

CODE OF CONDUCT



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NOTE: This document is uncontrolled if printed in whole or part. The official version can be found on Matrix's intranet and website.

A MESSAGE FROM OUR CEO



Every day at Matrix Solutions, our teams come together across disciplines and geographies to solve complex environmental and engineering challenges and to provide important services that support successful operations. We strive to make a positive impact through our work, and more than ever today's challenges require an integrated approach that draws on our collective expertise. The ability of Matrix people to collaborate successfully leads to the best solutions, creates meaningful connections, and drives innovation.

Our vision is to be a company where our people and clients can't imagine working with anyone else; and how we show up when interacting with our colleagues, clients, and communities matters. As a company, Matrix endeavours to create a respectful and inclusive environment where everyone feels like they belong and can make their best contributions. We can all play a part in fostering this atmosphere where people from diverse backgrounds can confidently speak up, share new ideas, and challenge the status quo. This leads to more complete perspectives, productive collaboration, and a more enjoyable workplace.

This Code of Conduct is intended to provide guidance and guardrails to help our employees and others we work with make good decisions when faced with complex situations. Our values form the basis for the Code, which outlines our expectations for safe, professional, respectful, honest, and ethical behaviour. There is a strong emphasis on the duty everyone has in placing health and safety above all else – including physical and mental wellbeing. This document does not provide an exhaustive list of the situations you will face in your career; rather it offers examples of dilemmas you may encounter and illustrates ethical considerations that serve as a guide for navigating challenging circumstances.

Thanks to the commitment and daily decisions made by our people, Matrix's values have become more and more entrenched in the culture of our company – and they provide helpful reminders of what is truly important at the end of the day. Please know that if you encounter behaviour that does not align with the expectations outlined in our Code of Conduct, you have the full support of the senior leadership team and Matrix's Board of Directors when it comes to raising and reporting your concerns. I encourage you to review the following pages, take the material to heart, and do your part to bring our values to life in your work.

Thank you everyone,

A handwritten signature in black ink, appearing to read 'Holly Elrick'.

Holly Elrick, *President & CEO*
Matrix Solutions Inc.

AS A COMPANY, MATRIX ENDEAVOURS TO CREATE A RESPECTFUL AND INCLUSIVE ENVIRONMENT WHERE EVERYONE FEELS LIKE THEY BELONG AND CAN MAKE THEIR BEST CONTRIBUTIONS.

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We strive to make a positive impact through our work, and more than ever today's challenges require an integrated approach that draws on our collective expertise. The ability of Matrix people to collaborate successfully leads to the best solutions, creates meaningful connections, and drives innovation.

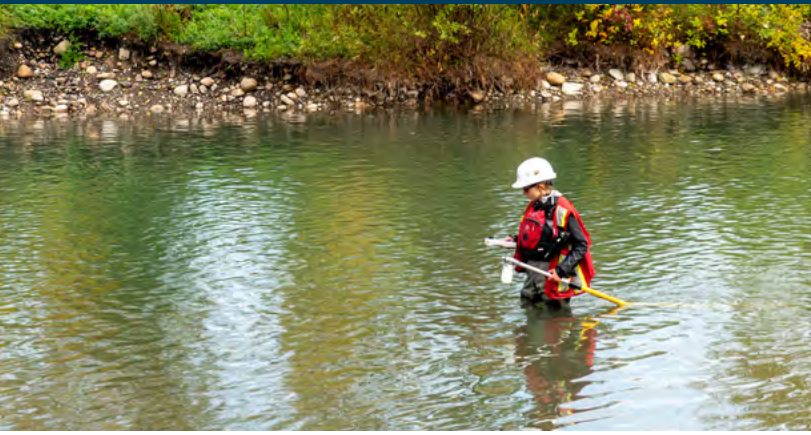
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HOLLY ELRICK

President & CEO



OUR VALUES



We value health and safety above all else

- We work safely for each other, our clients, the environment, and the communities where 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



