its responsibilities under its charter, the Audit Committee has adopted a Whistleblower Policy (the “**Policy**”).
25. For the purposes of the Policy, “Corporate Concerns” is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Corporation or in some other manner not right or proper.
26. Examples would include, but are not limited to:
 - (a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
 - (b) violation of any corporate policies, including health, safety, environmental, operational or ethical;
 - (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation or any of its subsidiaries;
 - (d) fraud or deliberate error in the recording and maintaining of financial records of the Corporation or any of its subsidiaries;
 - (e) deficiencies in or noncompliance with the Corporation or any of its subsidiaries’ internal policies and controls;
 - (f) misrepresentation or a false statement by or to a director, officer consultant or employee of the Corporation or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
 - (g) deviation from full and fair reporting of the Corporation’s consolidated financial condition.

27. All submissions shall be treated on a confidential and anonymous basis.
28. As a general guideline, if you have any questions regarding the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or this Code (or any other policy of the Corporation), you should address the matter promptly with management.

Waivers of the Code

29. Any waiver of this Code for directors or officers may be made only by the Board, who will consider whether such waiver constitutes a material departure from the Code. If any waiver from the Code by directors or officers is determined to constitute a material departure from the Code, the Board will additionally consider whether the granting of such waiver constitutes a “material change” (as such term is defined under applicable securities laws). Any waiver of this Code in respect of employees or consultants may be given by the CEO who shall report any such waivers given to the Board at its next meeting.

This Code is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.