



CODE OF CONDUCT

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A MESSAGE FROM OUR CEO



My vision for this company starts with our employees. At Matrix, we are building a great community of colleagues where we do exciting and valuable work for our clients, while fostering opportunities for our employees to thrive. Whether it is creating solutions with science, engineering, and technology or supporting, advising, leading, writing, analyzing, or troubleshooting, we are all united by our fundamental desire to do a great job and make a difference in the lives of our colleagues, clients, friends, families, and the communities in which we work.

In this wonderfully complex and challenging work environment, our values remain at the heart of Matrix's culture. Our values guide us; shaping the way we work, how we make decisions and how we interact with our colleagues, clients and the community. By doing the right thing, driving excellence, putting people first, and valuing health and safety above all else, we can ensure that we do our best every day when we come to work at Matrix.

It isn't always easy to do the right thing, or to know what the right thing is. Each day we encounter complicated situations with no easy answers. That's where this Code of Conduct comes in. It is intended to provide guidance and guardrails to help our people make good decisions and is a framework outlining expectations of professional behaviour and responsibilities.

We know that one of our biggest advantages at Matrix is our culture. At the heart of it, we believe that if we can remain focused on progress, support one another, provide value to our clients, and remain passionate about the environment, the core of our culture will sustain us and we can continue to evolve it as we grow. This Code of Conduct is just one way that we are working toward maintaining and evolving our culture.

I hope you feel, as I do, that this Code of Conduct reflects the way we work and the passion we have for shaping a better future through the work that we do.

Sincerely,

A handwritten signature in blue ink, which appears to read "Robert Pockar". The signature is fluid and cursive, written over a light blue background.

Robert Pockar, M.Sc., P.Eng.
President and Chief Executive Officer
Matrix Solutions Inc.

IN THIS WONDERFULLY
COMPLEX AND CHALLENGING
WORK ENVIRONMENT,
OUR VALUES REMAIN AT THE
HEART OF MATRIX'S CULTURE.

“

One of our competitive advantages at Matrix is our culture. We have maintained it over time but at the heart of it is being able to stay focussed on progress, supporting one another, providing value to our clients and being passionate about the environment.

”

ROBERT POCKAR

President and Chief Executive Officer



OUR VALUES

We **VALUE**
**HEALTH
& SAFETY**
above all else



- We work safe for each other, our clients, the environment, and communities in which we work
- When faced with tough decisions, we choose to protect health and work safely
- We go home safe at the end of each day

- We are compassionate and caring
- We build enduring relationships
- We all have a voice, we listen first and we respect each other's contribution
- We win and celebrate together

We **put**
PEOPLE
FIRST



We **do** the
RIGHT
THING



- We do what we say we're going to do
- We make decisions based on the facts and use our best judgement
- We are straightforward, and act with integrity and positive intent
- We hold ourselves and each other accountable

- We learn from our mistakes
- We push ourselves to develop new and better solutions
- We approach problems strategically and deliver value for our clients and Matrix
- We empower our people through mentorship and development
- We do our best work and we're proud of it

We **DRIVE**
EXCELLENCE



OUR CODE

1 INTRODUCTION

Why do we need a Code of Conduct?

As long as people work, ethical dilemmas will always exist. A code of conduct provides guidance and guardrails to help people make good decisions. Matrix's Code of Conduct (the Code) provides somewhere for people to go when they feel they have nowhere to go.

As an employee, what do I need to do?

- comply with Matrix's policies, operating guidelines, and the Code
- comply with the legislation and professional standards applicable to your work
- respect everyone you come in contact with throughout the course of your work
- support and contribute to the success of your colleagues through sharing knowledge, providing appropriate information, providing clarity to decision making and responsibilities, and providing opportunities for development and growth
- report any suspected breaches to the Code
- sign the electronic *Code of Conduct Acknowledgement Form*
- declare any potential conflicts of interest

As a contractor/subcontractor/sub-consultant, what do I need to do?

- comply with the Code
- comply with the legislation and professional standards applicable to your work
- respect everyone you come in contact with throughout the course of your work
- support and contribute to the success of projects by sharing knowledge, providing appropriate information, and providing clarity to decision making and responsibilities
- report any suspected breaches to the Code
- acknowledge that you have read and understood the Code
- declare any potential conflicts of interest

How do I report a breach?

