

(Approved by Board - February 2019)

Code Of Business Conduct And Ethics

Introduction

This *Code of Business Conduct and Ethics* details and explains the values and ethics and related expectations for those associated with New Zealand Oil & Gas Limited and its wholly owned subsidiary companies (**New Zealand Oil & Gas**). New Zealand Oil & Gas strives to create a strong culture of honesty, integrity, loyalty, fairness, forthrightness, and ethical behaviour.

Obligation to Comply with Code

This code applies to all employees, directors, consultants and all other people when they represent New Zealand Oil & Gas (**New Zealand Oil & Gas Representatives**). Adherence to this code is expected both in letter and in spirit. Any violation of this code or unethical behaviour which may affect the reputation of New Zealand Oil & Gas may result in disciplinary action being taken.

Primary Obligations of Code

New Zealand Oil & Gas Representatives are required to;

- act with high standards of honesty, integrity, fairness, and equity in all aspects of their involvement with New Zealand Oil & Gas;
- comply fully with the content and spirit of all laws and regulations which govern the operations of New Zealand Oil & Gas, its business environment, and its employment practices;
- not knowingly participate in illegal or unethical activity;
- actively promote compliance with laws, rules, regulations, and this code; and
- not do anything which is likely to negatively affect New Zealand Oil & Gas' reputation.

Conflicts of Interest and Corporate Opportunities

A "conflict of interest" exists when a private interest or personal relationship interferes, appears to interfere or could be reasonably expected to interfere, with the best interests of New Zealand Oil & Gas. New Zealand Oil & Gas' policy is that actual, apparent or potential, conflicts of interest must be reported to the

Board for the Board to consider the potential ramifications; and that conflicts of interest should be avoided if possible.

Employees and directors owe a duty to New Zealand Oil & Gas to advance its interests when the opportunity to do so arises. Failure to do so creates a conflict of interest.

New Zealand Oil & Gas policy is that New Zealand Oil & Gas Representatives must not;

- take for themselves or others opportunities that are discovered through the use of New Zealand Oil & Gas property, information or position;
- use New Zealand Oil & Gas property, information, or position for improper personal gain; or
- compete with New Zealand Oil & Gas directly or indirectly.

Where a conflict of interest arises, or may arise, the New Zealand Oil & Gas Representative (excluding directors) must disclose the conflict to his or her manager. Where a conflict of interest arises, or may arise, in relation to a director, that director must disclose the conflict to the Board, and must comply with the Directors' Interests Policy.

The supervisor and/or the Board will ensure that measures are put in place to protect parties affected by conflicts of interest from that conflict. These measures may include ensuring that the conflicted New Zealand Oil & Gas Representative does not participate in the relevant decision or activity, or disclosing the conflict to third parties affected by the conflict and ensuring that the conflicted or potentially conflicted person is not the sole decision maker on the matter.

Protection and Proper Use of New Zealand Oil & Gas Assets

Appropriate steps should be taken to protect New Zealand Oil & Gas assets and ensure their proper and efficient use. New Zealand Oil & Gas assets should only be used for New Zealand Oil & Gas business purposes.

Telephones and computer workstations and software, including network access to computing systems such as the internet and e-mail are provided to improve personal productivity and to efficiently manage proprietary information in a secure and reliable manner. Permission must be obtained to install any software on any New Zealand Oil & Gas computer or connect any personal laptop to any New Zealand Oil & Gas network. All e-mails and internet use on New Zealand Oil & Gas equipment are subject to the Email and Internet Use Policy.

Confidential and Proprietary Information

In general, all operations, activities and business affairs of New Zealand Oil & Gas and its business associates are to be kept confidential to the greatest extent possible. Confidential information includes all non-public information that might be of use to competitors, or that might be harmful to New Zealand Oil & Gas or its customers if disclosed. Confidential and proprietary information belonging to New Zealand Oil & Gas, must be treated with strictest confidence, and is not to be disclosed or discussed with others.

These confidentiality requirements apply both during and after your period of employment or engagement with New Zealand Oil & Gas.

