

1. Purpose

Total Energy Services Inc. and its subsidiaries (collectively referred to as “**Total Energy**” or the “**Company**”) are committed to ensuring adherence to the highest legal and ethical standards. Total Energy's reputation for acting responsibly plays a critical role in our success as a business. Accordingly, we strongly believe that Total Energy has a responsibility to take an active stand against bribery and corruption.

Anti-bribery and corruption laws make it a crime to offer, pay or provide an advantage or benefit of any kind to government officials in any of the countries in which Total Energy conducts business. This is true even if such payments are common within the country in question. Corrupt acts expose the Company and its employees to the risk of prosecution, fines, and imprisonment, as well as threatening Total Energy's reputation. The Board of Directors of Total Energy are committed to compliance with the anti-bribery and corruption laws of all countries and territories in which we operate.

The purpose of this Anti-Bribery and Corruption Policy (the “**Policy**”) is to provide guidelines and ensure compliance with standards to which Total Energy directors, officers, employees, business associates, partners, agents, consultants, contractors and contractual counterparties are required to adhere to in conducting business and to encourage ethical behaviour in our business conduct.

2. Application

This Policy applies to the worldwide conduct of the directors, officers and employees of Total Energy and its subsidiaries, and reflects the standards to which the Company expects its business associates, partners, agents, consultants, contractors and contractual counterparties to adhere when acting on Total Energy or its subsidiaries' behalf. Where used below, “employees” means directors, officers, employees, consultants, agents and representatives of Total Energy and all of its subsidiaries. This Policy supplements the Code of Business Conduct and all applicable laws, rules and regulations governing bribery and corruption in the countries in which Total Energy operates and provides guidance on compliance with the *Canadian Corruption of Foreign Public Officials Act* (Canada) (the “**CFPOA**”), the *Criminal Code* (Canada), the United States (the “**U.S.**”) *Foreign Corrupt Practices Act* (“**FCPA**”), and the *Criminal Code* (Australia).

3. Responsibility for this Policy

Total Energy's Board of Directors has appointed the General Counsel of Total Energy (“**General Counsel**”) to oversee the administration of this Policy and report directly to the Board of Directors. ***When in doubt, contact the General Counsel for further guidance.***

The General Counsel may be contacted through the following means:

- (a) by email: legal@totalenergy.ca, a confidential email account monitored by the Legal department of Total Energy; or
- (b) in writing:

Total Energy Services Inc.
Attention: Vice President, Legal, General Counsel and Corporate Secretary
Suite 1000, 734 – 7th Avenue SW,
Calgary, Alberta T2P 3P8 Canada

4. Key Concepts

(a) Zero Tolerance Approach and Reporting

Bribery is strictly prohibited. Total Energy has a zero-tolerance approach towards bribery and the corruption of government officials and parties in the private sector.

If you are aware of or hear rumours of bribery, corruption or other payments that may be improper in the course of carrying out the Company's business, report it to the General Counsel immediately.

If you receive a request for payment that you suspect may be improper from a government official, joint venture partner, or a third party:

- (a) refuse to make the payment;
- (b) instruct the joint venture partner or third party that they are not authorized to make the payment on Total Energy's behalf; and
- (c) advise the General Counsel and consult with the General Counsel regarding next steps.

If you are unsure whether a request for payment or another act may constitute bribery or corruption, contact the General Counsel for further guidance.

(b) Anti-Bribery and Anti-Corruption Laws

There are laws throughout the world combating bribery and corruption that apply to Total Energy's local and international activities. One such law is Canada's CFPOA. Although it is a Canadian law, the CFPOA applies to Total Energy's actions anywhere in the world. Likewise, Total Energy's

international activities may also be governed under the U.S. FCPA and elsewhere depending on its operations.

It is important that Total Energy respects all international and local anti-bribery and anti-corruption laws, even where the perception is that such standards are loosely enforced by local authorities. Total Energy will conduct its business in compliance with applicable laws and requires all employees and agents to avoid any activity that could implicate the Company in any unlawful practice.

(c) What is Bribery and Corruption?

Corruption is the misuse of power by government officials for illegitimate private gain. Bribery is the offer, payment, promise, or provision of a 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 an improper advantage. Bribery and corruption can take many forms, including the provision or acceptance of:

- (a) cash payments;
- (b) facilitation payments (see below);
- (c) employment or "consulting" relationships for the official or his/her family;
- (d) commissions or kickbacks;
- (e) excessive discounts or rebates;
- (f) excessive gifts, entertainment or hospitality;
- (g) non-business related or lavish travel expenses; or
- (h) personal favours to the official or his/her family.

More information with respect to specific examples of bribery and corruption are set forth in Sections 6 to 11 of this Policy.

