

## Introduction

At ARC Resources Ltd. ("we", "our", "us" or "ARC"), we have always recognized the value of growing and developing trusting relationships based on integrity. Our commitment is to maintain high ethical standards throughout our day-to-day dealings with all stakeholders.

For ARC's excellent reputation to be maintained, we require high standards of professional and ethical conduct from all persons representing ARC. This Code of Business Conduct and Ethics (the "Code") applies to you if you are an employee, an officer or a director of ARC and the Code also applies to you if you are a consultant, contractor, subcontractor or an employee of a contractor or subcontractor while working for ARC or under ARC's direction ("you" or "your" and, collectively, "our workforce" or "members of our workforce").

This Code reflects our commitment to our values and culture of trust, integrity, respect and community and outlines the basic principles and policies with which all members of our workforce are expected to comply. ARC demands a high level of personal conduct from all members of our workforce.

For ARC's success to continue, not only must we do what is required by law, but we will also do what is "right". The test for this is simple, ask yourself if there is any reason you would not want a co-worker, an associate, a neighbour or the government to be fully aware of your conduct and motives? Is anyone's life, health or safety or the environment endangered by the action? If these questions cannot quickly be answered no, then you need to re-think your actions and talk to a supervisor. This also includes situations where you may witness someone else at ARC engaging in behaviours that are not "right". If there is any confusion with regards to complying with both the letter and the spirit of our policies and all applicable laws and regulations, you are expected to seek guidance.

The Leadership Team at ARC is 100% committed to this Code. This Code has been read, discussed and adopted by all of our officers and directors. We believe that effective corporate governance begins with a strong Board of Directors, who act independently. Our Board of Directors consists of a majority of outside, independent directors all of whom have read and committed to this Code. We are all accountable to the Code which provides guidance for our decisions.

Please read this Code carefully. While it takes time to build a reputation of trust and integrity, a single thoughtless or unethical act can destroy what we have carefully built over years. Please feel free to contact any member of the Leadership Team, or your manager. The Whistleblower Hotline (1-866-291-6690 or [ARC@openboard.info](mailto:ARC@openboard.info)) is also available if you witness behaviours that could be a violation of the Code.



Terry Anderson  
President & Chief Executive Officer  
July 31, 2025

# Commitments and Responsibilities

## Purpose

This Code serves as a guide to the behaviour and standard of conduct that ARC expects from you in all locations where ARC conducts business. We are committed to treating you and all members of our workforce with dignity, respect, and fairness. We will value and respect your rights and your contribution to our success.

Our top priority is providing a safe and healthy workplace. We must all take responsibility for knowing the health and safety rules that apply to the tasks we perform and for taking the appropriate precautions to protect ourselves and others from accidents, injury or unsafe conditions. Accidents, injuries, unsafe equipment, practices or conditions need to be reported immediately. Consistent with our Drug & Alcohol Policy that prohibits the use of drugs and alcohol at work, you are expected to report to work fit to perform your job duties. We regularly monitor and review our safety performance and strive for continual improvement.

## Diversity, Equity and Inclusion

We value the diversity of our workforce and are committed to providing equal opportunity in all aspects of our business. We believe that it is best achieved by having a diverse group in our workforce – sharing their best thinking and making decisions together in an environment where all voices are heard and valued. Acts of harassment and discrimination and/or any conduct that makes someone feel uncomfortable or unwelcome will not be tolerated. You are encouraged to speak out if you have concerns with regards to your workplace environment and report harassment, whether verbal, physical or visual, when it occurs. This includes situations where you may witness inappropriate conduct towards someone other than yourself. Please refer to ARC's Respectful Workplace Policy.

## Business Integrity

We are committed to conducting all of our affairs with honesty, integrity and fairness and expect the same from all of our business partners. We will deal honestly and fairly with our suppliers, contractors, co-workers and competitors. We will not take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of confidential information, misrepresentation of material facts or other dishonest or unfair practices.

## Accuracy of Records and Reporting

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions and comply with our legal obligations. Our production and accounting records are relied upon to produce reports for our management, shareholders, creditors, government agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

You have a responsibility to ensure the accuracy and completeness of records, reports and communications and the appropriateness of classification of transactions as to accounts, departments or accounting periods. All transactions must be supported by the appropriate documentation and comply

strictly with prescribed accounting policies, audit procedures and other such controls. You must not destroy or alter documents or records so as to hide the documents or your actions.

We believe in open access for our auditors and independent reserves engineers to all of our documents and records and full and open communication with our auditors and independent reserves engineers with respect to their engagement.