Intellectual Property

All intellectual property conceived or developed during the course of employment with New Zealand Oil & Gas shall be the sole property of New Zealand Oil & Gas. The term “intellectual property” includes any invention, discovery, concept, idea, or writing whether protectable or not by any copyright, trademark, patent, or common law including, but not limited to designs, materials, compositions of matter, machines, manufactures, processes, improvements, data, computer software, writings, formula, maps, techniques, know-how, methods, as well as improvements thereof or know-how related thereto concerning any past, present, or prospective activities of New Zealand Oil & Gas.

Competition and Fair Dealing

New Zealand Oil & Gas Representatives should deal honestly and fairly with all persons or entities with whom New Zealand Oil & Gas does business. No one should take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Business Entertainment & Gifts

Business entertainment and gifts should only be used to create and maintain goodwill and sound working relationships, not to gain unfair advantage. No business entertainment or gift should ever be offered, provided or accepted unless it:

- is consistent with customary business practice;
- is not excessive in value;
- cannot be construed as a bribe or payoff; and
- does not violate any laws, rules, or regulations.

Anti-Bribery and Corruption

Engaging in any form of bribery or corruption, by a New Zealand Oil & Gas Representative, is strictly prohibited. New Zealand Oil & Gas Representatives are required to comply with all applicable anti-bribery and corruption laws in New Zealand and any other countries within which New Zealand Oil & Gas undertakes work or business, and with whom they conduct work or business. By way of example, this includes, without limitation, never making or offering to make any payment, gift, promise or other advantage, whether directly or indirectly or through intermediaries, to or for the use of any public official where such payment, gift, promise, or advantage would violate any applicable anti-bribery or corruption laws.

Cash Koha

There may be occasions when New Zealand Oil & Gas is required to provide a koha in cash to an Iwi in respect of a gathering of the Iwi and New Zealand Oil & Gas Representatives, which is hosted by the Iwi. In such occasions, New Zealand Oil & Gas Representatives must comply with the New Zealand Oil & Gas Procedure for the Giving of Cash Koha which regulates the approval and payment process to be followed and verified.

Insider Trading or Tipping

New Zealand Oil & Gas Representatives who are aware of material, non-public information from, or about, New Zealand Oil & Gas (an "**Insider**") are prohibited by law, directly or through family members or other related persons or entities, from:

- buying or selling securities of New Zealand Oil & Gas; or
- passing on, tipping or disclosing material, non-public information to others outside New Zealand Oil & Gas including family and friends.

Prior to trading in certain securities, including securities of New Zealand Oil & Gas, employees and dedicated contractors must comply with the Securities Trading Policy and Guidelines for Employees and Dedicated Contractors and directors must comply with the Securities Trading Policy and Guidelines for Directors.

Reporting of Code Violations

New Zealand Oil & Gas Representatives should be alert and sensitive to situations that could result in actions that might violate any law or the standards of conduct set forth in this code. If any such laws or this code may have been violated there is an obligation to report the matter and the Protected Disclosures (Whistleblower) Policy may apply.

Generally, such matters should first be raised with an immediate manager. However, if the person is not comfortable bringing the matter up with their immediate manager, or does not believe the manager has dealt with the matter properly, then the matter should be raised with the CEO or the Chair of the Audit Committee. Directors and officers should report any potential violations of this code to the Chair of the Audit Committee.

If New Zealand Oil & Gas receives information regarding a potential violation of this code, the CEO or the Board, as appropriate, shall evaluate such information as to applicability, materiality and credibility. If, in their sole judgment, it is determined that the information is applicable, material and credible, they will initiate an informal inquiry or a formal investigation with respect thereto and prepare a report of the results of such investigation, including recommendations as to the disposition of such matter, including appropriate disciplinary action.

Policies and Procedures of New Zealand Oil & Gas

In addition to compliance with this code, employees and directors are responsible for familiarity with and compliance with other company policies and procedures. In the inadvertent event of conflict between the provisions of this code and such other policy and procedure documents, the provisions of this code shall prevail.

Review

This code is to be reviewed on a regular basis.