We are all responsible for addressing potential breaches of the Code. If you become aware of potential fraudulent, illegal, unprofessional or unethical acts, or other violations of our policies, report it.

Our reporting philosophy is straightforward. If you are comfortable talking about the breach with your leader, start there. If not, you can contact:

- Any Vice President or Human Resources Business Partner (HRBP)
- Our Integrity Reporting Hotline

Call: **1-866-921-6714**

Email: matrixsolutions@integritycounts.ca

Website: www.integritycounts.ca/org/matrixsolutions

ONE WAY TO REPORT A BREACH IS TO CALL THE INTEGRITY REPORTING HOTLINE: **1-866-921-6714**

Q I recently sprained my ankle checking some wells on a client site. I put a tensor bandage on it and it is totally fine now. I know how important it is for Matrix to keep our Total Recordable Incident Rate (TRIR) as low as possible so we don't lose work or pay fines, so I don't really want to report this incident. Is it okay if I don't report it?

A Not reporting a workplace injury is a serious violation of Matrix's Health and Safety (H&S) policies and may cause Matrix to violate important safety laws and reporting regulations. It is also counter to our Values. We earn our reputation for safety by developing the best H&S standards in our industry, and collecting and sharing accurate and defensible data about injuries, on and off the job. Knowing about your injury allows us the opportunity to help you, to share information with others to prevent such injuries in the future, and to improve our H&S practices.

If you are not comfortable reporting your concern to a Matrix leader, Vice President, or HRBP, you can use our integrity reporting hotline which is managed externally by WhistleBlower Security. The hotline allows you to raise your concern anonymously. It also provides you with an avenue to address a previously raised concern that you believe has not been handled appropriately. Reporting through the hotline allows you to choose the level of confidentiality that you would prefer:

- Strictly Confidential – gives you the highest level of anonymity and protection. If you select this option, your identity will not be known by either Matrix or WhistleBlower Security.
- Confidential to your Organization – by selecting this option, the system will share your information with WhistleBlower Security only, but not with Matrix.
- Contact Information Provided – when you select this option, both Matrix and WhistleBlower Security will be notified about your incident. This means that your organization might have a representative contact you directly to resolve the issue.

Matrix will protect anyone who comes forward in good faith to report a breach. Covering up or attempting to cover up an issue or violation may result in the loss of a client, or even civil and criminal penalties.

If you report a violation, your confidentiality will be maintained to the extent possible as it relates to the ability to conduct a thorough investigation. In the case where you report a concern anonymously through the integrity hotline, your confidentiality will be fully maintained.

All parties involved in an investigation will be protected from retaliation. Retaliation can include any negative job action, such as demotion, discipline, termination, or job reassignment. Sometimes retaliation is more subtle, like a change in treatment towards an individual; however, only changes that have an adverse effect on your employment are deemed retaliatory. Similar to any other breach or violation, concerns of real or perceived retaliation are required to be reported and investigated.

If you are unsure about what to do in a particular situation, talk to your HRBP for advice; your HRBP will ensure that any information shared will be held in the strictest confidence possible.

What is usually considered a breach?

This will be discussed in much more detail below, but here are some things to watch out for:

- improper payments
- questionable accounting
- undeclared conflicts of interest
- dishonest or illegal behaviour
- workplace violence or harassment
- unethical business/bidding/gifting practices
- health, safety, and environmental violations

“

What I am most proud of is the people we hired and retained, their wonderful skill, strength and knowledge.

”

PHIL ULLMAN

Former President and Chief Executive Officer



2 OUR DUTIES

2.1 Be Safe

At Matrix we value health and safety above all else. Planning and executing our work safely is a condition to employment at Matrix. We all have a responsibility to ensure the best outcome for our people, our families, the environment and anyone who can be impacted by our actions. With this in mind, there are three key areas which form the foundation for health and safety management at Matrix:

- **We're prepared:** before heading out on a job or starting work, we know and understand the work, we are aware and have considered the risks and hazards and have taken the appropriate steps to ensure the right controls are in place.
- **We speak up and report:** we report hazards, near misses and incidents and refuse work that is unsafe.
- **We're ready and fit for work:** when we show up to work, we're ready. Our physical, physiological and psychological state is conducive to working. More specifically, this means that we are prepared for the physical demands of our work, we are well rested, and we have not engaged in the use of impairing substances.