Business records and communications often become public through legal or regulatory investigations or the media. This applies to e-mail, Teams, Zoom, or similar systems, and includes instant messaging, voice mail or memos. You must not express inappropriate messages or comments that would embarrass yourself or ARC should they be made public.

## **Conflicts of Interest**

You must never let your personal interests interfere with, or appear to interfere in any way with, our interests and/or our ability to perform our work effectively. The ability to make objective business decisions can be compromised if you have personal interests that conflict with our interests. Conflicts of interest may also arise when you or a member of your family, receives improper personal benefits as a result of your position. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between us and any other organization in which you or a family member have an interest.

You are prohibited from taking for yourself opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain.

In general, private investment activities are not prohibited, however, should an existing investment pose a potential conflict of interest the potential conflict should be disclosed to the member of the Leadership Team who you ultimately report to, the President & CEO or the Chair of the Board of Directors. Any other activities which pose a potential conflict of interest should also be disclosed by you to the member of the Leadership Team who you ultimately report to, the President & CEO or the Chair of the Board of Directors. Any such potential conflicts of interests will be dealt with openly with full disclosure of the nature and extent of the potential conflict of interest.

It is acknowledged that you may be a director or officer of other entities engaged in the oil and gas business, and that such entities may compete directly or indirectly with us. Passive investments in public or private entities of less than one per cent of the outstanding shares will not be viewed as "competing" with us. If you are a director or officer of any entity engaged in the oil and gas business, you shall disclose this to the Board of Directors. If you are actively engaged in the management of or own an investment of one per cent or more of the outstanding shares, in a public or private entity you shall disclose such holdings to the Board of Directors. In the event that any circumstance should arise as a result of such positions or investments being held or otherwise which in the opinion of the Board of Directors constitutes a conflict of interest which reasonably affects your ability to act with a view to the best interests of ARC, the Board of Directors will take such actions as are reasonably required to resolve such matters with a view to the best interests of ARC. Such actions, without limitation, may include excluding you from certain information or activities relating to our operations.

## Confidentiality

In the normal course of our business, you may become aware of confidential information. Confidential information includes non-public information of a proprietary, technical, business or financial nature. Confidential information may be our own or may be information from partners or business associates. In all cases, you must not disclose confidential information to any person outside of ARC unless authorized to do so and must take reasonable care to protect confidential information from theft or unauthorized access. You are obligated to preserve the confidentiality of information entrusted to you even after you leave ARC, except when disclosure is authorized or legally mandated.

## Social Media Sites

In order to maintain the consistency and quality of our disclosure to our stakeholders, and to better limit the potential for leaks of confidential information or selective disclosure, you should refrain from disclosing or discussing matters relating to ARC on blogs, posts, bulletin boards, social networking sites and other social media sites. Please refer to our Electronic Communications Policy and our Social Media Guidelines.

## Privacy

In conducting our business, we need to maintain records and information about our workforce, vendors, landowners, shareholders, stakeholders and other business associates. We value and respect the rights of these individuals to personal privacy. We collect and use only information that is necessary for us to administer our business effectively, efficiently and in a safe and reliable fashion in accordance with our Privacy Policy. This information is only for appropriate internal use and must not be shared or used for other purposes unless permitted or required by law. Please refer to our Privacy Policy.

## Insider Trading

The market price of our shares is based on public knowledge about our results and prospects. The markets rely on all participants having equal access to all public information. You may, from time-to-time, become aware or have material knowledge about ARC or another corporation that we do business with, that has not yet been disclosed to the general public. It is illegal for anyone with knowledge of material information affecting a public issuer that has not been publicly disclosed to purchase or sell securities of that issuer. It is also illegal for anyone to inform any other person of material non-public information, subject to limited exceptions. There are serious sanctions for these matters, including substantial fines and potential jail sentences. Therefore, if you have knowledge of confidential or material information about ARC or other public issuers you are prohibited from trading securities of ARC or any such other public issuer until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated. Please refer to our Disclosure and Insider Trading Policy.

## Ownership, Protection and Proper Use of Corporate Assets

ARC is involved in leading edge and technically advanced forward-thinking work which could result in new inventions or discoveries. We encourage you to utilize your expertise and talent to assist us in reaching our long-term business goals. It is important that you understand that your work is the sole and exclusive property of ARC. This includes, but is not limited to, writings, works of authorship, technology,

inventions, discoveries, processes, techniques and methods that are created and prepared by you individually or jointly with others during the period of your employment at ARC or engagement by ARC.

In addition, you are entrusted with our assets that we all must protect from loss, damage, misuse, or theft. Our assets may only be used for legitimate business purposes and may never be used for illegal purposes. The obligation to protect our assets is not limited to physical assets but extends to proprietary information. Proprietary information includes any information that is not generally known to the public, would be helpful to our competitors, or harmful to our competitive positions.

