



enercare™

Code of Business Conduct



Enercare Inc.

Code of Business Conduct

Our Principles

Everyone who works at Enercare Inc. and Enercare Solutions Inc. and their respective subsidiaries (together, the “**Corporation**”) will follow certain principles when conducting business. These principles are the foundation of the Corporation’s corporate Code of Business Conduct (“**Code**”) and for the policies that reinforce it.

The Corporation expects every employee and, to the extent feasible, every agent, consultant, contractor and business partner, at every level, to conduct herself or himself in accordance with this Code and will hold employees accountable for their conduct. If employees do not comply with this Code, they will be subject to disciplinary procedures, up to and including dismissal. Parallel expectations and associated consequences apply to our agents, consultants, contractors and business partners. For the Corporation to be successful, we must continue to earn the trust and confidence of our customers and stakeholders. Each business action and decision provides us with this opportunity.

Code of Business Conduct

This section describes the standards of the Code which the Corporation expects from every employee at every level of responsibility. These standards apply to the Corporation’s directors, officers, employees, and to the extent feasible, are equally applicable to its agents, consultants, contractors and business partners.

We honour all laws, statutes, regulations and contractual obligations. If there is a case where the Code does not provide the answer to a particular ethical issue, or if you have questions in respect to our Code, talk to your Manager, Human Resources or the General Counsel.

Acknowledgement and Confirmation of Compliance

Upon joining the Corporation, each director, officer and employee will be provided with a copy of this Code and required to sign an acknowledgement, substantially in the form set out in Appendix “A”. On an annual basis, each director, officer and employee will be required to re-confirm compliance with this Code by signing a confirmation of compliance or completing an electronic confirmation through the Corporation’s web-based program. An annual confirmation with the Code shall be a condition of your continued directorship, employment or other relationship with the Corporation.

Integrity, Excellence, and Citizenship, these are the principles the Corporation stands for. They point the way to business conduct that makes for successful individuals and a successful Corporation.

Integrity

Conducting business with unfailing honesty is what integrity is all about. Integrity means that every employee at every level of the Corporation:

- ✓ Conducts business lawfully and ethically, establishing honest dealings in all relationships and expecting the same of those with whom we have business relationships;
- ✓ Avoids conflict of interest between their personal interests and their role in the conduct of Corporation’s business;

- ✓ Does not disclose sensitive or confidential information inappropriately;
- ✓ Recognizes the value of competition and does not engage in practices that seek to reduce the openness and fairness of competition. The Corporation does not prevent others from competing freely and fairly with us, except when constrained by laws; and
- ✓ Protects the Corporation's assets and uses them responsibly.

Excellence

The Corporation's ambitious goals demand excellence from everyone in the organization. How do we demonstrate excellence?

- ✓ In our attitude towards our work, a commitment to providing our customers with service and products of the best value;
- ✓ By striving for continuous performance improvement, always looking for innovations that help our customers and the business;
- ✓ By seizing opportunities to upgrade our own skills and to develop the talents and abilities of others; and
- ✓ By fostering and maintaining respectful and trusting relationships with our colleagues, working collaboratively with them in a team effort to reach for excellence in everything we do.

Citizenship

Our daily work at the Corporation touches the lives of millions of people across North America and elsewhere. They depend on us, and we have a responsibility to them. We can show our citizenship by:

- ✓ Respecting and supporting the social and cultural fabric of the communities where we work, live, and serve;
- ✓ Conducting our business in an environmentally-responsible manner;
- ✓ Conducting our business in a way that protects the health and safety of our fellow employees and the public; and
- ✓ Treating our fellow employees and all others with respect and dignity. We value the diversity of human beings. We do not tolerate the harassment of any person.

Work Environment

Health and Safety

Health and Safety are one of the keys to the success of the Corporation. Healthy employees working safely are essential to achieving our business goals. We all have accountability for health and safety. Fulfilling our individual accountabilities is a vital and fundamental requirement of every employee's job. Managers will have prime responsibility for managing health and safety and will visibly support practices and programs that promote excellence. Each of us has a personal responsibility to come to work fit for duty, to work safely and to identify, report, and where appropriate, correct workplace hazards. The delivery of products and services in a safe manner is essential to the success of the business. We are committed to minimizing the risk of injury to the public associated with our operations and the provision of services.

Diversity

We value the background, experience, perspective, and talent of each individual. We strive to create a workforce that reflects the diverse populations of the communities in which we operate. We regard differences as positive: they help us provide better products and services to our customers.