[The Impairment in the Workplace Policy](#) outlines the specific responsibilities, requirements, and expectations intended to manage the risks associated with using impairing substances in the workplace. Employees are expected to read and understand their responsibilities under this policy.

Our [Health and Safety Manual](#) is a comprehensive resource that helps employees understand their health and safety obligation along with protocols and processes to support employees to act with safety in mind.

2.2 Be Professional

In working with our clients, our approach is to be forthright, direct, and independent when conveying advice or providing an opinion. Prejudice, bias, conflict of interest, or undue influence of others must not override our professional judgment.

In return, we expect our clients to meet the letter and the spirit of all applicable legislation and regulations. There is no client or project that is more important than our commitment to doing the right thing, and upholding our professionalism and our reputation. We will always support a Matrix employee who stands up to a client who they reasonably believe may be deliberately contravening legislation or otherwise engaging in questionable or unsafe activities.

Our reputation is dependent upon not only the integrity and professionalism of our people, but also the quality of the services that we provide. The expectation is simple: in the perceptions of our clients and the communities in which we work, our work should meet all applicable professional standards as well as our internal quality expectations.

We are each responsible for the quality of the services provided. Commitment to quality operates at three levels: the individual, the team, and the organization. At every level, it requires a dedication to having pride in your work, and an appropriate level of professional independence and judgment.

As an organization that offers many skills and capabilities in the environmental services marketplace, naturally we want to be competitive and successful. Nevertheless, as individuals and collectively, we will not overstate our abilities to deliver services, nor will we offer or provide any service that will damage our reputation or that of our client. Our

THERE IS NO CLIENT OR PROJECT THAT IS MORE IMPORTANT THAN OUR COMMITMENT TO DOING THE RIGHT THING, AND UPHOLDING OUR PROFESSIONALISM AND OUR REPUTATION.

skills, experience, and desire to do the work must be fairly represented in our proposals. We make a point of standing behind service commitments we make to our clients.

Many of us have professional designations and certifications. We must each abide by the professional standards and regulations applicable to our profession. We have a personal responsibility to maintain our licences and/or certifications in good standing through timely renewals and the completion of the appropriate continuing education.

2.3 Be a Matrix Ambassador

It is a basic Matrix philosophy that what we are selling to our clients is our people and the solutions that we are providing. Whatever you are doing for the company, make sure that you conduct yourself in a way that is professional and will reflect well on you and on Matrix. This means that whatever you say, write, or produce should always be done with honesty and integrity regardless of whether you are completing work for Matrix or working with special interest groups outside of work.

The extent to which an employee's conduct outside of work will impact their position at Matrix is limited to behaviour that negatively impacts, or is likely to negatively impact, Matrix business interests. Typically this occurs when:

- the nature of the conduct prevents the employee from continuing to perform his or her duties (e.g., loss of credibility in a position of trust)
- co-workers are reluctant to continue to work with the individual as a result of learning about his or her conduct
- the conduct has harmed or will harm Matrix's reputation or brand

2.4 Be Respectful

Matrix is committed to working with employees to provide a safe and healthy workplace that is free from violence, discrimination, and harassment while respecting the dignity of individual rights.

Matrix will not tolerate any form of harassment, discrimination, or violence against an individual or individuals on the basis of legislatively protected grounds, including race, religion, colour, place of origin, ethnicity, gender identity or expression, sexual orientation, mental or physical disability, ancestry, age, marital status, family status, or source of income. Matrix recognizes the rights and duties of all employees based on legislatively protected grounds and will not take discriminatory action against an individual as a result of the individual carrying out their duties or exercising their rights.

Matrix is committed to protecting our employees and will take every reasonable precaution for the protection of all individuals from the potential risks associated with workplace violence.

Everyone is required to raise concerns about harassment and workplace violence, and to immediately report any violent incidences or threats.

Matrix has many resources and policies that reinforce our core values and address specific components of a respectful work environment, including the [Matrix Workplace Violence and Harassment Policy](#). You are expected to know and abide by these rules and maintain the required training and certifications.

● [THE MATRIX WORKPLACE VIOLENCE AND HARASSMENT POLICY IS AVAILABLE TO YOU IF YOU NEED ASSISTANCE.](#)

Q Jane's field lead makes inappropriate remarks about her appearance when he thinks she can't hear him. He is making her time at work miserable. Since Jane is working at a site that has few female employees, she is concerned that if she complains, she will be seen as "difficult." What should Jane do?

