



## Code of Business Conduct

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### 1. Purpose

The Code of Business Conduct (the Code) outlines the principles of conduct and ethics to be followed by Stream Oil & Gas Ltd. (the Company, or Stream) employees, officers and directors.

This Code has been established in accordance with National Policy 58-201 Corporate Governance Guidelines.

The Board is responsible for monitoring compliance with the code. Any waivers from the code that are granted must be approved by the Board. Any material departure from the Code will be treated as a material change and disclosed accordingly.

The Code applies to all directors, officers, employees and contractors.

All employees, officers and directors are also required to adhere to the Company's Disclosure, Confidentiality and Insider Trading Policy.

### 2. Compliance with laws, rules and regulations

The Company will comply with all laws, regulations and other legal requirements applicable to its business. Each director, officer, employee, or contractor must:

- a) avoid situations that could be perceived as improper or unethical or indicate a lack of compliance with the law;
- b) ensure they are familiar with any legislation that applies to their circumstances, recognize potential liabilities and seek advice where appropriate; and.
- c) report any illegal or unethical behavior to management, the CEO or board.

### 3. Conflict of Interest

- a) Directors, officers, employees and consultants must ensure that no undisclosed conflict exists between their personal interests and those of the Company.
- b) Directors, officers, employees and consultants of the Company should avoid situations where their personal interest could conflict with, or appear to conflict with, the interests of the Company and its shareholders.
- c) In special circumstances, non-arms length transactions are permitted but such transactions must receive prior approval by independent members of the board. Non-

arms length transactions must always be in the best interests of the company and be conducted on a commercially competitive basis and at fair market value.

- d) In the event that any potential conflict of interest arises the individual involved must immediately notify their immediate supervisor and the Chief Financial Officer in writing and no further action may be taken unless authorized in writing by the individual's immediate supervisor and by the Chief Financial Officer. If such individual is an officer or director of the Company, the Chairman of the Company as well as the Chief Financial Officer must be immediately notified in writing and no further action may be taken until authorized in writing by the Chairman and by the Chief Financial Officer.

#### **4. Protection and proper use of corporate assets**

- a) All employees are responsible for protecting Company assets, and Company management is responsible for establishing and maintaining appropriate internal controls to safeguard Company assets against loss from unauthorized or improper use or disposition. Company resources should only to be used for Company-specific purposes.
- b) The Company's telephone system, computer resources and networks are provided for Company-related business purposes. Excessive or inappropriate personal use is prohibited.
- c) The Company may monitor access to and the contents of its computer systems and networks. Employees do not have any right to privacy of electronic data residing on the Company's computer resources.
- d) Inventions, discoveries, and copyright material, made or developed by employees in the course of, and relating to their employment with the Company, are the property of the Company unless a written release is obtained or covered by contract.
- e) Business documents and records (voice, paper and electronic) are to be retained in accordance with the law.

#### **5. Integrity of records**

- a) Stream is a public company and therefore employees, officers and directors must provide prompt, accurate answers to inquiries related to the Company's public disclosure requirements.
- b) Employees, officers and directors are forbidden to distort records or reports of the Company's true operating results and financial condition.

## **6. Confidential Information**

- a) Employees must protect the confidentiality of information concerning the Company and its business activities as well as that of companies having business dealings with the Company. Employees who leave the Company have an ongoing obligation to keep such information confidential.

## **7. Fair dealing with suppliers**

- a) Employees, officers or directors, or their families, must not solicit or accept any type of personal kickbacks, rebates or 'under-the-table' payments.

## **8. Employment and work environment practices**

- a) There will be no discrimination against any employee or job applicant because of race, religion, color, sex, sexual orientation, age, national or ethnic origin, ancestry, marital or family status, or physical handicap (unless demands of the position are prohibitive).
- b) Any form of harassment or any other conduct that interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment will not be tolerated.
- c) The use of illicit drugs, the inappropriate use of alcohol and the misuse of medications and other substances is prohibited.

## **9. Health, safety and environmental protection**

- a) All operations are to be conducted in a manner that protects the health and safety of employees and all people in the communities where the Company operates.
- b) All directors, officers, employees, and contractors are responsible for supporting the Company's commitment to environmental responsibility and for complying with environmental regulations.
- c) An immediate supervisor or the Chief Operating Officer should always be consulted when necessary to understand or ensure compliance with environmental or workplace safety laws.
- d) Safe work procedures and site standards are used to ensure that tasks and work practices are performed in a safe manner with minimal risk. All employees are encouraged to assist in developing these standards in order to mitigate hazards within their work environments.

- e) Training programs, safe work procedures, site housekeeping and operational standards are enforced to ensure that all work is undertaken in a safe manner with minimal risk to employees and equipment.

## **10. Compliance**

- a) Employees are expected to comply with all aspects of the Code and to support others in doing so. In the event that an employee violates the Code, Company policies and procedures or any of the laws that govern the Company's business, the Company will take immediate and appropriate action up to and including termination of employment, claims for reimbursement of losses or damages and reference to criminal authorities.
- b) Current directors, officers and employees will receive their copies of the Code immediately after publication.
- c) Future directors, officers, and employees will receive their copies of the Code at the time they are hired.
- d) Directors, officers, and employees must sign the verification and a copy will be retained in the Company's records.
- e) Agents or other non-employees cannot be used to circumvent the law. Employees, officers and directors will not retain agents or other representatives to engage in practices that run contrary to this Code.

## **11. Code violations**

- a) Employees, officers and directors must immediately report any violations of this Code. Failure to do so can have serious consequences for the employees, officers or directors and the Company.
- b) Reports of violations should be made by employees to their immediate supervisor and to the Chief Financial Officer and by officers and directors to the Chairman and to the Chief Financial Officer. Employees or officers who are uncomfortable discussing issues with their supervisors are encouraged to seek assistance from the Chief Financial Officer.
- c) Reports of violations of this Code may also be submitted in writing on a confidential basis to the Chairman of the Audit Committee in an envelope labeled with a legend such as "To be opened by the Audit Committee only, being submitted pursuant to the

- d) After a violation is investigated, appropriate action will be taken. Management has the right to determine the appropriate disciplinary action for a violation up to and including termination of employment. All proposed disciplinary action is subject to review by senior management.
- e) Supervisors have the responsibility of taking remedial steps to correct any operating procedures that may contribute to violations of this Code.
- f) Retaliation in any form against an individual who reports a violation of this Code or of law in good faith, or who assists in the investigation of a reported violation, is itself a serious violation of this Code. Acts of retaliation should be reported immediately to your supervisor or management, and will be disciplined appropriately.
- g) The Chief Financial Officer and the Audit Committee will retain, on a confidential basis, any complaints received for a period of six years