

VALENER INC.

(“Valener”)

CODE OF ETHICS

Revision approved by the Board of Directors on August 10, 2016

1. PREAMBLE

The reputation of Valener will depend on its adherence to rules of conduct derived from values recognized by the community.

2. OBJECTIVE

This *Code of Ethics* consolidates the essential rules of conduct advocated by Valener in its external and internal relations.

3. APPLICATION

This Code applies to the directors and employees of Valener and to the directors, officers and employees of the Manager when providing services to Valener pursuant to any agreement or understanding, including pursuant to the Administration Agreement (defined below), as well as to any person or firm retained to represent them.

4. DEFINITIONS

For purposes of this Code:

- “Administration Agreement” means the administration and management support agreement between the Manager and Valener, effective as of September 30, 2010, as amended from time to time.
- “Confidential information” means any information that is not yet generally known.
- “Director” means any person who is a member of the Board of Directors of Valener or its subsidiaries, as applicable, and any person who is a member of the Board of Directors of the Manager when the context so requires.
- “Employee” means any individual who receives a salary from Valener or from the Manager, in the latter case because he or she is involved in the day-to-day management of Valener pursuant to the Administration Agreement.
- “Manager” means Énergir, L.P., responsible for the day-to-day management of Valener pursuant to the Administration Agreement.
- “Officer” means an officer of the Manager involved in the day-to-day management of Valener pursuant to the Administration Agreement.
- “Privileged information” means any information that is not yet generally known that could affect the value or the market price of an issuer’s securities.

- “Valener” means Valener Inc. and/or its subsidiaries, as applicable.

5. CORPORATE COMMITMENTS

Valener is committed to complying with laws and regulations applicable to its activities. It is also committed to developing and maintaining the highest ethical and business standards, in its relations with business partners, investors, regulatory bodies, competitors, the community and Employees. These commitments can be summarized as follows:

5.1 To Business Partners

Valener is committed to identifying and promoting mutual interests with its business partners. Both parties have to benefit from the synergies that come from an alliance.

5.2 To Investors

Valener is committed to complying with the highest standards of corporate governance, prudently managing Valener’s assets and resources and striving to generate a return that compares favourably with returns earned by similar companies.

Valener is also committed to ensuring that Valener’s books and records, as well as information published for investors, accurately reflect Valener’s financial position.

5.3 To Regulatory Bodies

Valener is committed to acting in a respectful and transparent manner toward regulatory bodies, as well as toward intervenors that appear before these bodies.

5.4 To Competitors

Valener is committed to developing Valener’s business through vigorous but fair competition.

5.5 To Employees

Valener is committed to providing Employees with a work atmosphere that is respectful of their health and safety and free from harassment. Employees will be treated with respect and dignity, regardless of their age, ethnic background, sex, sexual orientation, religion, marital status or handicap, if any.

6. INDIVIDUAL COMMITMENTS

Every individual to whom this Code applies shall treat the above-noted corporate commitments as his/her own. In addition, each of them makes the following individual commitments:

- To act at all times in a manner that ensures Valener has a reputation that is beyond reproach, and not tarnish the image of Valener.

- To consider only the interests of Valener, and not his/her individual interests, in all decisions made.
- To use Valener's resources, including intellectual property, for their intended purposes, and not for his/her personal benefit.
- Not to use for his/her personal benefit, or the benefit of a third party on whom he/she wants to confer a benefit, Confidential Information concerning the business of Valener.
- To refuse any gift or benefit from a third party that would not be in line with generally accepted business practices.
- Not to communicate to outsiders Confidential Information of Valener, unless expressly authorized to do so, even after ceasing to be a Director, Officer or Employee.
- Not to communicate personal information about a Director, an Officer or an Employee without the consent of the person involved unless exempted by law, even after ceasing to be a Director, Officer or Employee.
- To respect Valener's policies which expand on the principles set in this Code.
- To disclose in writing to the Manager all business, commercial or financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties of employment.
- To act in such a manner that his or her conduct will bear the closest scrutiny should circumstances demand that it be examined. Not only actual conflicts of interest but the very appearance of conflict should be avoided.
- Directors of Valener and directors and officers of the Manager, as required under applicable laws, will disclose any interest in and refrain from voting on any material contracts or transactions relating to Valener in which they are a party or have a material interest.