A Jane should report her supervisor's inappropriate behaviour to her leader, her HRBP or to any Vice President. This behaviour constitutes harassment, is a violation of the [Matrix Workplace Violence and Harassment Policy](#), and will not be tolerated.

2.5 Be Honest and Ethical

2.5.1 Ethical Decision Making

At times, it can be difficult to know what the ethical thing to do is in the moment. Because some situations are not as clear, the following questions may help determine what to do when faced with uncertainty:

- Does the situation or proposed action pose a risk to personal safety or the environment?
- Are there legal concerns?
- Would taking the action conflict with a Matrix policy or procedure?
- Could your private interests or relationships be viewed as impairing your objectivity?
- Could your decision or action be viewed as resulting in personal gain, financial, or otherwise?
- Could your decisions or actions be perceived as granting or receiving preferential treatment?

If you are uncertain, talk with your leader, HRBP or any Vice President.

Q I submitted draft findings on a contaminated site to our client for their review. The findings suggest possible offsite impacts, and there is a groundwater user nearby. The client thanked me for the data and told me that they did not want us to finish our report or notify anyone. I am concerned they will not report the issue to the regulator. What should I do?

A Consult your Project Manager, Client Accountable, General Manager, or Vice President. We want to support our client. Your Project Manager, Client Accountable, General Manager, or Vice President may be able to plan a conversation with the client to assess whether they will make the appropriate notifications. Ultimately, if supporting our client does not allow us to maintain our professional integrity or if public safety is at risk, we will need to report our findings to the appropriate regulator.

2.5.2 Money, Gifts, and Entertainment

Giving and receiving gifts and/or entertaining colleagues and clients can be a great way to build relationships. There is something fun and natural about getting to know our clients and colleagues outside of projects. However, we need to know the limits and follow them. Although there is some flexibility in terms of entertaining and gift giving/receiving, there are some inappropriate situations. If you are not sure whether an offer of a gift or entertainment is appropriate, talk to your leader about it first.

How do I address gifts and entertainment concerns?

If you are ever wondering how to tell if you are exceeding those limits, you are encouraged to talk to your leader about it or ask yourself these questions:

- Do I feel uncomfortable about this?
- Does this make me feel like I owe or am owed something in return?
- Is this too much? (typically anything valued at over \$200 would be considered too much)
- Would I be comfortable telling my boss/coworkers/family about this? Or would I feel guilty?

What is appropriate?

Small gifts or tokens of appreciation between colleagues and clients are acceptable. Entertainment, such as breakfast, coffee, lunch, dinner, etc. should be reasonable and never lead to a sense of obligation. Do not accept any entertainment that you could not justify on your Matrix expense statement if you were offering it rather than receiving it.

We often work with public officials and regulators, and they have much stricter rules around gifts and entertainment. When in doubt, simply ask the individual; they are usually quite well-versed on what is acceptable and what is not. Do not forget that public officials include government employees, employees of agencies, boards, commissions, elected officials, or anyone affiliated with international organization such as the United Nations.

What is inappropriate?

- asking for gifts or favours
- offering or accepting gifts of cash or securities
- exchanging gifts of any kind during times of contract tendering, negotiation, or award
- offering or accepting bribes, kickbacks¹, benefits, or other payments that would influence, compromise, or provide advantage in a decision to award or retain business, or direct the terms of doing business

What should you do if you see or suspect inappropriate exchanges of money, gifts, or extravagant entertainment?

If you see something that seems unethical, talk to your leader, HRBP, or any Vice President immediately.



¹A kickback is the giving and receiving of money, gifts, or anything of value that is provided in return for favourable treatment.

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I think ultimately the desire to do well feeds into everything we do, working with our colleagues, our clients and ensuring that we do the best everyday.”

LIZ PARKIN

Senior Vice President, Shared Services & Vice President Operations, Approvals and Terrestrial



2.5.3 Financial Reporting, Time, and Expenses

Matrix follows all applicable financial reporting and accounting rules and regulations. If you are authorized to spend the company's funds or incur personal expenses on behalf of the company, use your best judgment to ensure that the money you are spending provides value to the business. You are responsible for complying with expense guidelines and policies, and properly documenting and accounting for expenses.

Employees must ensure that their work and expenses are accurately recorded and charged to the right billing code. The intentional mischarging of costs is a breach of the Code.

