



CODE OF CONDUCT AND ETHICS

Effective as of and from November 2, 2012



CRIUS ENERGY ADMINISTRATOR INC.

CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

Ethical conduct in its business practices is critical to the development and maintenance of the reputation and credibility of Crius Energy Administrator Inc. (the "**Administrator**"), Crius Energy Trust (the "**Trust**") and the Trust's direct and indirect subsidiary entities (collectively with the Administrator and Trust, the "**Crius Group**"). Crius Group expects its directors, officers, employees, contractors and consultants (collectively, the "**Personnel**") to operate in accordance with the highest ethical standards in their conduct of business for and on behalf of the Crius Group.

The Crius Group is committed to the following values:

- Integrity, honesty and respect
- Customer focus
- Teamwork
- Achievement and accountability
- Employee engagement
- Innovation
- Openness and transparency
- Understanding and compassion

These values are embodied within this code of conduct and ethics (the "**Code**"). This Code will guide Personnel in identifying and managing business situations, allowing the Crius Group to conduct business in a responsible and ethical manner, treating those with whom it deals (including, without limitation the unitholders of the Trust (the "**Unitholders**"), industry regulators, customers, suppliers, competitors and Personnel) with fairness and respect. This Code is not intended to address every issue that may arise, but rather is intended to set out basic principles with which the Crius Group expects Personnel to comply.

This Code has been adopted by the board of directors of the Administrator (the "**Board**"). The Board reserves the right to add to, modify and rescind all or any portion of this Code at any time and from time to time. This Code governs in the event of any conflict or inconsistency between this Code and any other materials distributed by the Crius Group. If any law conflicts with a policy set out in this Code, Personnel must comply with the law.

2. COMPLIANCE WITH LAWS

The Crius Group will conduct its business activities in compliance with all laws, regulations and requirements that are applicable to wherever the Crius Group operates. Personnel will inform

themselves respecting the laws and regulations applicable to the Crius Group's activities. Personnel are also required to become familiar with, and agree to comply with all applicable policies of the Crius Group.

If there are any questions or uncertainties about the application or interpretation of laws, regulations, standards or policies that direct the Crius Group's operations, Personnel should direct questions to their immediate superior, supervisor or person with whom he or she has a reporting relationship.

3. CONFLICT OF INTEREST

A conflict of interest occurs when an individual's private interests interfere in any material way with the interests of the Crius Group. A perceived conflict of interest occurs where an individual's private interests appear to be in conflict in the material way with the interests of the Crius Group. Personnel must not participate in any activity or situation that results in a conflict or perceived conflict between personal interests and the interests of the Crius Group. Personnel should also avoid situations or activities that could compromise, or appear to compromise, their judgment, objectivity or ability to act in the best interest of the Crius Group. Activities that could give rise to potential conflicts of interest *are prohibited* unless specifically approved in advance by the Chief Executive Officer ("CEO") or the Board.

The following is a non-exhaustive list of examples where a conflict of interest or a perceived conflict of interest could arise:

- **Financial Interest:** Personnel and their families (spouse, children) will not knowingly own, control or direct a material financial interest in a supplier, contractor, competitor or in any entity with which the Crius Group does or seeks to do business.
- **Customer and Supplier Relations:** All customers and suppliers involved with the Crius Group in the purchase of goods and services should be treated fairly and with respect. Purchase decisions must be made based on objective criteria such as quality, reliability, price, delivery and service.
- **Gifts, Entertainment or Bribes:** Offering or receiving any gift (monetary or non-monetary), gratuity or favour that may be perceived to unfairly influence a business decision should be avoided. While gifts or entertainment offered to or by persons or entities seeking to or doing business with the Crius Group in the ordinary course are to an extent acceptable, Personnel will exercise responsibility and objectivity in offering or accepting such gifts or entertainment. *It is unacceptable to directly or indirectly offer, pay, solicit or accept bribes or engage in any activity that may appear to be improperly influencing business relations.*
- **External Business Activities:** Personnel will not engage in any outside business activity that creates a conflict of interest or is otherwise deemed detrimental to the Crius Group or

conduct any external business activities on Crius Group premises or during normal business hours.