Corruption and bribery are never acceptable business practices. Employees are strictly prohibited from offering, paying, promising or authorizing any bribe, kickback or other thing of value to any government official or government employee, directly, or indirectly through a third party or family member, to secure any contract, concession or other improper advantage for Total Energy. Employees are also strictly prohibited from offering, paying, promising or authorizing anything of value to any non-government official unless such expense complies with the Company's policy regarding gifts and entertainment for non-government officials found at Section 7 of this Policy. These prohibitions apply world-wide, without exception.

(d) Who are Government Officials?

Laws prohibiting the bribery or corruption of government officials typically define government officials broadly to include any appointed, elected, or honorary official or any career employee of a government, of a government owned or controlled company, or of a public international organization. The definition encompasses officials in all branches and at all levels of government: federal, state or local. The definition often also includes political parties and party officials and candidates for political office. A person does not cease to be a government official by purporting to act in a private capacity or by the fact that he or she serves without compensation. Third parties acting at the direction of these individuals and entities should also be considered government officials. These individuals are referred to as “government officials” in this Policy.

Below are a few examples of government officials relevant to Total Energy's business:

- (a) government ministers and their staff, including candidates for political office;
- (b) officials or employees of government departments and regulatory agencies, including public pension funds; and
- (c) employees of state-owned oil companies, or other government-owned or controlled corporations.

If you are not sure whether a particular person is a government official, please contact the General Counsel for further guidance.

Benefits to close relatives of government officials, such as spouses and children or other immediate family members, may be treated by enforcement authorities as benefits to the official and, accordingly, may constitute violations of anti-corruption and anti-bribery laws. Any dealings with close relatives of government officials requires careful scrutiny. Therefore, you must consult with the General Counsel before entering into any transactions with such persons.

5. Training and Certification

The General Counsel shall establish and conduct a suitable training program to train all appropriate employees on the compliance goals and requirements of this Policy and will maintain records documenting the date and content of the training and the names of those trained. In addition, the appropriate employees of the Company will be required to sign annual certifications of compliance with this Policy, which may be combined with annual certifications with respect to other policies of the Company.

The General Counsel will review this Policy and its effectiveness periodically, and will revise and update the policy, as necessary. The General Counsel will also report on the policy and its effectiveness, as necessary, to the Board of Directors.

6. Facilitation Payments

The Company strictly prohibits the use of facilitation payments. A “facilitation payment” is an occasional payment (often of minimal value) made to expedite or secure the performance of a routine government action which would otherwise be lawful and proper, such as:

- (a) processing governmental papers, such as visas and work permits;
- (b) providing or obtaining police protection, telephone service, utilities, and mail services;
- (c) loading/unloading cargo, inspection of goods and protecting perishable goods from deteriorating; or
- (d) actions of a similar nature.

Facilitation payments are small bribes and are strictly prohibited by the Company. ***If you are unsure whether a payment is a facilitation payment, please contact the General Counsel for further guidance.***

7. Gifts and Entertainment for Government Officials

The provision of extravagant entertainment or gifts for the purpose of obtaining or retaining business or improperly influencing some matter in favour of Total Energy, may be a bribe and may result in violation of anti-corruption laws. Accordingly, Total Energy prohibits giving or providing, directly or indirectly, any gift, gratuity, entertainment, meals or other advantage or benefit of any kind to a government official on a scale that might be perceived as creating an obligation on that official.

In appropriate circumstances, reasonable gifts, meal, entertainment or other normal business hospitality may be provided to a government official, but only if:

- (a) it is directly connected to a legitimate business promotional activity or the performance of an existing contract;
- (b) it is consistent with normal social or business customs in the official’s country and with Total Energy’s own business practices and complies with the Code of Business Conduct;

- (c) it is provided in a transparent and open manner;
- (d) the cost is reasonable; and
- (e) it does not create a sense of obligation on the part of the recipient.

When considering the reasonableness of the expense, employees should consider the frequency with which such expenses are incurred for a particular official. Modest costs frequently incurred can, when aggregated, amount to lavish and potentially improper payments.

Pre-approval must be obtained for any gifts, meal, entertainment or other normal business hospitality for a government official that is in excess of the amount stipulated in the Code of Business Conduct or the amount permitted under local laws, whichever is less. Pre-approval is also required for anything that can be used as a substitute for, or converted into, cash (such as a gift certificate). Gifts in the form of cash, stock or other negotiable instruments must never be given.

The provision of any gift, meal, entertainment or other business hospitality for a government official must be accurately accounted for and described in Total Energy's books and records. The description should identify the gift and include the value of the gift, the date the gift was given, and the identity of the recipient.