We do not discriminate in hiring and employment practices on grounds prohibited by applicable

law, which includes such grounds as race, ancestry, colour, place of origin, sex, ethnic origin, age, marital and family status, physical abilities, sexual orientation, creed, religion, or citizenship.

Harassment

We treat employees, customers, clients, suppliers, and colleagues with dignity and respect. We do not tolerate personal harassment, including behaviour that demeans, threatens, or humiliates a person or group of people.

We do not tolerate sexual or racial harassment. We do not tolerate comments or conduct that ridicule or disparage a group of employees, even if not directed at a particular employee.

We do not tolerate any behaviors that may promote physical violence in the workplace. We have a duty to take preventive action by bringing forward information relating to emerging situations in the workplace that may result in physical violence.

Work Performance

As employees, we take accountability for our work and for our results. We expect to be evaluated by such standards as quality, quantity, timeliness, and whether the work has been completed safely and within the limits of allocated resources. In our increasingly competitive environment, these standards are constantly rising and we are committed to giving our full effort in everything we do. We recognize that we must continue to seek new ways to be more effective and efficient. We expect our Managers to follow leadership practices that promote an environment where high performance is encouraged. We expect our Managers to set clear expectations and to provide appropriate support and timely feedback. We expect a work environment in which suggestions for improvement are welcomed and implemented where appropriate.

Developing Our Potential

As a Corporation, we recognize that the capability and commitment of our people is an immensely valuable asset that is critical to our business success. Managers are expected to treat employees in a manner that encourages commitment. At the same time, Managers are held accountable for maintaining and enhancing the capability of their unit. Although each of us is responsible for our own career planning and development, we understand that the Corporation will support our active pursuit of a jointly agreed and supported development plan. As a result, we can expect to increase our personal contribution and value as well as our collective capability within the Corporation.

Conflict of Interest

Avoiding Conflicts of Interest

We avoid any conflict of interest; that is, we avoid any situation where our personal interest interferes in any way or even appears to interfere with the interests of the Corporation and the making of decisions with honesty and integrity. There are three broad guidelines for avoiding conflicts of interest:

1. Any business decision for the Corporation is to be based on merit and made strictly in the best interests of the Corporation;
2. No personal benefits, whether direct or indirect, are to be derived for ourselves, family members or friends as a result of reaching business decisions on behalf of the Corporation; and
3. We will avoid any situation that may – or even appears to – create a conflict of interest between our personal interests and those of the Corporation.

Areas of conflict of interest that may arise in the course of our day-to-day work are covered in other sections. We have an obligation to declare any conflict of interest or any potential or perceived conflict of interest to management at any level or to the President and Chief Executive Officer (“CEO”), as outlined under “**Accountabilities**”.

Outside Business Activities

While we all have a right to personal freedom outside working hours, certain outside business activities may constitute a conflict of interest.

We do not serve as directors of any organization that supplies goods or services to the Corporation, buys goods or services from the Corporation, or competes with the Corporation, without the approval of the Board of Directors.

We may work for another organization, including one set up by ourselves, provided it is not a supplier, a commercial or industrial customer, or a competitor of the Corporation, and does not affect our work performance at the Corporation. Where it is not clear whether external work interferes with our duty to the Corporation or affects our work performance at the Corporation, it is the responsibility of the employee to seek the prior approval of the CEO.

We do not perform work for the other organization on the Corporation’s time, nor do we use the Corporation’s equipment, supplies, personnel or intellectual property for the use of the other organization.

We do not promote any non-Corporation product or service to others during working hours. Customers and colleagues from the outside activity may not contact us at the Corporation workplaces. We do not sell products and services from our outside work to the Corporation.

Investments

Investment in a Corporation competitor or supplier can create a potential conflict of interest. We and our immediate family members – including common-law relationships – normally may not hold any ownership or financial interest in any organization that competes with any business activity of the Corporation or that sells goods and services to the company where that interest may give rise to a potential or perceived conflict of interest. Exceptions include where the interest is exercised through a blind trust, or equivalent, such as a mutual fund, or as discussed below.

While, as an example, ownership of less than 5% of the issued shares of a publicly-traded corporation would be permitted for an employee and immediate family members in total, there may be situations in which such ownership would give rise to the potential for conflict of interest. Any holdings which exceed these limits will be approved only on an exception basis, and must receive prior approval from the CEO.

It is the responsibility of employees to disclose to their Manager or to the CEO, any investments which contravene these guidelines. With respect to investments in publicly-traded shares, disclosure is only required if the investment or financial interest exceeds 5% of the issued shares or the value of the company, or if an investment below this level could be perceived to create a potential conflict of interest. As well, disclosure is not required for investments held in a blind trust or equivalent, such as a mutual fund.