- **Acting as Director.** Officers and employees must obtain the approval of the CEO prior to accepting a position as director of a for-profit company or business organization. The CEO must obtain the approval of the Board prior to accepting a position as director of a for-profit company or business organization.
- **Government and Community Relations:** Any Crius Group support to political organizations requires the approval of the CEO. Personnel who engage in personal political activities must do so on their own time and not on behalf of the Crius Group.
- **Personal Relationships:** Personnel will avoid any arrangement or circumstance (including personal relationships) that may compromise their ability to act in the best interests of the Crius Group. Officers, directors and employees of the Crius Group will not directly supervise anyone with whom they are engaged in a personal relationship.

Personnel are expected to use common sense and good judgment in determining whether a conflict of interest does or potentially could exist. In the event of an actual, potential or perceived conflict of interest, Personnel should speak to their immediate superior, supervisor or person with whom he or she has a reporting relationship; and, in the event of any Officers of the Crius Group, the CEO; and in the event of the CEO, the Board. Waivers can only be granted by the Board or except for waivers with respect to employees, contractors and consultants, which can be granted by the CEO. Breaches of the conflict of interest obligations of Personnel will result in disciplinary action up to and including termination of employment or retainer for cause in appropriate circumstances.

4. CORPORATE OPPORTUNITIES AND DUTY OF LOYALTY

Personnel have a duty of loyalty to the Crius Group, which includes a duty to advance the Crius Group's legitimate interests when the opportunity to do so arises. Accordingly, Personnel may not use their position or the Crius Group's name, property, information or goodwill for personal gain or for the gain of others. Personnel are further prohibited from taking advantage of an opportunity that is discovered through the use of any corporate property, information, contacts or their position with the Crius Group. All such opportunities, actual or perceived, should be reported to an immediate supervisor.

5. CONFIDENTIALITY AND DISCLOSURE

During employment with the Crius Group, Personnel will have access to or obtain information that is non-public, confidential, of value to the Crius Group's competitors or that may be damaging to the Crius Group if disclosed improperly ("**Confidential Information**"). Personnel

may also gain access to Confidential Information about suppliers and customers with whom the Crius Group conducts business.

Personnel have a responsibility to protect the Confidential Information of the Crius Group or the companies it does business with against theft, loss, unauthorized access or use, alteration or misuse. This obligation applies during the employment or retainer of any Personnel and after termination of such employment or retainer for any reason, for so long as the Confidential Information retains its confidential nature.

Personnel must maintain the confidentiality of Confidential Information entrusted to them by the Crius Group, or that otherwise comes into their possession in the course of their employment or retainer. Confidential Information may only be disclosed if it is legally required or if specific authorization is given, or as required to properly perform any duties on behalf of the Crius Group.

All information about the Crius Group, its business, its interests, including its ownership interests, and its activities that has not been publicly disclosed and that if known by the general public might reasonably be expected to have a material impact on a business decision or transaction, or effect the value of any security, ("**Insider Information**") is considered Confidential Information. The use of Insider Information relating to the Crius Group for personal gain or for any reason other than the proper performance of any duties on behalf of the Crius Group not only unethical and a breach of this Code, but may also be illegal.

Examples of Insider Information include, but are not limited to:

- unpublished financial results
- expansions or curtailment of operations
- operational incidents
- anticipated acquisitions or joint ventures
- pending litigation

Personnel must not speak on behalf of the Crius Group unless authorized to do so and should refer to the disclosure policy for specific direction. Personnel should refer questions from the media to the appropriate spokesperson of the Crius Group.

If Personnel are not sure whether information has been publicly disclosed, they should seek advice from their immediate superior, supervisor or person with whom he or she has a reporting relationship.

These confidentiality and disclosure obligations remain in effect even after Personnel leave their employment or engagement with the Crius Group. Breaches of the confidentiality and disclosure obligations of Personnel will be subject to disciplinary action up to and including termination of employment or retainer for cause in appropriate circumstances.

