



CODE OF CONDUCT AND ETHICS, AND CONFLICT OF INTEREST GUIDELINES *(Approved by the Board March 2015, revised March 2016)*

Overview

Geoscience BC Directors, Technical Advisory Committee (“TAC”) members and Employees should observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities.

Code of Conduct and Ethics

Geoscience BC Directors, TAC members and Employees must practice honesty, integrity and fairness in every aspect of dealing with other Geoscience BC Directors, TAC members, Employees, the public, the business community, members, customers, suppliers, competitors and governmental authorities. Directors, TAC members and Employees must abide by this Code of Conduct and Ethics (the "Code") and adhere to the following ethical principles:

- **Honest, Ethical and Safe Conduct:** Act with honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Work and operate to promote and ensure safety.
- **Fair Dealing:** Deal fairly with other Geoscience BC Directors, TAC members, Employees, volunteers, proponents, suppliers, partners, consultants, and anyone else with whom they have contact in the course of performing their duties. No unfair advantage should be taken of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.
- **Confidentiality of Corporate Information:** Keep non-public Geoscience BC information confidential.
- **Internal Reporting of Violations of the Code:** Promptly report any actual, potential or alleged violations of this Code of which a Director or TAC member becomes aware to the Board, or in the case of Employees, to the President and CEO. The Board and/or President and CEO shall fully investigate the matter and submit their findings for further handling as the Board and/or President and CEO may deem proper.
- **Consequences for non-adherence to the Code:** Any violation of this Code, whether or not material, may have repercussions, which include termination of Directorships, TAC memberships or employment from Geoscience BC.

Conflict of Interest

The Conflict of Interest Policy to which Directors, TAC members and Employees are asked to adhere is as follows:

Definition

A “conflict of interest” is any situation where a Director, TAC member or Employee’s personal interests, or those of a close friend, family member, business associate, corporation or partnership in which a Director, TAC member or Employee holds a significant interest, or a person to whom they owe an obligation could influence their decisions and impair their ability to:

- Act in Geoscience BC’s best interests; or
- Represent Geoscience BC fairly, impartially and without bias.

It is important to note that a “conflict of interest” exists if a Director, TAC member or Employee’s decision could be influenced - it is not necessary that influence takes place.

General duties

Directors and TAC members, unless authorized to do so by the Board, or in the case of Employees, unless authorized to do so by the President and CEO, may not:

- Act on behalf of Geoscience BC, or deal with Geoscience BC, in any matter where the Director, TAC member or Employee is in a conflict of interest or appears to be in a conflict of interest; and
- Use their position, office or affiliation with Geoscience BC to pursue or advance their personal interests or those of a person described above.

The “appearance of a conflict of interest” occurs when a reasonably well informed person properly could have a reasonable perception that a Director, TAC member or Employee is making decisions on behalf of Geoscience BC that promote their personal interests or those of a person as described in the Definition above.

A Director or TAC member must immediately disclose a conflict of interest to the Board, or in the case of an Employee to the President and CEO. It is important to make the disclosure when the conflict first becomes known. If a Director, TAC member or Employee does not become aware of the conflict until after a matter is concluded, nevertheless they must still make the disclosure immediately.

If a Director, TAC member or Employee is in doubt about whether they are or may be in a conflict of interest, the Director or TAC member must request the advice of the Board, or in the case of an Employee, the advice of the President and CEO.

Unless otherwise directed, a Director, TAC member or Employee must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:

- Promptly declaring to the Board, or in the case of an Employee, the President and CEO, any conflict of interest as defined by this policy; and
- Refraining from all discussion of the matter giving rise to the conflict of interest.

Directors, TAC members and Employees must not:

- Use their relationship with Geoscience BC to confer a benefit on a person as described in the Definition above. This duty does not prevent a Director, TAC member, Employee or anyone else from conducting business with other people connected with Geoscience BC;
- Personally benefit from any business activity involving Geoscience BC except in unique situations authorized by the Board, or in the case of an Employee, the President and CEO; and
- Indirectly benefit from any business activity involving Geoscience BC except in unique situations, authorized by the Board, or in the case of an Employee, the President and CEO.

An “indirect benefit” is:

- A benefit derived by a close friend, family member, business associate, or a corporation or partnership in which a Director, TAC member or Employee holds a significant interest; or
- A benefit which advances or protects a Director, TAC member or Employee’s interests although it may not be measurable in money.

Using Geoscience BC Property and Geoscience BC Information

Directors and TAC members must have authorization from the Board, and Employees from the President and CEO, to:

- Use, for personal purposes, property owned by Geoscience BC; or
- Purchase Geoscience BC property unless it is through channels of disposition equally available to the public. Even then a Director, TAC member or Employee may not purchase the property without authorization if they are involved in some aspect of the sale.

Directors, TAC members and Employees may not take personal advantage of an opportunity available to Geoscience BC unless:

- It is clear that Geoscience BC has irrevocably decided against pursuing the opportunity; and
- The opportunity is equally available to members of the public.

Directors, TAC members and Employees may not use their position with Geoscience BC to solicit any Geoscience BC stakeholder for a personal business or one operated by a close friend, family member, business associate or a corporation or partnership in which a Director, TAC member or Employee holds a significant interest. This duty does not prevent a Director, TAC member, Employee or anyone else from transacting business with other people connected with Geoscience BC.

“Geoscience BC information” is information that is acquired solely by reason of involvement with Geoscience BC and which Geoscience BC is under an obligation to keep confidential.

Directors, TAC members and Employees must:

- Not use Geoscience BC information for non Geoscience BC purposes;
- Not use Geoscience BC information for personal benefit;
- Protect Geoscience BC information from improper disclosure; and
- Report to the Board, or in the case of an Employee, to the President and CEO, any incident of abuse of Geoscience BC information.

Directors, TAC members and Employees may divulge Geoscience BC information if:

- They are authorized by the Board, or in the case of Employees the President and CEO, to release it; and
- It is to a person who has a lawful right to the information.

If a Director or TAC member is in doubt about whether Geoscience BC information may be released, they must request advice from the Board, or in the case of an Employee, from the President and CEO.

Rules About Gifts

Directors, TAC members and Employees may accept a gift made to them, because of their involvement in Geoscience BC in the following circumstances:

- The gift has no more than token value;
- It is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together;
- The exchange is lawful and in accordance with local ethical practice and standards; and
- The gift could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.

Directors, TAC members and Employees may not use Geoscience BC property to make a gift, charitable donation or political contribution to anyone on behalf of Geoscience BC. Any gift to a Director or TAC member must have the authorization of the Board, and to an Employee, of the President and CEO.



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ACKNOWLEDGEMENT AND DECLARATION

I have read, understand, and agree to comply with the Geoscience BC Code of Conduct and Ethics, and Conflict of Interest Guidelines as presented above.

I understand that if I, my family members and close relatives and personal friends, and/or entities controlled by me or in which I own equity interests, or to whom I provide services or am employed, have any significant direct or indirect interest in any person or company which has business dealings with Geoscience BC, I shall make a declaration in accordance with the Conflict of Interest Guidelines.

Name: _____

Signature: _____

Date: _____