



## FRONTERA ENERGY CORPORATION

### ETHICS COMPLAINTS PROTOCOL

#### 1. Scope

Frontera Energy Corporation, including all of its subsidiaries (as such term is defined in the Code of Business Conduct and Ethics) and Fundación Frontera (“the **Corporation**”), will apply the procedures set out in this Ethics Complaints Protocol (the “**Protocol**”) to all directors, officers, employees (whether temporary, fixed-term, or permanent), consultants, contractors, subcontractors, trainees, seconded staff, home workers, volunteers, interns, agents, sponsors, or any other person or persons working for the Corporation, no matter where they are located in the world (“**Personnel**”).

#### 2. Purpose

The Corporation has established a mechanism for reporting financial irregularities, unethical, illegal or unsafe behaviour while offering anonymity. A third party provider, **NAVEX Global**, has been contracted to provide a “hotline” service to enable all Personnel and third parties with which the Corporation has significant dealings, including suppliers, distributors, agents, advisors, and other representatives acting on the Corporation’s behalf (“**Relationship Parties**”) to report any unethical behaviour and misconduct including violations of the Code of Business Conduct and Ethics (“**concerns**”) that are brought to the attention of the Corporation. We encourage you to report any concerns you may have so that action can be taken to address the matter.

The purpose of this procedure is to establish:

- How concerns can be raised;
- How they are disseminated;
- Investigation process;
- Reporting; and
- Administration.

#### 3. Procedure

##### (a) How concerns can be raised

In many cases, your supervisor will be in the best position to resolve your concerns. However, we understand that there may be circumstances where you may not feel comfortable discussing your concerns with your supervisor. As a result, the Corporation has established an ethics hotline (the “**Ethics Hotline**”) where you can submit concerns in a manner that is confidential and enables you to remain anonymous. If you choose the Ethics Hotline, your call or email will be received by NAVEX Global, which is an independent company that has been retained specifically to receive ethical concerns. NAVEX Global has developed a tool called **EthicsPoint** to receive ethical concerns through:

- A website at [www.fronteraenergy.ethicspoint.com](http://www.fronteraenergy.ethicspoint.com). First, select the country where you are located, then select the country and the department / process in which the violation took place, finally click “Continue” to fill out your online report.

- By calling one of the following toll free telephone numbers in English, French (Canadian) and Spanish (Latin American).
  - **CANADA:** 1-855-815-2385
  - **COLOMBIA:** 01-800-911-0010 or 01-800-911-0011. At the prompt dial 855-815-2385
  - **PERU:** 0-800-50-000 or 0-800-50-288. At the prompt dial 855-815-2385

If you submit your concerns through **EthicsPoint**, you will have the option to remain anonymous or provide your name, email address and phone number. Providing contact information may assist in providing a prompt response to your concerns.

You also have the option to contact the Ethics & Compliance Officer to discuss any concerns or questions regarding unethical behaviour and misconduct or the Audit Committee Chair if you do not feel comfortable approaching your supervisor or the Ethics & Compliance Officer or using **EthicsPoint** to discuss/document your concerns. The Audit Committee Chair can be contacted in writing by sending an email with the word “**Confidential**” in the subject line to the following address: [AuditCommitteeChair@fronteraenergy.ca](mailto:AuditCommitteeChair@fronteraenergy.ca).

It is important to note that a successful investigation and resolution of a matter depends upon the amount of information you provide. No matter the process of how your concerns are communicated, it is important to provide as much information as you have to support your concerns.

The Ethics Hotline allows you to interact with the Corporation while maintaining your anonymity.

Regardless of how you chose to communicate your concerns, all matters will be reviewed and investigated to the greatest extent possible.

Furthermore, every effort will be taken to preserve the confidentiality of any complaint received, regardless of how the concern is communicated.

#### **(b) How concerns are disseminated**

In cases where an allegation is reported to a supervisor, the supervisor will be responsible for reporting the allegations in **EthicsPoint** or advising the Ethics & Compliance Officer who will in turn update **EthicsPoint**, which also acts as a case management system.

Similarly, allegations reported directly to the Chair of the Audit Committee will be inputted in **EthicsPoint** by the Ethics & Compliance Officer, unless the Chair of the Audit Committee expressly determines otherwise.