## **Compliance with Laws, Rules and Regulations**

Compliance with both the letter and the spirit of all laws, rules, and regulations applicable to our business is critical to our reputation and continued success. You must respect and obey the laws of all jurisdictions in which we operate. Failure to comply with this Code will result in disciplinary action which may include termination of employment at ARC or engagement by ARC, as the case may be.

## **Compliance with Antitrust Competition Laws**

We believe in fair and open competition and strictly adhere to the requirements of antitrust laws. These laws generally prohibit collusion between businesses and other unfair business conduct that would lessen competition.

## **Compliance with Environmental Laws**

We take our responsibility to conduct our business in a safe and reliable manner with respect for the environment very seriously. We will strictly comply with all environmental legislation in all aspects of our work. We will monitor our environmental performance and will look for ways to reduce and prevent waste, emissions, spills, and other releases from our operations and endeavor to reduce our impact on the environment.

## **Gifts and Entertainment**

The exchange of gifts and entertainment is a common practice in most business communities and is designed to develop and foster goodwill among business partners. Accepting gifts and entertainment can cause problems when they compromise – or appear to compromise – our ability to make fair and objective business decisions. No gift or entertainment should be accepted, or offered, if it will unfairly influence a business relationship.

There are many factors that influence whether a gift or entertainment is normal and customary. Gifts or entertainment should be moderate, reasonable and in good taste, be of a style or value commonly accepted for business occasions and should not be unusual for the recipient's job or community. The exchange must create no obligation or sense of obligation and should occur infrequently.

Business entertainment can present situations where discretion is required since some commonly accepted business invitations can include recreational opportunities or event tickets that are of significant value. In these cases, the recipient should ensure that there is a valid business development reason for attending and that there will be representation from other business executives at the event. If the invitation is for an event where the value being received may be significant, officer approval is required, or

in the case of the President & CEO, approval by the Chair of the Policy and Board Governance Committee. As transportation costs for events can also be significant, payment of these costs by another party is not acceptable and will be covered by us if there is a valid business reason to accept the invitation.

## **Use of Corporate Equipment**

We provide computers, mobile phones and internet access to assist you in your work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. We have a formal policy with regards to the use of our computers, mobile phones and information technology equipment that you have signed and are expected to be aware of and comply with. Violation of these policies may result in disciplinary actions up to and including termination of employment with ARC or engagement, as the case may be. Please refer to our Electronic Communications Policy.

## **Political Activities and Contributions**

We respect and support your right to participate in political activities of your choice provided that your involvement is kept separate from your role at ARC. You must take care to represent your views as your own and not ARC's. These activities should not be conducted on our time or involve the use of any of our resources such as telephones, computers or supplies unless specifically approved by an officer of ARC.

No person may make, or commit to make, political contributions on behalf of ARC. Any charitable contributions should be reviewed by the Corporate Giving Committee who will seek further approval where necessary.

## **Payments to Domestic and Foreign Officials**

We will not make payments of any sort to government officials to obtain a favourable decision or to attract or retain business. We will comply with the *Corruption of Foreign Public Officials Act* (Canada) and all other applicable laws prohibiting improper payments to domestic and foreign officials. Regardless of such laws, our policy is to avoid making "facilitating" payments to such officials. Violation of this policy may result in disciplinary actions up to and including termination of employment or engagement with ARC, as the case may be.

## **Reporting of Illegal or Unethical Behaviour or Accounting Related Complaints**

You are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation and to report any concerns you have about violations of laws, rules, regulations or this Code or in relation to any questionable accounting, auditing or financial reporting. Reference is made to our Whistleblower Policy as to an available procedure for the submission of matters through a confidential anonymous process. We will not allow any retaliatory action against any person who, in good faith, reports a possible violation or concerns.

## **Compliance Procedures**

This Code is not intended to address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by this Code or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances you are encouraged to

use your common sense and to contact your supervisor, manager, or other appropriate person for guidance. Reference is made to our Whistleblower Policy as to an available procedure for the submission of matters through a confidential anonymous process.

## Violation of the Policy and Disciplinary Action

This Code is intended to help you conduct yourself in a manner consistent with the values of ARC. An individual may face disciplinary action if they violate this Code, encourage or help others to violate this Code, fail to report or conceal a Code violation or retaliate against any person who reports a Code violation in good faith.

Violation of this Code could result in ARC taking disciplinary action commensurate with the severity of the specific violation. Disciplinary action may include a warning, written reprimand, suspension, demotion, termination of employment or contract, or referral for criminal prosecution or civil action.

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Signature

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Date

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Printed Name