Always ensure that financial transactions are as follows:

- **Timely:** it essential to our accounting process that time and expenses are submitted promptly
- **Accurate:** report any inaccuracies, misrepresentations, or omissions to finance right away
- **Approved:** ensure that you have the approval you need from the right person before proceeding

2.5.4 Fair Business Dealings

At Matrix, we compete for business fairly, honestly, free of corruption or bribery² and in compliance with competition laws. Competition laws are in place to ensure fair competition in the marketplace for products and services. We respect all legislation that protects fair competition and require employees to do the same. Any information collected pertaining to competitors must be gathered in a manner that abides by legislation.

The following are examples of competition law breaches:

- agreements between competitors regarding pricing, bidding, supply, etc.
- rigging bids³
- information exchanges with competitors
- refusal to deal with a potential client for no substantive reason
- exclusive arrangements that are unfair to competitors
- price discrimination amongst similarly situated customers
- misleading advertising/marketing practices

IF YOU SEE SOMETHING THAT SEEMS UNETHICAL, TALK TO YOUR LEADER, HRBP, OR ANY VICE PRESIDENT IMMEDIATELY.

²Corruption or bribery exist when benefits or other payments could influence, compromise, or provide advantage in a decision to award business, retain business, or direct the terms of doing business.

³Rigging bids is a form of fraud in which a contract is promised to one party even though, for the sake of appearance, other parties are asked to also present a bid.

Q Matrix is bidding against a competitor on a new environmental impact assessment project. Drew's supervisor asks him for information about the competitor's bidding strategy and pricing because before joining Matrix, Drew was a part of the competitor's bidding team for the same project. Drew has information that could be useful to Matrix but is not sure whether it would be ethical to share the information. What should he do?

A Drew should not share the information and should ask the supervisor whether it is a conflict of interest for him to participate on the Matrix project team for this project. If he has any concerns about the supervisor's reaction or if he believes there is a conflict of interest that his supervisor does not see, Drew should contact the Vice President of Human Resources for support.

2.6 Declare Conflicts of Interest

You are required to report any situation that may create an actual or perceived conflict of interest to your Leader, Vice President and HRBP. If all are in agreement that the conflict needs to be formally acknowledged, you will work together to complete a [Conflict of Interest Declaration Form](#).

What is a conflict of interest?

A conflict of interest is a situation in which a person or organization is involved in multiple interests, financial or otherwise, one of which could possibly corrupt the motivation or decision-making of that individual or organization. The presence of a conflict of interest is independent of the occurrence of impropriety. Therefore, a conflict of interest can be discovered and voluntarily defused before any corruption occurs. A conflict of interest exists if the circumstances are reasonably believed (on the basis of past experience and objective evidence) to create a risk that a decision may be unduly influenced by other, secondary interests, and not on whether a particular individual is actually influenced by a secondary interest.⁴

The following are some examples of a conflict of interest:

1. You and/or your family members have business interests that could benefit from or influence Matrix decisions. For example, if your brother-in-law was bidding for contract work with Matrix, you would need to remove yourself from the decision-making process for that bid so that you do not allow your personal biases to influence the decision.
2. Supplementary employment, including positions on boards, that affects your performance or impartiality with Matrix dealings. When joining or leaving Matrix, ensure pre- and post-separation activities do not present any conflict of interest. Do not share confidential information with either employer.
3. Participating in volunteer activities and political activities can be important parts of our lives outside of work. We must ensure that these activities do not influence or conflict with Matrix work. Unless the activity is a Matrix-sponsored event, volunteer and political activities must be separate from Matrix activities, and Matrix resources and property must not be used in support of these activities. However, exceptions may be made with approval from your Vice President. If your volunteer activities are associated with your professional association, consult with your leader to determine if or how Matrix may support those activities.

⁴ https://en.wikipedia.org/wiki/Conflict_of_interest

4. Using Matrix resources or property to support private businesses is completely unacceptable; Matrix resources should only be used to support Matrix business.
5. If you have a personal relationship with another employee, your private interests or relationship could be viewed as impairing your objectivity. If you have a family member or are in a relationship with another Matrix employee who is in your reporting line or you work on the same team or on projects together, both individuals should declare it. If you are unsure, talk with your HRBP so they can advise you on this matter.

It is recognised that the nature and kinds of personal relationship that exist at Matrix are many and varied. While most social and personal relationships are entirely beneficial in promoting good working relationships and a positive corporate culture, there will be particular circumstances where the employee(s) concerned will need to withdraw from certain decisions or from undertaking certain roles, in order to protect themselves and Matrix from any possible criticism of unfair bias.