6. EMPLOYMENT PRACTICES, HEALTH, SAFETY AND ENVIRONMENT

The Crius Group will ensure that all Personnel are treated with respect and dignity. The Crius Group will not tolerate discrimination or harassment against current or potential Personnel or those with whom it conducts business based on race, nationality, ethnic origin, colour, religion, age, gender, marital status, family status, sexual orientation, political belief or disability.

The Crius Group is committed to assuring fair employment, including equal treatment in hiring, training, compensation, termination and corrective actions.

The Crius Group will establish and maintain a safe and healthy working environment for its Personnel and conduct its operations in an environmentally responsible manner in accordance with applicable laws, regulations and industry standards. The Crius Group is committed to keeping its workplaces free from hazards. Threats or acts of violence or physical intimidation are prohibited. To protect the safety of all Personnel, the Crius Group's assets, the environment, and the communities within which the Crius Group works, Personnel must report for work fit to perform their duties and free from the influence of any substance that could prevent them from conducting their work activities safely, effectively, and in compliance with all applicable laws.

7. USE OF COMPANY PROPERTY AND RESOURCES

The Crius Group's information systems, office equipment, tools, vehicles, supplies, facilities, services and any other assets or property owned or leased by the Crius Group or that are otherwise in the Crius Group's possession are provided and should be used for authorized business purposes only. Personnel have an obligation to protect and use Crius Group property and resources, including proprietary information, in accordance with the principles of sensible and acceptable use. *Unacceptable use will not be tolerated.*

Acceptable business use of Crius Group property is demonstrated when such use:

- complies with company policies and values, and all applicable laws;
- ensures the confidentiality and integrity of the Crius Group's information; and
- ensures the protection of the Crius Group's property and resources.

Personal use of Crius Group property is considered reasonable if it:

- does not involve pornographic, sexist, racist, stereotypical or otherwise offensive or inappropriate content or activities;

- adheres to any proprietary restrictions or restrictions on use imposed by the Crius Group or any third party, including any party with whom the Crius Group has a licensing agreement;
- aligns with the Crius Group's values;
- respects applicable laws; and
- does not interfere with the responsibility of Personnel on behalf of the Crius Group.

Unacceptable use (personal or business related) of Crius Group property includes when an individual uses such property:

- to defame, slander, harass or unreasonably interfere with any individual or organization, including the Crius Group;
- to partake in any illegal or unethical activity;
- to conduct any activity that could negatively impact the Crius Group or its reputation;
- to make excessive use of non-business-related internet sites or access any illicit or inappropriate sites;
- in substitution for replace personal assets (e.g. personal computer) for reasons unrelated to the Crius Group's business;
- intentionally transmit viruses or transmit virus warnings to any recipient;
- access or exchange content that is inappropriate in a professional workplace;
- conduct personal commercial ventures; and/or
- conduct any other personal business other than in a minor manner and in accordance with normal business practices.

The theft, misuse, damage or waste of Crius Group property and resources by any Personnel will not be tolerated and will be subject to disciplinary action, up to and including termination of employment or retainer for cause in appropriate circumstances. It could also result in civil or criminal penalties. Any infractions should be reported by Personnel immediately to an immediate superior, supervisor or person with whom he or she has a reporting relationship or, if that will not resolve the issue, the human resources department.

8. RETENTION OF DOCUMENTS AND RECORDS

It is the Crius Group's policy to cooperate with all governmental investigative authorities. Personnel shall retain any record, document or property of the Crius Group that is known to be the subject of an investigation or litigation.

It is a violation of this Code for Personnel to knowingly alter, destroy, conceal, cover up, falsify or make a false entry in any record, document or tangible object with the intent to impede, obstruct or improperly influence the investigation or proper administration of any matter within the jurisdiction of any federal, provincial, state or municipal department or agency, or any bankruptcy, or in relation to or contemplation of any such matter or case.