In addition, in order to avoid conflict of interest situations, when we are aware that a family member or a friend has more than 10% ownership in a competitor or supplier of the Corporation, we must inform our Manager or the CEO, both of the ownership interest and of our relationship to the

investor. It is the responsibility of management to ensure that the employee appreciates the potential conflict of interest that might arise from his/her relationship with the investor.

Confidential Information

Confidential information includes proprietary, technical, business, marketing strategies, financial, trade secret, intellectual property, joint-venture, and personal information about customers and employees that is not made available publicly. We are responsible for knowing what information must remain in confidence and for seeking clarification from our Manager if in doubt.

We do not disclose confidential information – except as required by law – to anyone outside the Corporation, including family and friends, even after we have left the Corporation’s employ. Within the Corporation, we do not disclose sensitive information to colleagues other than is necessary to ensure that we can effectively perform our assigned work. We protect confidential information against theft, fraudulent use, loss, unauthorized access, or misuse (notably as it relates to how we collect, store and retain confidential information on our computer assets). We recognize that any unauthorized use of confidential information exposes the Corporation to legal, commercial and liability risks.

Personal information about employees must be managed and kept in a confidential manner respecting the privacy of the individual, and taking into account our obligations under any applicable legislation and our business practices.

Computer Systems and Business Communications

Technical advances are making it easier and easier, via mobile phones, networks, E-mail, and the Internet, to share information with others. Of course these are useful tools, but it means that valuable information needs to be protected from unwanted access, use or disclosure. Every Corporation employee is responsible for protection of information. This applies at all times, whether an employee is using a Corporation computer or accessing the Corporation’s systems in the Corporation’s office, an outside location, or while traveling.

Purchasing and Suppliers

We protect the Corporation’s reputation by refusing to make purchasing decisions based on favouritism, prejudice, preferential treatment, or personal gain. We make them honestly and with integrity, using such criteria as competitive pricing, quality, quantity, delivery, and service. We refuse involvement in purchasing decisions that could lead to a conflict of interest, and we declare to our Manager or to the CEO all conflicts or potential conflicts, seeking guidance from our manager or the CEO when we are uncertain.

We treat suppliers courteously, respectfully, and in a professional manner.

We inform suppliers of this Code and we expect suppliers to abide by it. Non-compliance should be communicated to our Manager and a decision made by the CEO on a case-by-case basis about what actions should be taken. An example of an action would be to discuss our ethics with suppliers and make it known to them their conduct is unacceptable. A relationship with a supplier should be ended if there is a lack of improvement, consistent with any contractual obligations.

Conducting Business Relationships – Gifts & Entertainment

Corporation employees, agents, and business partners do not offer, give, solicit, or receive any form of bribe or kickback. We also exercise due diligence to ensure that agents and

representatives acting on behalf of the Corporation are not themselves offering bribes and kickbacks.

Exchanges of reasonable business gifts and entertainment (e.g., meals, beverages, and invitations to recreational or social outings) are courtesies designed to build understanding and goodwill among business partners and reflect commonly acceptable business practice.

The onus is on everyone to use good judgment and think about the implications before accepting or giving gifts, entertainment or similar favors. They should be of a nature and amount that should not constitute a real personal enrichment of the recipient, avoid embarrassment, and would not reflect unfavorably on the Corporation or the recipient, if subjected to public scrutiny.

Such practices are permissible only where they serve a legitimate business purpose, are appropriate to the business responsibilities of the individual, do not impose any sense of obligation on the recipient, are properly recorded, and are of a nature that the Corporation could and would reciprocate. In no circumstances are we to give or receive cash or equivalent vouchers.

We exercise integrity, prudence and judgment in incurring and approving business expenses. As a participant in the marketplace, the Corporation may engage in promotional activities such as contests or giveaways. Such activities are forms of advertising. Their purpose is to promote the Corporation's products and services and is an accepted industry practice.

Insider Trading

The Corporation has adopted an Insider Trading Policy that applies to, among others, its directors, officers and employees.

Its purpose is to ensure that insiders do not abuse, and do not place themselves under suspicion of abusing, undisclosed material information that they may have or be thought to have, especially in periods leading up to an announcement of Enercare Solutions Inc.'s financial results.

For more information on insider trading, please see the Corporation's Insider Trading Policy located on our website.