Where the incident does not involve the General Counsel, Deputy General Counsel, Head of Internal Audit or the Chief Financial Officer, the reporting of incidents from **EthicsPoint** will be shared with the Ethics Committee. If the incident includes one of the above, see below for next steps.

Reports from the case management system will be received simultaneously by the Primary and Secondary designate listed below based on the incident type.

Classification	Incident Type	Primary	Secondary
Accounting, Internal Accounting Controls, Auditing <sup>1</sup>	Accounting/Audit Irregularities	Ethics & Compliance Officer	Head of Internal Audit
	Falsification of the Corporation's Records	Ethics & Compliance Officer	Head of Internal Audit
	Fraud	Ethics & Compliance Officer	Head of Internal Audit
	Insider Trading	Ethics & Compliance Officer	General Counsel and Head of Internal Audit
	Kickbacks	Ethics & Compliance Officer	Head of Internal Audit
	Retaliation of Whistleblowers	Ethics & Compliance Officer	Head of Internal Audit
	Theft of Cash	Ethics & Compliance Officer	Head of Internal Audit
	Theft of Inventory, Goods or Services	Ethics & Compliance Officer	Head of Internal Audit
Code of Business Conduct and Ethics <sup>2</sup>	Conflicts of Interest	Ethics & Compliance Officer	General Counsel and Head of Internal Audit
	Policy Issues	Ethics & Compliance Officer	General Counsel
	Release of Proprietary Information	Ethics & Compliance Officer	General Counsel
	Theft of Time	Ethics & Compliance Officer	General Counsel
	Wage/Hour Issues <sup>2</sup>	Ethics & Compliance Officer	General Counsel
	Safety Issues <sup>2</sup>	Ethics & Compliance Officer	General Counsel
	Discrimination <sup>2</sup>	Ethics & Compliance Officer	General Counsel
	Sexual Harassment <sup>2</sup>	Ethics & Compliance Officer	General Counsel
	Substance Abuse <sup>2</sup>	Ethics & Compliance Officer	General Counsel
	Workplace Safety <sup>2</sup>	Ethics & Compliance Officer	General Counsel
	Workplace Violence/Threats <sup>2</sup>	Ethics & Compliance Officer	General Counsel

<sup>1</sup> The Chief Financial Officer will be excluded from all discussions with respect to this category given that this area is within the Chief Financial Officer's responsibility.

Definitions of incident types are included in Appendix A to this Protocol.

Where the incident involves the General Counsel, Deputy General Counsel, Head of Internal Audit or the Chief Financial Officer, the dissemination stream is outlined in the table below:

Classification	Incident Type	Primary	Secondary
Accounting, Internal Accounting Controls, Auditing	All types plus conflict of interest and release of proprietary information	Audit Committee Chair	None
Code of Conduct and Business Ethics	All types excluding conflict of interest and release of proprietary information	Ethics & Compliance Officer	Audit Committee Chair

**(c) Investigation process**

The investigation process is defined as follows:

- (i) The Ethics & Compliance Officer will meet with the Secondary designate to determine if the incident, and whether the incident reported, warrants an investigation. Specifically, the Ethics & Compliance Officer and the Secondary designated person will evaluate the severity of the allegation taking into account:
  - a. The source and credibility of the allegation and whether there is enough information to investigate;
  - b. Whether the issue was identified by controls in the normal course; and
  - c. What level of management is involved in the allegation.
- (ii) If the concern does not warrant an investigation, the Ethics & Compliance Officer will document the procedures completed and the rationale for the decision not to investigate and this shall be included in the case management system. These cases shall be reported to the Ethics Committee as part of the monthly reporting.
- (iii) If the concern warrants an investigation, it will be brought to the attention of the Ethics Committee who will review the recommendations regarding matters to investigate and, as a Committee, will determine the scope of the investigation and whether it should be conducted internally or externally. Internal investigations by Personnel should be considered only when internal resources have the required training and competency to complete the investigation and are independent to ensure an objective investigation is conducted. The determination as to whether an investigation is done internally should also consider the seniority of the person(s) named in the allegations.
- (iv) The Ethics & Compliance Officer will oversee the investigations and report status to the Ethics Committee. The Ethics & Compliance Officer's responsibilities include:
  - a. **Internal Investigation** – Lead the internal investigation using internal resources as appropriate, only after confirmation of the independence of the internal resources from the incident.