8. Employment of Government Officials

Hiring government officials or applicants related to, or referred by, government officials, including former government officials, could be seen as a bribe in certain situations and should be subject to enhanced review to ensure that the related risks are appropriately mitigated. Consult the General Counsel for procedures related to identifying and mitigating these risks.

9. Payment of Travel, Expenses and Per Diems for Government Officials

Sometimes, government departments do not have adequate resources to undertake required tasks in connection with the regulation or approval of specific activities. As a result, Total Energy may be asked to provide financial or other support for such activities. Such matters raise special considerations and you must obtain approval from the General Counsel before agreeing to provide such support.

In appropriate circumstances, Total Energy may pay reasonable expenses for government officials. The types of circumstances in which such expenses may be approved are when there is a legitimate business need for Total Energy to pay such expenses, for example:

- (a) in connection with contract negotiation or contract execution; or

- (b) to visit Total Energy's operations to test products or demonstrate specific capabilities or practices.

Such expenses may only be paid where permitted under local law and approved in advance by the General Counsel. The expenses must be reasonable in amount and directly related to the business purpose. Total Energy will not pay or reimburse travel or other expenses which are predominately for recreation or entertainment, or for an official's spouse or other family members.

Per diems or cash allowances shall not be paid to government officials, except with the prior authorization of the General Counsel.

10. Gifts and Entertainment for Non-Government Officials

In appropriate circumstances, reasonable gifts, meals, entertainment, or other normal business hospitality may be provided to non-government personnel, but only if:

- (a) it is consistent with normal social or business customs in the host and recipient's country and with Total Energy's Code of Business Conduct and its own business practices;
- (b) it is provided in a transparent and open manner;
- (c) the cost is reasonable; and
- (d) it does not create a sense of obligation on the part of the recipient.

Pre-approval must be obtained for any gifts, meal, entertainment, or other normal business hospitality for non-government personnel that is in excess of Total Energy's spending policies including Total Energy's Code of Business Conduct and Ethics. Gifts in the form of cash, stock or other negotiable instruments must never be given.

11. Political Contributions and Charitable Contributions

The Company's money, assets, property, or other things of value may not be contributed, loaned, or made available to any foreign candidate, party, or political committee.

While the Company may, from time to time, make charitable contributions, under no circumstances should charitable contributions be made to influence any decision or obtain an advantage.

All requests for corporate donations to charities and other not-for-profit organizations must be approved in advance by the person designated to approve such donations. If you are requested by a government official to donate to a particular charity, please obtain approval before agreeing

to or making the donation. The Company is prohibited from making contributions to a charity owned or controlled by a government official.

12. Lobbying

Lobbying activities generally include attempts to influence the passage or defeat of legislation and may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement. You may not engage in lobbying activities on behalf of the Company without the prior approval of the General Counsel.

13. What To Do in the Event of a Request for a Bribe

If a government official, consultant, agent, or any other party requests that you provide a bribe, kickback, or other thing of value (including gifts, entertainment, travel or other hospitality that would be in violation of this Policy), you should politely turn down the request and make a record of the request as soon as possible. The record should be marked “confidential” and promptly provided to the General Counsel so that you can be advised regarding next steps.

14. Exigent Circumstances

Nothing in this Policy prohibits the making of payments in cash or in kind to government officials when life, safety, or health is at risk. Employees are permitted to make a payment to avoid subjecting himself or herself to a health or safety risk. Such payments should generally be as modest as is reasonably possible in the circumstances. Protection of property is generally not an exigent circumstance. The making of such a payment in exigent circumstances should be reported to the General Counsel as soon as possible after the payment is made. Such payments should be accurately recorded and identified in expense reports and other books and records.

15. Third Party Due Diligence Standards

(a) Due Diligence on Distributors, Sales Representatives, Consultants and Agents

Prior to engaging or entering into an agreement with a distributor, sales representative, consultant, agent or other person engaged to conduct business on Total Energy's behalf (collectively, an “Agent”), information must be provided to the General Counsel that addresses the qualifications of the Agent, the services the Agent will provide, the compensation Total Energy will provide, the basis for believing that compensation is reasonable and information, as appropriate, regarding the Agent's character, reputation and history of conducting business in an ethical and legal manner that is consistent with this Policy.