7. INSIDER TRADING AND TIPPING

Valener encourages all Employees, Officers and Directors to become security holders of the Corporation on a long-term investment basis. However, Employees, Officers and Directors of Valener and of the Manager, as applicable, are subject under Canadian securities laws to certain prohibitions concerning insider trading and tipping, which are set out in Valener's *Restricted Trading Policy*.

The purchase and sale of Valener's securities may only be done in accordance with Valener's *Restricted Trading Policy*. This policy also addresses legal prohibitions against trading with knowledge of undisclosed material information, tipping, market manipulation or fraud and insider trade reporting requirements. Violations of such requirements may also have severe consequences, including fines, imprisonment and civil liability and may subject the individual to disciplinary action by Valener or the Manager, up to and including

termination. Employees, Officers and Directors who engage in insider trading may also be accountable to Valener for any benefit or advantage received as a result.

A copy of Valener's *Restricted Trading Policy* is available from the Corporate Secretariat of the Manager and questions concerning such policy or the legal restrictions on insider trading should be directed thereto.

8. RECORDING OF TRANSACTIONS AND REPORTING OF FINANCIAL INFORMATION

The integrity of Valener's financial reporting is of particular importance as shareholders rely on Valener to provide complete and accurate information.

The integrity of Valener's record-keeping and reporting systems shall be maintained at all times. Employees must document and record all transactions in accordance with Valener's internal control procedures and in compliance with all applicable accounting principles, laws, rules and regulations. Employees are forbidden to use, authorize, or condone the use of "off-the-books" record-keeping or any other device that could be utilized to distort records or reports of Valener's true operating results and financial conditions. Maintenance of falsified, inaccurate or incomplete records can subject the offending individual and Valener to civil and criminal penalties.

No Employee shall influence, coerce, manipulate or mislead any member of an auditing firm or external auditor engaged in the performance of an audit of the financial statements for the purpose of rendering such financial statements materially misleading.

Valener has adopted a *Disclosure Policy* and Employees with responsibility for reporting financial information shall comply with such policy in all respects. A copy of the *Disclosure Policy* is available from the Corporate Secretariat of the Manager and questions concerning such policy should be directed thereto.

9. DEALING WITH THE MEDIA

Valener is committed to providing, as appropriate, full and prompt disclosure to the media of material developments and events. However, all media relations are to be conducted in accordance with Valener's *Disclosure Policy* and applicable laws. Employees should not comment on any inquiry from the media, no matter how innocuous the inquiry may appear. Any Employee who is asked for a statement by the media should indicate that Valener has a *Disclosure Policy* and refer the matter to the Senior Advisor, Investor Relations, the President and Chief Executive Officer, or the Executive Vice President, Corporate Affairs, and Chief Financial Officer of the Manager.

10. COMPLIANCE WITH CODE

This *Code of Ethics* will be posted on the Web Site of Valener and will therefor be available for consultation by directors and employees of Valener and by directors, officers and employees of the Manager who provide services to Valener.

All directors shall, upon their appointment, sign an attestation of their commitment to this *Code of Ethics*. Said attestation must be renewed annually.

For any questions concerning the application of the Code, Employees should refer to their immediate superior or the Corporate Secretariat of the Manager.

11. REPORTING INFRACTIONS

The Board has adopted the *Procedure for Handling Public Complaints and Employee Concerns* to structure the process of reporting infractions. A copy of this procedure is available on the Valener Web site or from the Corporate Secretariat of the Manager.

12. SANCTIONS

The sanction for any infraction of the provisions of this Code shall be determined by the Board of Directors, in the case of a director or an employee of the Corporation, by the Chief Executive Officer of the Manager, in the case of an officer or employee of the Manager, and by the Board of Directors of the Manager's general partner in the case of a director of the Manager. The ultimate sanction could be that a Director would be required to resign and an Officer or Employee be dismissed.

13. CODE NOT ALL-INCLUSIVE

The rules set down in this *Code of Ethics* are in addition to legislative provisions and are not all-inclusive. They are complemented by other policies, directives and procedures issued by Valener, including the *Restricted Trading Policy*, *Disclosure Policy* and *Procedure for Handling Public Complaints and Employee Concerns*.