

Appendix 1-B

NWP Employee Code of Conduct



1. Introduction

A code of conduct for directors, senior executives, officers, employees, agents and contractors (each and collectively referred to as **You / Your** of NWP Coal Canada Limited and its subsidiaries (**NWP** and **We/ Our**).

2. Purpose

We have adopted this code of conduct (**Code**) to:

- (a) promote high standards of personal integrity and honest, ethical and responsible conduct, including the ethical handling of actual or apparent conflicts of interest
- (b) promote behavior in accordance with Our Values and best interests of NWP
- (c) promote full, fair, accurate, timely and understandable disclosure in reports and documents that NWP files with, or submits to securities regulators and in other public communications made by NWP
- (d) promote compliance with all applicable governmental laws, rules and regulations
- (e) promote the protection of Company assets, including corporate opportunities and confidential information
- (f) promote fair dealing practices
- (g) deter wrongdoing, and
- (h) ensure accountability for adherence to the Code.

3. Policy and Values

NWP's policy is to promote high standards of integrity by conducting its affairs honestly, ethically and responsibly. The purpose of the Code is to guide You on how to carry out Your duties in an honest and ethical manner and the behaviors we expect in adhering to our Values.

You must act in accordance with our Values, with integrity and observe the highest ethical standards of business conduct in Your dealings with NWP's customers, shareholders, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their job.

While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code provide a baseline for honest and ethical decision-making. NWP will ensure that You are provided with a copy of the Code and sign an acknowledgment of receipt and review.

You are required to be familiar with the Code, comply with its provisions and report any suspected violations as described in Section 12.

Adhering to the Code is a condition of working at NWP.

The Code expands on NWP's Values and provides clarity on what behaviors and actions are expected. It explains how We can ensure We are meeting these standards.

The Code does not form part of any Your contract of employment or any applicable industrial instrument.

In addition to the below expectations, NWP does not tolerate any form of violence, abusive language, workplace and/or sexual harassment, bullying and discrimination.

3.1 Focused and Agile

- (a) We have a clear purpose.
- (b) We are open to learning and innovation.
- (c) We have a strong sense of accountability and ownership to deliver our strategy. In order to demonstrate this, we:

- Have a clear purpose and share it with Our employees.
- Focus efforts on creating value for our customers and shareholders
- Create teams of empowered individuals and challenge our thinking to create innovation and value.
- Introduce and integrate new technology.
- Adopt a transparent and open style of communication making it easier for teams and individuals to get the information to make good decisions.
- Invest in Our employees and encourage continuous learning.

3.2 Take Responsibility

- (a) We deliver on our promises.
- (b) We act responsibly and take accountability for our actions and decisions.
- (c) We seek information and take an active role to support ourselves and our colleagues through change. We seek opportunities for improvement and act on them.
- (d) We manage real or perceived conflicts of interest.
- (e) We protect all private, confidential or sensitive information.
- (f) We use our systems, equipment, property and tools appropriately.

In order to demonstrate this, we:

- Put our own safety and that of others first. Follow and promote all safety procedures, policies and legal requirements.
- Safely intervene if a co-worker is not working safely or is in danger, whether they are an employee or contractor.
- Treat others fairly, courteously, with empathy and respect for the privacy and dignity of every person.

- Proactively look for solutions and outcomes that drive value.
- Promptly and fully disclose any actual, potential or perceived conflict of interest and get written permission from your supervisor and ensure conflicts are effectively managed to ensure the integrity and transparency of NWP's decision making.
- Align our work expectations with customers' needs.
- Seek feedback and development from supervisors.
- Take personal accountability for work outcomes and commitments to customers (internal and external).
- Ensure that information is managed appropriately to enable efficient commercial business practices, regulatory accountability and to prevent unauthorized access. This includes information kept in both hard copy and electronic formats.
- Share information openly, honestly and appropriately to assist NWP to achieve business outcomes.
- Store information appropriately to ensure appropriate access, confidentiality and security of information.
- Seek authorization before disclosing confidential information or intellectual property of NWP
- Maintain the privacy of personal information about individuals and other key stakeholders ensuring it is only used for the legitimate, permitted purposes for which it was collected.
- Discourage gifts and benefits and report any gifts to the Managing Director or Company Secretary.
- Report any suspected bribe immediately to the Managing Director or Company Secretary.
- Ensure we always act with honesty and integrity to prevent fraud, including reporting any suspected fraud activities.