The following information may be relevant information which may be requested to be provided to the General Counsel prior to hiring any Agent:

- (a) Management Information: Identify the directors, officers and other members of management of the proposed Agent, where applicable, and determine if any of them are government officials;
- (b) Ownership Information: Identify the stockholders, partners or other principals of the proposed Agent, where applicable, and determine if any of them are government officials;
- (c) Affiliations: Identify the business and government affiliations of the proposed Agent, its, his or her family and close associates;
- (d) Qualifications and Resources: Confirm the relevant qualifications of the proposed Agent or its, his or her management personnel to perform the services required in the contract and that the Agent has the premises, staff and other resources to perform the services required in the contract;
- (e) Financial Information: Examine the audited or unaudited financial statements of the proposed Agent, where applicable and when available, and confirm its, his or her ability to perform the services required in the contract;
- (f) Reputation: Obtain information concerning the reputation of the Agent particularly with respect to a history or demonstrated tendency towards bribery or corruption.
- (g) References: When reasonable and practicable in the circumstances, obtain character, criminal and financial reference checks on the proposed Agent;
- (h) Local Law: Confirm that the relationship with the Agent and the performance by the Agent of the services required in the contract are consistent with local law;
- (i) Compensation: Confirm that the level of compensation is reasonable, given the experience of the Agent, the country where services are to be performed, the expected results, and the amount and difficulty of work to be performed;
- (j) Certification: Any employee proposing retention of the Agent shall confirm who introduced the Agent to the Company, provide an explanation of why the Agent was selected, certify, together with his or her supervisor, that the Agent has been personally interviewed and that there is no reason to believe that the Agent has violated this Policy, or will violate this Policy regarding future activities on behalf of Total Energy.

All information provided to the General Counsel must be documented and preserved. Where appropriate, the General Counsel will direct further targeted inquiries on the Agent. The process and extent of due diligence to be performed depends on the circumstances and will be determined by the General Counsel.

After completing due diligence, a written summary of the findings should be recorded. At a minimum, documentation obtained through due diligence should be preserved.

No Agent may be engaged without the pre-approval of the General Counsel.

(b) Contracts with Agents

Total Energy shall only retain an Agent using a written agreement that defines the scope of the relationship and the compensation terms. The agreement should also contain an acknowledgement that the Agent agrees to comply with all applicable anti-corruption and anti-bribery laws and to immediately report to Total Energy if it gains knowledge of any conduct or suspects any conduct by one of its employees, subcontractors, independent consultants, agents or other third party which constitutes bribery or corruption.

Further, the agreement should require the Agent to disclose to Total Energy all payments it has made, is obligated to make or intends to make to any agents, brokers, intermediaries or other third parties in connection with the contract or transactions. Additionally, the agreement should provide that Total Energy has grounds to terminate the agreement if it has reasonable cause to believe that the Agent is violating or has violated any applicable anti-corruption or anti-bribery law.

(c) Managing Agents

Division Controllers shall take reasonable measures to maintain a record of the names and contract terms for all Agents who are retained by it in connection with transactions with a government official. Any payment made to any Agent must not represent more than the amount specified in the written agreement with the Agent and must be appropriate remuneration for the legitimate services rendered by such Agent. Further, Total Energy must take reasonable measures to ensure that no part of any payment is passed on by the Agent as a bribe, or otherwise in contravention of applicable law or this Policy.

Periodically, or at least when a contract with an Agent is being renewed or updated, Total Energy should reassess whether any due diligence or further due diligence should be performed on the Agent based on the current circumstances.

16. Books and Records

The Company will maintain books and records that accurately reflect the Company's transactions, use of the Company's assets, and other similar information, and a reasonable system of internal controls. All employees must ensure that:

- (a) all gifts, hospitality, and other expenses are properly reported and recorded;
- (b) any payments made on behalf of the Company are supported by appropriate documentations;
- (c) no payments to Agents are made in cash, unless authorized by the General Counsel; and
- (d) no employees of the Company shall create or help create any documents for the purpose of concealing any improper activity.

In reviewing and approving expenses, or in the review of the Company's books and records, any question which may arise in connection with the Policy shall be brought to the attention of the General Counsel.

17. Violations

Total Energy expects all employees to take steps to prevent a violation of this Policy. This includes identifying and raising potential issues before they lead to problems, and seeking additional guidance when necessary. If you have any questions about this Policy please contact the General Counsel.

Employees who become aware of a violation of this Policy must promptly report the matter to the General Counsel. If an employee reports the matter to a supervisor, that supervisor must immediately communicate the information to the General Counsel. Retaliation by anyone as a consequence of making a good faith report of a possible violation of the law or this Policy is strictly prohibited and will result in disciplinary action, including termination.

The General Counsel will determine the most appropriate method to investigate the substance of the claims and ensure that there is appropriate monitoring of progress until the matter has been satisfactorily resolved. If there is found to be a violation of this Policy, appropriate corrective disciplinary action will be taken immediately. In the case of employees, this includes discipline up to and including termination without notice. In the case of partners, contractors and agents this may include termination of a contract or such other measures as may be available at law.

At any time, the Company may, at its sole discretion, disclose a violation, or possible or suspected violations to the applicable authorities.

18. Further Information

Any questions regarding this Policy should be directed to the General Counsel.

Approved by the Board of Directors on March 9, 2023.