Q We need to hire someone to do an excavation on a client's site. The client needs the work done quickly and I know that my sister's company is available. They do great work, and I'm sure I can get us a good deal. Should I tell the project manager or my leader?

A You can tell your project manager or leader about your sister's services, but you would have to remove yourself from the decision-making process, as this would be a conflict of interest. Once you remove yourself from the decision-making process, your sister's company can be included in the bidding process and can be assessed fairly by the decision-makers. It is important that in removing yourself from the process that you are also mindful of not disclosing any other information about your sister's company to the decision-makers so that you don't inadvertently influence their decision.

● IF YOU HAVE A CONFLICT OF INTEREST, WORK WITH YOUR LEADER TO COMPLETE THE [CONFLICT OF INTEREST DECLARATION FORM](#).

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My vision for this company really starts with the employees, a vision of how to grow a company so it would be successful and sustainable in the long term.

”

JOHN FEICK

Chairman of the Board, Matrix Solutions Inc.



2.7 Protect Information and Property

2.7.1 Client Information

We regularly deal with confidential information on behalf of our company and our clients. This may include knowledge or information pertaining to finances, processes, plans, practices, pricing, methods, site conditions, scientific studies or analyses, securities information, and upcoming or planned projects or acquisitions.

We are each expected to abide by all applicable legislation regarding such knowledge, including securities regulations, such as those stipulated by each province's Security Commission. We must not use such knowledge for any personal, financial, or business gain or share such knowledge with any parties without permission. When in doubt if something is confidential, ask if the information is publicly available; if not, it should be considered confidential.

The following are considered confidentiality breaches:

- participating in discussions or provide information that should not be publicly known
- discussing confidential information in situations where they may be overheard
- working on confidential documents in public spaces such as coffee shops and airplanes
- disclosing confidential information to anyone, except in the necessary course of business
- making investment decisions based on confidential information acquired in the course of our work

2.7.2 Personal Information

Matrix has personal information about employees, contractors, clients, associates, and others for business purposes. Collection, use and disclosure of this information are subject to applicable federal, provincial, and local legislation. If you access the personal information of others in your work, remember to keep these principles in mind:

- collect the minimum information required for business purposes
- share information with the fewest number of people necessary
- if it is not necessary to store or maintain the information, destroy it
- if you need to store private information, protect it from inadvertently being accessed

2.7.3 Intellectual Property

Matrix is known for innovative solutions. As employees, we are responsible for recognizing the value of Matrix's intellectual property, both tangible and intangible. In the course of your work, you may be engaged in research, problem solving, and invention. Intellectual property includes computer programs, technical processes, inventions, research methods, reports, articles, or any other form of innovation or development. Unless otherwise agreed to, intellectual property developed within the scope of your employment, whether at work or not, is the property of Matrix and is to be used solely for Matrix business purposes.

It is up to you to protect Matrix's intellectual property rights and avoid infringing on the rights of others. When in doubt, consult your leader before receiving, disclosing, or agreeing to receive or disclose any information or intellectual property received in confidence. You must also talk to your leader before disclosing any proprietary information in a public forum such as emails, memos, reports, and presentations at conferences.

AS EMPLOYEES, WE ARE RESPONSIBLE FOR RECOGNIZING THE VALUE OF MATRIX'S INTELLECTUAL PROPERTY, BOTH TANGIBLE AND INTANGIBLE.

Q Harminder has been invited to present at an international conference. He has received accolades from Matrix and his clients for his recent work where he developed a new testing process for soils on remediation projects. He is excited to share these innovative new findings. Can he present his work at the conference?

A Harminder may be able to share his findings at the conference, but he will first need to consult with his leader and/or Vice President to ensure that he is not disclosing any proprietary information regarding Matrix processes that could cause harm to our competitive advantage. Harminder must also consult with his client to ensure he will not disclose any confidential client information and that the client receives appropriate credit for involvement with the project.