3.3 Work Together

- (a) We are proud to represent NWP. We know our services and products.
- (b) We are open and transparent in order to maintain good working relationships. We work with our team and with stakeholders always in mind.
- (c) We seek to understand and work constructively to resolve problems.

In order to demonstrate this, we:

- Create and maintain positive work relationships.
- Use questions to listen, understand and respond.
- Seek proactive solutions.
- Engage with our stakeholders on how to create shared value.

- Are receptive to feedback and respond with action.
- Collaborate with each other and our customers to provide proactive solutions.
- Act consistently with the Code in all our interactions – at work and work-related activities (including those outside of work hours).
- Behave professionally adhering to Our Values when at work and representing NWP.
- Refrain from making any public comments about NWP unless authorized to do so.

4. We will avoid conflicts of interest

A conflict of interest occurs when an individual's private interest (or the interest of a member of their family) interferes, or appears to interfere, with the interests of NWP as a whole. A conflict of interest can arise when You (or a member of their family):

- takes actions or has interests that may make it difficult for that person to perform their work for NWP objectively and effectively;
- receives improper personal benefits as a result of Your position in NWP; or
- has a material interest in an agreement or transaction involving NWP.

Conflicts of interest will be avoided unless specifically authorized and, in all cases, where permitted by law.

Loans by NWP to, or guarantees by NWP of obligations of, You, or Your family members, are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by NWP to, or guarantees by NWP of obligations of, any director or officer or their family members are expressly prohibited by the Code.

Whether or not a conflict of interest exists or will exist can be unclear. In the case of employees, conflicts of interest will be avoided unless specifically authorized as described in Section 4 or disclosed to Your supervisor or the Company Secretary.

Persons other than directors and senior executives who have questions about a potential conflict of interest or who become aware of an actual or potential conflict, must discuss the matter with, and seek a lawful determination and prior authorization or approval from their senior manager or the Company Secretary. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Company Secretary with a written description of the activity and seeking the Company Secretary's written approval. If the supervisor is involved in the potential or actual conflict, the matter must instead be discussed directly with the Company Secretary.

Directors and executive officers must seek lawful determinations and prior authorizations or approvals of potential conflicts of interest from the Audit and Risk Committee and act in accordance with this Code of Conduct.

5. We strive for compliance

NWP and You will comply, both in letter and spirit, with all applicable laws, rules and regulations in the jurisdictions in which NWP operates.

Although You are not expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate people. Questions about compliance will be addressed to the Company Secretary.

You must not deal in NWP's securities (including its shares) where You possess inside information in relation to those securities. Inside information is information that:

- (a) is not generally available
- (b) if it were generally available, would be material, and
- (c) the person knows (or ought reasonably to know) is not generally available and that, if the information were generally available, it would be material.

6. We will make disclosures in accordance with law

NWP's periodic reports and other public documents, including all financial statements and other financial information, must comply with applicable laws.

Anyone who contributes in any way to the preparation or verification of NWP's financial statements and other financial information must ensure that NWP's books, records and accounts are accurately maintained. You must cooperate fully with NWP's accounting, audit and risk policies and personnel, as well as NWP's auditors and Company Secretary.

NWP has continuous disclosure obligations under the Canadian Business Corporations Act and must provide timely and accurate disclosure of information to regulators. Anyone who is involved in the disclosure of Company information in accordance with Canada Business Corporations Act must:

- (a) be familiar with and comply with NWP's disclosure controls and procedures and its internal control over financial reporting
- (b) take all necessary steps to ensure that all information filed with the Canadian Business Corporations Act and all other public communications about the financial and business condition of NWP, provide full, fair, accurate, timely and understandable disclosure, and
- (c) otherwise comply with all applicable laws.

7. We will protect and ensure the proper use of company assets

NWP's assets will be used only for legitimate business purposes, though incidental personal use is permitted. Any suspected incident of fraud or theft must be reported for investigation immediately and in accordance with Section 12.

The obligation to protect NWP's assets includes NWP's proprietary information. Proprietary information includes intellectual property such as trade secrets and confidential information, unpublished geological information, patents, trademarks, designs and copyright, as well as business and marketing plans, engineering and manufacturing ideas, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties. The obligation to protect NWP's assets and proprietary information includes any assets or information (including confidential information) being held by NWP belonging to NWP's suppliers, customers, business partners and shareholders.