9. REPORTING FINANCIAL TRANSACTIONS

The books and records of the Crius Group will reflect all business activities and transactions in a timely, fair and accurate manner. All assets and liabilities of the Crius Group will be properly recorded in order to reflect and maintain the business operations and activities of the Crius Group.

Compliance with applicable and generally accepted accounting standards (including International Financial Reporting Standards as applicable), financial reporting standards and securities laws shall be observed in the preparation and disclosure of all financial records and information.

All business transactions shall be properly authorized, recorded and supported by accurate documentation and in reasonable detail to ensure that the best interests of the Crius Group and any Confidential Information or other corporate information belonging to the Crius Group is protected.

The intentional creation of any false or misleading entries with respect to any business activity or transaction is strictly prohibited and will be subject to appropriate disciplinary action, up to and including termination of employment or retainer for cause in appropriate circumstances.

10. COMPLIANCE AND ENFORCEMENT

All Personnel must become familiar with and agree to comply with this Code as a condition of employment, and apply it to all their business activities with, for and on behalf of the Crius Group.

Personnel should read this Code carefully, ask questions of an immediate superior, supervisor or person with whom they have a reporting relationship. The attached **Annex A** sets out compliance procedures for Personnel to observe when they encounter situations involving a breach or potential breach of this Code.

All directors, officers, and employees of the Crius Group in managerial or supervisory positions, or whose duties involve regular contact with any government department or agency, or the selection of contractors for the provision of goods or services, or the approval or payment of invoices on behalf of the Crius Group, or any other Personnel as requested or determined by any officer of the Crius Group from time to time, must promptly sign and return the certification attached as **Annex B**, acknowledging receipt of this Code to:

Crius Energy Administrator Inc
1055 Washington Blvd., 7th Floor
Stamford, CT 06901

Attention: Jan Fox, General Counsel

In the event that any Personnel breach their obligations under this Code or any of the Crius Group's other policies and procedures, they shall be subject to appropriate disciplinary action up to and including termination of employment or retainer for cause in appropriate circumstances.

11. NON-COMPLIANCE REPORTING

All Personnel are responsible for reporting any conduct or activities that they reasonably believe are or may lead to a breach of any obligations under this Code. In reporting non-compliance, employees, contractors and consultants should first raise the issue with their immediate superior, supervisor or person with whom he or she has a reporting relationship, who shall consult with the Crius Group's general counsel or human resources department to determine whether a breach of this Code has or may have occurred and authorize measures to be taken to avoid or neutralize the adverse effect of such breach. If consultation with a supervisor or superior is not possible in the circumstances, or does not resolve the matter, Personnel should take it up directly with the Crius Group's general counsel.

No retaliatory action will be taken against an individual for providing information in good faith. Disciplinary actions may be taken against any Personnel who violate this Code.

Any member of the Board or any officer having an actual or potential conflict of interest in any proposed transaction or arrangement is not permitted to vote (in the case of a member of the Board) or use his or her personal influence on the matter being considered by the Board. Any member of the Board having an actual or potential conflict of interest is not counted in determining the quorum for consideration and vote on the particular matter, and should excuse him or herself from any meeting of the Board during discussion of the matter in question and from any vote on the particular matter. The minutes of the Board meeting should reflect the disclosure, the absence from the meeting of the interested director or officer, the abstention from voting of such interested director or officer and the presence of a quorum. The proposed transaction or arrangement is considered approved if it receives the affirmative vote of a majority of the disinterested members of the Board. The foregoing requirements do not prohibit the interested director or officer from briefly stating his or her position in the matter or from answering pertinent questions from the disinterested members of the Board, as the interested director's knowledge may be of assistance to the other Board members in their consideration of the matter.

12. WAIVERS AND AMENDMENTS

Any waiver of this Code and any amendments to this Code shall be subject to the sole discretion of the Board. Waivers with respect to employees, contractors and consultants may be given by the CEO, who shall report any such waivers to the Board.