Reputational Risk

The Corporation's reputation is a valuable asset that must be safeguarded. To maintain its reputation as an ethical and responsible company, risks to reputation should be identified and controlled through the application of a culture of ethics and governance. In addition to compliance with this Code, it is the responsibility of every director, officer and employee to conduct business activities in a manner that preserves and enhances the Corporation's reputation. The Corporation's reputation is preserved and enhanced when business is conducted with integrity, and in compliance with applicable law and the Corporation's codes and policies.

Risks to reputation should be considered in assessing any business in which the Corporation engages, including through or with third parties. Identified risks to reputation must be assessed and managed to acceptable levels throughout the life of any business in which the Corporation engages. Any issue that could adversely affect the Corporation's reputation must be reported immediately to the employee's Manager and the CEO, and by the CEO to the Corporation's General Counsel and the Board of Directors, as appropriate.

Protecting the Environment

The Environment

We will comply with all environmental laws and regulations and will move beyond compliance where it makes good business sense to do so. We will increase our competitiveness and maximize value to shareholders by making efficient use of resources, preventing pollution and reducing environmental impacts and liabilities to the extent that is reasonably achievable. We will set environmental objectives and targets, monitor our performance relative to expectations, and implement programs to achieve continual improvement.

Managers are expected to provide visible leadership and employees are expected to know and comply with the Corporation's policies, procedures and standards which incorporate legal requirements and generally accepted industry practices.

Safeguarding Corporate Assets

Proper Use of Assets

We protect the Corporation's assets (fixed and moveable property, personnel, information, intellectual property and commodities), use them properly, safely, efficiently, and only for the Corporation's business. We do not use the Corporation's assets in a manner that compromises our competitive business practices or offends, harasses, or promotes unacceptable behavior (for example, improper use of email and Internet).

We protect our assets from theft, fraud, destruction, vandalism or neglect. We dispose of the Corporation's property in an ethical and approved manner. Internal or employee theft or fraud will not be tolerated.

Any use of the Corporation's assets for a non-business reason (charitable work, for example) must be approved by the Manager accountable for that asset. Effective protection of the Corporation's assets can enhance our competitive edge.

Intellectual Property

During the course of your employment or other dealings with or on behalf of the Corporation, you may be involved in the creation, development or invention of intellectual property such as concepts, methods, processes, inventions, confidential information and trade secrets, works of authorship, trademarks, service marks and designs. All such intellectual property and the rights therein, such as copyrights and patents, will be owned by the Corporation and your moral rights to such intellectual property will be waived. You are responsible for cooperating with the Corporation and providing all necessary assistance to ensure that all intellectual property and related rights become the exclusive property of the Corporation.

Accounting and Finance

The Corporation will conduct its financial affairs only for lawful and proper purposes in accordance with approved authorities, and properly record resulting transactions. No undisclosed funds or accounts may be established. All cash and bank account and other business transactions are handled in a manner that avoids any questions of bribery, kickbacks, other illegal or improper payments or any suspicion of impropriety whatsoever.

Business Reporting

All Corporation financial reports, accounting records, research reports, sales reports, expense accounts, time sheets, and other documents must accurately and clearly represent the relevant facts or true nature of a transaction.

Managing Risk

We will appropriately identify and control the Corporation's risks, within the limits of our accountabilities and allocated resources. This does not mean eliminating all risks, but rather it means mitigating the risks to acceptable levels for the Corporation. Risk is defined as any possible event that may adversely impact the Corporation's business objectives. We will understand the business objectives relevant to our work, and ask our Managers for help or information on objectives where these are not understood. If, in our opinion, there are situations where risks are not being appropriately controlled, either by other Corporation employees or by contract employees, we will discuss the situation with our Managers and, if not resolved, we will consult the CEO for direction.

E-mail and the Internet

Access to e-mail and the Internet is made available to promote effective work related research, improve our development and enhance corporate wide communication. Since the Internet is an "open" environment and accessible to numerous users, care must be taken to protect all information.

When using e-mail or the Internet we will not download programs not already supported by the Corporation, participate in nonworking-related chat lines, access sites carrying socially or politically offensive material, send chain letters, send threatening, slanderous or harassing messages or send, view or obtain pornographic material.

Relationships

Relationships with Customers

In all aspects of doing business with customers, we strive to build a strong and mutually valued relationship. We demonstrate that the Corporation is a customer-focused company in every transaction. We strive to give our customers high value, reliable products and services. We seek customers' views on issues affecting them, consider their views, and give them feedback where possible. Customers are given the information they need to make informed choices and they receive truthful information about our products and services. Their safety and health is protected. We respect our customers' privacy and diversity. In all interactions with customers, every employee shall act as an ambassador of the Corporation thereby treating customers courteously, respectfully, and in a professional manner.