2.7.4 Company Property

We treat Matrix property as if it were our own. Our assets may include buildings, equipment, supplies, intellectual property, credit cards, communication resources, data, documents, technology devices, computers, and knowledge. Assets purchased or developed by Matrix are the property of Matrix and must be used only in the interest of the company and not for personal gain. Matrix property is to be returned to Matrix when we no longer work together or when you no longer need it in the course of your work. You must ensure the care, management, and cost-effective use of Matrix's property. This includes protecting it from waste, theft, misuse, damage, or loss. Matrix may access the content of your Matrix issued technology in the course of managing our business, which includes the potential to monitor, record, and audit the use of systems and equipment for security and network maintenance purposes to ensure proper performance of the system or equipment.

The following are guidelines for use of Matrix's property, email, and Internet:

- keep personal use of Matrix computers and technology reasonable
- respect licensing agreements, including copyright or intellectual property rights
- do not use illegally obtained software or reproduce software without authorization
- do not use company technology to access illegal materials or participate in illegal activities
- do not use Matrix equipment, material and supplies for personal gain
- all Matrix equipment must be returned upon termination of employment
- follow our clients' rules and policies regarding the use of equipment and technology
- never send communications under a disguised identification
- never send slanderous, threatening, or harassing messages
- never send, view, or obtain material of an obscene or objectionable nature
- use a strong password (i.e., include special characters, numbers and mix of upper and lower case) and keep your passwords confidential
- log into your corporate accounts only from safe devices and networks
- log out of systems and networks when you are not at your computer



The following are guidelines for use of a Matrix mobile phone:

- company-issued mobile phones are for business purposes
- preserve mobile phone in the condition you received it to the best of your ability
- do not use a mobile phone while driving or where phone use is prohibited
- follow and abide by any client restrictions for phone camera use
- do not download, upload or view offensive, obscene or discriminatory images and text
- avoid excessive use of cellular devices and do not exceed the data allocation
- use productivity apps accordingly

2.8 Be Socially Smart

2.8.1 Public Relations and Media

Matrix has designated communication and media relations contacts. In the event of an incident or an event of public or media interest, we share as accurate information as possible while respecting confidentiality and our clients' requests. If you are not specifically directed by your Vice President to speak on behalf of Matrix or our clients, respectfully direct inquiries to your Vice President.

Q I was recently contacted by a news reporter to give an interview about some work that I completed for a client on the cleanup of a contaminated site. Is it ok for me to give the interview?

A No, please do not give an interview unless you have been authorized by the client, your leader and are trained to do so. We are bound by confidentiality agreements with our clients for the work that Matrix does. Respectfully decline the interview and direct the inquiry to the appropriate client contact. Contact your Vice President to share this inquiry.

2.8.2 Social Media

Our communications team supports our branding, corporate communications, and online presence. You are encouraged to participate and share your thoughts and opinions in constructive ways. Help keep the communications team in the loop by letting them know of any news, communications, or online content that may be of interest to Matrix or that requires a corporate response.

Privacy and Confidentiality

Despite privacy settings and promises of anonymity, social media and online content are often publicly accessible. Do not publish content, photographs, commentary, etc. that should not be available publicly. Respect privacy and obtain permission before publishing photographs or videos of people or content belonging to someone else.

Respect

In all communications, we show respect for one another. Do not share content that is inflammatory, illegal, or inappropriate; what we share reflects our reputation as professionals and as a company. Inappropriate content will be removed from Matrix social media accounts.

Fair

We are accountable for the content we publish and responsible for ensuring its accuracy. Do not act as a spokesperson on behalf of Matrix or our clients unless you have approval to do so.

Humility

If we get it wrong, we apologize and correct it. If you make a mistake and the reputation of Matrix, our clients or our colleagues is involved, seek the help of your leader and the communications team.

3 CLOSURE

3.1 Situations Not Addressed in this Code of Conduct

This Code will not cover every situation that you may encounter at work; it is intended to provide guidance on your behaviours and decisions. It is not meant to be the definitive guide to every situation you may encounter. The Code will be updated as needed. Occasionally, you will be asked to review, refresh, and/or acknowledge our Code.

3.2 Resources

The following resources are provided for more information:

- talk to any Matrix Vice President or Human Resources Business Partner (HRBP)
- visit Matrix's intranet site at <https://home.matrix-solutions.com>
- visit Matrix's website at <https://www.matrix-solutions.com>
- contact the Human Resources team at humanresources@matrix-solutions.com with any questions or suggested revisions to the Code

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We are building a legacy of a company that is compassionate, supportive, progressive in its thinking and above all a company that has been honest with all of its stakeholders.

”

ROBERT POCKAR

President and Chief Executive Officer