All transactions undertaken on behalf of NWP using its assets or proprietary information must be authorized in accordance with NWP's policies and must be documented accurately. Those responsible for record-

keeping and accounting must ensure that NWP's books and records are accurate, timely and fair in their description of the assets and transactions of NWP.

8. We will not misuse corporate opportunities

You owe a duty to NWP to advance its interests when the opportunity arises. However, you are prohibited from using opportunities that are discovered through the use of Company assets, property, information or position for their personal benefit or for the benefit of another person or company (including, for example, the benefit of friends or family members).

9. We will uphold privacy and maintain confidentiality

You will maintain the confidentiality of information entrusted to You by NWP and by its customers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to NWP's competitors or harmful to NWP or its suppliers, customers or business partners, if disclosed. The obligation to maintain the confidentiality of information remains even after You ceases to be employed or hold office with NWP.

You may only collect, use, hold and disclose personal information in accordance with the law.

10. We will deal fairly with contractors, suppliers, partners and customers

You must deal fairly with NWP's contractors, suppliers, partners, customers and shareholders, and anyone else with whom they have contact in the course of performing your work duties. You must not take unfair advantage of anyone through bribery or other corrupt practices, manipulation, concealment, abuse or privileged information, breaching privacy or confidentiality requirements, deception, misrepresentation of facts or any other unfair dealing practice.

You must act in accordance with NWP's Anti-Bribery and Corruption Policy available at www.nwpc coal.com.

11. We will uphold human rights in the workplace and in our supply chains

NWP is committed to providing a workplace free of harassment, violence, bullying and discrimination. You are expected to foster a respectful and inclusive work environment that adheres to the requirements of human rights law and related workplace legislation. NWP will not tolerate acts of discrimination based on age, race, colour, national or ethnic origin, disability, parental status, gender, sex, sexual orientation or any other ground of discrimination.

NWP is also committed to ensuring that slavery and human trafficking are not occurring anywhere in NWP's business or supply chain, or by NWP's third-party business partners. You are expected to adhere to the requirements of applicable modern slavery laws and related human rights law, and to communicate to, and uphold those requirements with, NWP's third-party business partners.

12. We take reporting and enforcement seriously

12.1 Reporting and investigation of violations

Actions prohibited by this Code involving directors or senior executives must be reported to the Audit and Risk Committee

Actions prohibited by this Code involving any other person must be reported to the Managing Director and Company Secretary

After receiving a report of an alleged prohibited action, the Audit and Risk Committee, Chief Executive Officer, or Company Secretary must consider the most appropriate policy and process that may apply to the alleged prohibited action and promptly take all appropriate actions necessary to investigate in accordance with the appropriate policy.

You are expected to cooperate in any internal investigation of an alleged prohibited action.

12.2 Enforcement

We will ensure prompt and consistent action against violations of this Code.

- (a) If, after investigating a report of an alleged prohibited action by a director or senior executive, the Audit and Risk Committee determines that a violation of this Code has occurred, the Audit and Risk Committee will report such determination to the Board
- (b) If, after investigating a report of an alleged prohibited action by any other person, the Chief Executive Officer, or Company Secretary determines that a violation of this Code has occurred, the Chief Executive Officer or Company Secretary will report such determination to the Audit and Risk Committee, and
- (c) On receipt of a determination that there has been a violation of this Code, the Board, Chief Executive Officer, or Company Secretary will take such preventative or disciplinary action as they deem appropriate, including, but not limited to, termination of contract for non-employees, reassignment, demotion, or other disciplinary action including dismissal and, in the event of criminal conduct or other serious violations of the law, notification to appropriate governmental authorities.

12.3 Prohibition on retaliation

NWP does not tolerate acts of retaliation or victimization, including demotion, dismissal, discipline, discrimination, harassment, suspension or threats, of or against any person who makes a good faith report of known or suspected violations of this Code.

13. Amendment

The Board may, from time to time, change, modify or delete provisions of this Code without notice. The Board will ensure that the updated Code is made available on NWP's website and summarized in its Annual Report.

14. Code administration

The Company Secretary is responsible for the administration of this Code. If employees, directors or officers have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code, they may contact the Company Secretary.

15. Approval and review details

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