---

<sup>2</sup> For these incidents, depending upon the nature of the allegations, the Ethics Committee shall engage Human Resources in discussions around whether or not to investigate. If the decision were to investigate, Human Resources shall also be involved in scoping the investigation.

- b. **External Investigation** – Coordinate the engagement with the external firm and monitor the progress of the investigation.
- (v) When engaging the investigation resources, the Ethics Committee will consider whether the individual/firm has the skills to ensure a credible investigation is undertaken. At a minimum, the investigator should have experience with forensic collections, data analytics, interviewing skills, and experience in gathering evidence (understanding the rules of evidence) and continuity of evidence (chain of custody and preservation).
- (vi) Notwithstanding the foregoing, the Audit Committee or the Board may determine to directly oversee certain investigations in its sole discretion.

#### **4. Reporting**

A monthly summary report on the number of incidents, the number that are being investigated and those that have been closed will be shared with the Chief Executive Officer (excluding any allegations that include the Chief Executive Officer) by the Ethics & Compliance Officer or the Ethics Committee.

On a quarterly basis, the Ethics & Compliance Officer shall provide a report to the Audit Committee on the status of incidents that have been reported, the status of investigations and for those investigations that have been closed the actions taken. Any discussions regarding the report will be discussed with the Ethics & Compliance Officer in a private session in camera with the Audit Committee.

#### **5. Administration**

The Audit Committee must approve any changes to the structure, procedures, roles or responsibilities in this procedure.

All documentation relating to investigations conducted under the Protocol shall be saved on a designated confidential work folder.

## Appendix A

### ETHICS COMPLAINTS PROTOCOL

#### Incident Type Definition

Below is a list of definitions to assist you with how you classify your concerns.

Type	Definition
Accounting/Audit Irregularities	Acts related to the misstatement of the Corporation's financial records and/or destruction of audit workpapers or accounting documents. Acts that fraudulently influence, coerce, manipulate, or mislead any independent public or certified accountant engaged in conducting an audit.
Conflicts of Interest	See the Conflicts of Interest Policy for further details.
Falsification of the Corporation's Records	Any act or omissions, which alters the Corporation's books and records from its genuine condition to a false condition.
Fraud	Deliberate attempts to deceive in order to receive financial or personal gain.
Insider Trading	The buying or selling of the Corporation's securities based on insider information that is information that is not available to the public.  See the Insider Trading Policy for further details.
Kickbacks	The solicitation, facilitation or acceptance of cash, gifts or favors to perform a function illicitly.  See the Anti-Bribery and Anti-Corruption Policy for further details.
Policy Issues	Any departure from the Corporation's policy or procedures.
Release of Proprietary information	The conveying of information considered sensitive by the Corporation to another person, company, or entity.
Retaliation of Whistleblowers	Discrimination, disadvantage or adverse treatment in relation to a whistleblower's employment, career, profession, trade or business, including taking disciplinary action against the person who has made a report.  See the Whistle Blower Policy for further details.
Safety Issues	Any condition that appears to be hazardous or unsanitary to the well-being of Personnel, Relationship Parties, customers or the public.
Sexual Harassment	Unwelcomed advances, request for sexual favors, and other verbal or physical conduct of a sexual nature.

Type	Definition
Substance Abuse	The abuse of alcohol, or any illegal or any legal drug used in the workplace or being used while at work.
Theft of Cash	The taking of money or money instruments from the premises of the Corporation without authoritative permission.
Theft of Inventory, Goods or Services	The taking or removal of any property from the premises of the Corporation without authoritative permission and with the intent to derive a benefit.
Theft of Time	Any act or omission, which causes Personnel to be paid for time not worked.
Wage / Hour Issues	Any departure from existing labor laws over hours or wages.
Workplace Safety	Any condition that impacts the safety and health of Personnel within a workplace. Involves hazard identification and control and ongoing safety training and education for Personnel.
Workplace Violence / Threats	Any act which causes physical injury to a person or any acts or statements, which cause a person to believe that his or her physical well-being is in jeopardy.