Privacy Policy

The privacy of individuals connected with our business, including our customers, suppliers, contractors, or employees and website visitors is of great importance to the Corporation. Keeping personal information in strict confidence is a cornerstone of our business. Regardless of how the range of services that are provided to our customers expands, and the technology we use changes, we will always strive to protect the privacy of personal information, subject to any consent an individual has provided for its use.

The Corporation has adopted a Privacy Policy; for more information please visit our website.

Fair Competition

We obey the laws governing competition and do not conspire with anyone to lessen fair competition. We do not engage in anti-competitive practices or illegal activities such as price-fixing, bid-rigging, and kickbacks. We support competitive procurement practices and engage a variety of methods and processes to do this.

Information about competitors must be gathered in a lawful manner. We do not, either directly or through a third party, misrepresent ourselves, use a third party, or offer bribes or gifts, to solicit proprietary information about competitors. Sensitive or proprietary information is not solicited from the Corporation's employees who once worked for a competitor.

Ensuring Compliance

At the Corporation, we are committed to building upon our well-earned reputation as an ethical and credible company. For each of us, this means living up to the principles of integrity, excellence and citizenship in everything we do, as well as ensuring complete compliance with this Code.

Your accountabilities and reporting responsibilities are outlined below. If you have any questions or concerns about your obligations, be sure to discuss them with your Manager.

Accountabilities

Employees throughout the organization and in all businesses are expected to comply with this Code. This means reading the Code and making sure that you fully understand it, and declaring all potential conflicts of interest and reporting any suspected violations as soon as they become known.

If you are aware of conduct that may violate the Code, or even appears to violate the Code, you have an obligation to report it to your Manager without delay.

If you don't feel comfortable raising the issue with your Manager, take your concerns to the Chief Human Resources Officer, the General Counsel or the CEO, each of whom will initiate an appropriate investigation and provide feedback to you. Alternatively, you may also call the Whistleblower Hotline at 1.888.475.8376 (see also the Whistleblower Policy on our website). In all such reporting, you are assured that there will be no reprisals. Wherever possible, your identity will be kept confidential.

Managers, in addition to their responsibilities as employees, are charged with making sure that their employees understand and comply with the Code. As the first point of contact for employees who have questions regarding the Code and ethical issues, Managers need to be a knowledgeable and reliable source of advice, and they must ensure that employees feel comfortable bringing their concerns forward. Managers must avoid breaching an employee's confidence. If this proves to be unavoidable, the Manager is obliged to inform the employee of the disclosure. Suspected violations of the Code are to be reported by Managers without delay to the CEO. In some cases (e.g. conflict of interest), Managers will need to review issues with their accountable manager.

Senior Management, in addition to their responsibilities as employees and managers, are accountable for educating all employees, including any new hire, about the Code and their individual responsibilities. Within their respective business unit, senior management must monitor compliance with the Code, address infractions and report on these matters quarterly in a due diligence report. This report is submitted to the CEO and to the Board of Directors.

The President and Chief Executive Officer will submit the Code for approval by the Board of Directors of the Corporation and will review the Code with the Board of Directors at least annually. The CEO is accountable for developing and implementing of any policies and procedures required for putting the Code into practice. The CEO is ultimately responsible for the Corporation's compliance with the Code and this includes ensuring the compliance of all employees.

Whistleblower

The Corporation is committed to dealing responsibly, openly and professionally with any genuine concern employees may have about any practice, procedure or policy carried out by any officer or employee of the Corporation, which may be a serious breach of the Code, rules, irregularity, malpractice, a danger to our employees or our customers, financial malpractice, breach of legal obligations or damage to the environment or which could adversely affect the Corporation's reputation.

The Corporation encourages employees and those working with the Corporation in any other capacity to raise their concerns about any incidents of malpractice in the workplace at the earliest possible stage. Our approach to whistleblowing is to enable employees to raise their concerns internally and to disclose information they believe shows malpractice or impropriety in the first instance.

The Corporation has adopted a Whistleblower Policy, for more information please visit our website.

Last reviewed by the Board of Directors on November 19, 2018.

“Appendix A”

Enercare Inc. Code of Business Conduct

Acknowledgement

I have read and been given a copy of the Enercare Inc. Code of Business Conduct. I understand and will abide by its provisions. I further understand that this Code of Business Conduct may be revised from time to time and that I will be made aware of the revisions and that as a condition of my employment or other relationship with Enercare Inc. and/or its subsidiaries, I will be required to abide by any such revised Code of Business Conduct.

Name (Print)

Signature

Date