Any amendments to this Code will be disclosed to all Personnel and to any other interested party or governmental department, body or agency as required by applicable law, rule, regulation or stock exchange requirement.

13. APPROVAL

This Code has been reviewed and adopted by the Board as of November 2, 2012.

ANNEX A

CODE OF CONDUCT AND ETHICS COMPLIANCE PROCEDURES

Personnel must work together to avoid the breach of any obligations under this Code and to ensure that prompt and consistent action is taken by the Crius Group to address any violations of this Code that do occur. From time to time, Personnel may encounter situations in which it is difficult to determine whether a breach of this Code has occurred or how best to respond to a possible breach of this Code. Since not every situation that will arise can be anticipated, the following represents a general procedure that Personnel should apply when dealing with these issues:

1. **Make sure you have all the facts.** In order to reach the right solution, all relevant information must be known.
2. **Consider what you are being asked to do and whether it seems unethical or improper.** This will assist you to focus on any potential problems under this Code and the alternatives available to you to deal with the situation.
3. **Discuss the problem with a supervisor.** In many cases, supervisors will be more knowledgeable about the question and the most appropriate response. In other situations, the involvement of a supervisor is a requirement in order to properly evaluate and respond to a breach or possible breach of this Code. Personnel should remember that it is the responsibility of supervisors to help solve problems and ensure compliance with this Code.
4. **Seek help from Crius Group resources.** In the rare case where it may not be appropriate to discuss an issue with a supervisor, or where a supervisor is not available to answer a question, Personnel should discuss it with a person with whom he or she has a reporting relationship or the human resources manager. If that is not appropriate or if a satisfactory resolution is not obtained, you may call or send concerns to the Crius Group's general counsel.
5. **Report ethical violations in confidence and without fear of retaliation.** The Crius Group does not permit retaliation of any kind for good faith reports of the breach or possible breach of any obligations under this Code. The reporting of breaches or possible breaches of this Code by Personnel in bad faith or contrary to the spirit and intentions of this Code will lead to appropriate disciplinary action being taken by the Crius Group.
6. **Always ask first, act later.** If you are asked to do something you are unsure about, you should seek guidance and ask questions first before the action in question is taken.

ANNEX B

CODE OF CONDUCT AND ETHICS CERTIFICATION

I have read and understand this Code of Conduct and Ethics (the "**Code**") of Crius Energy Administrator Inc. (the "**Administrator**"), Crius Energy Trust (the "**Trust**") and the Trust's direct and indirect subsidiary entities (collectively, the "**Crius Group**") I agree that I will comply with the policies and procedures set forth in this Code. I understand and agree that, if I am an employee or contractor of the Crius Group, my failure to comply in all respects with the Crius Group's policies, including this Code, is a basis for appropriate disciplinary action, up to and including termination of employment or retainer for cause.

I agree to promptly notify and, where required, submit a written report to the Crius Group's general counsel describing any circumstances in which:

1. I have reasonable basis for believing that a violation of this Code by any Personnel has occurred;
2. I have or any member of my family has, or may have, engaged in any activity that represents a breach of my obligations under this Code;
3. I have or any member of my family has, or may have, any interest in any business or activity that represents a breach of my obligations under this Code; and
4. I or any member of my immediate family is contemplating any activity or acquisition that could reasonably lead to a breach of my obligations under this Code.

I am unaware of any violations or suspected violations of this Code by any employee or contractor except as described below or on the attached sheet of paper. (If no exceptions are noted, please initial the space provided below.)

_____ No exceptions

To the best of my knowledge and belief, neither I nor any member of my immediate family has any interest or affiliation, or has engaged in any activity, which represents a breach of my obligations under this Code or would otherwise create a conflict of interest, or a perceived conflict of interest, between my own personal interests and the interest of the Crius Group, except as described below or on the attached sheet of paper. (If no exceptions are noted, please initial the space provided below.)

_____ No exceptions

I am aware that this signed certification will be filed with my personal records in the Crius Group's human resources department.

Type or Print Name

Signature

Date