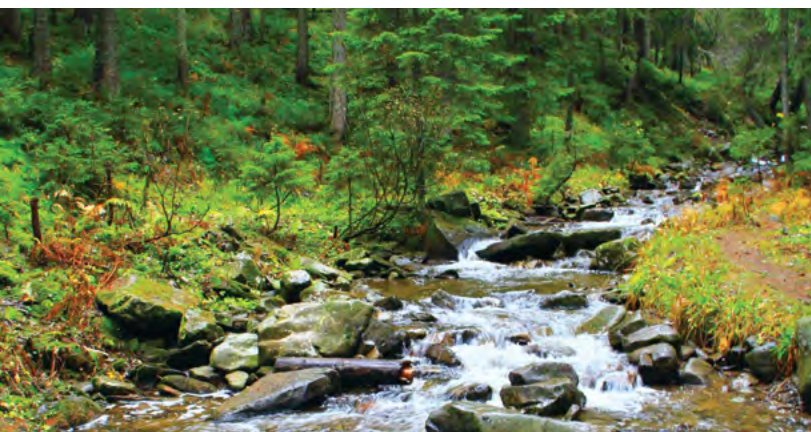
We put people first

- 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 drive excellence

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



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

OUR CODE

1 INTRODUCTION

1.1 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) summarizes the basic rules, standards, and behaviours we strive to live by. It creates consistency in our behaviours and approaches to the work we do to ensure we make sound decisions and work together towards common goals.

1.2 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 encounter throughout the course of your work
- Support and contribute to the success of your colleagues by sharing knowledge, providing appropriate information, being clear about decision making and responsibilities, and providing opportunities for development and growth
- Report any suspected breaches of the Code
- Sign the electronic Code of Conduct Acknowledgment form as verification you have read and understood the Code
- Declare any potential conflicts of interest

1.3 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 encounter throughout the course of your work
- Support and contribute to the success of projects by sharing knowledge, providing appropriate information, and being clear about decision making and responsibilities
- Report any suspected breaches of the Code
- Acknowledge that you have read and understood the Code
- Declare any potential conflicts of interest

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

1.4 How do I report a breach?

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

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

- Any member of the Senior Leadership team 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

Q I recently sprained my ankle while 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 by 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, a senior leader, 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 anonymity that you would prefer:

- Strictly Anonymous – The reporter's identity will not be known by either Matrix or WhistleBlower Security.
- Anonymous to the Organization – Only WhistleBlower Security will know the reporter's identity, which provides the ability to contact if needed. The reporter's identity will NOT be shared with Matrix.
- Contact Information Provided – The reporter has included the details of their identity to both Matrix and WhistleBlower Security. This means Matrix representatives may 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, civil and criminal penalties and/or disciplinary action up to and including termination of employment.

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 such as demotion, discipline, termination, job reassignment, or any other negative job action. 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. Like 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.

1.5 What is usually considered a breach?

Breaches are explained in greater 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

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I am extremely proud to work at an organization where our values are more than just words on a website. It's a privilege to work alongside colleagues who use our Matrix values to make daily decisions that create the best outcomes for our projects, our clients, and each other.”

BRIAN FUCHS

Executive Vice President & COO



2 OUR DUTIES

2.1 Be Safe

We value health and safety above all else, including both physical and mental health and wellbeing. Matrix and our employees have accountabilities and responsibilities to contribute to the safe planning and execution of our work. We all have a duty to ensure the best outcome for our people, our families, the environment, and anyone who can be impacted by our actions. Employee accountabilities include these key commitments:

- **Act if you see a risk.** Everyone has the authority to stop work or refuse unsafe work at our work sites.
- **Understand the hazards and comply with protection measures.** This includes having the competence and training for your role and being well informed of Matrix, client, and legislated requirements.
- **Participate in health, safety, and environmental management activities to prevent injuries and harm.** These activities include conducting hazard assessments for your projects and field programs, supporting emergency response planning, attending training, and participating in H&S meetings and discussions.
- **Report hazards, near misses, and incidents and injuries.** Injuries, illness, property damage, and serious near misses must be reported to your people leader in person or by phone without delay, and a written HNI report must be submitted by the end of the day.

Our Health and Safety (H&S) Manual is a comprehensive resource that helps employees understand their health and safety accountabilities and Matrix policies and procedures to support safe work. The H&S Summary Sheets briefly summarize requirements found in the H&S Manual. The H&S Directory will help you locate H&S tools and resources.

Matrix employees fill safety sensitive roles, and we require that individuals show up to work fit for duty and not impaired by fatigue, alcohol or drugs. The Impairment in the Workplace Policy outlines the requirements and expectations intended to manage the risks associated with impairing substances.

If you have medical limitations or restrictions (e.g., due to work or non-work related injuries or illness) that may affect your ability to work safely, discuss accommodations with your leader prior to starting work.

Matrix is committed to adopting practices that effectively prevent and manage fatigue and ensure employees have time away from work to rest and recover. The Fatigue Management Policy and Disconnect from Work Policy outline Matrix's expectations and commitment to time away from work.

The Driver Performance and Qualification Policy outlines Matrix's requirements to manage the risks involved with operating vehicles, which is one of the highest risk activities we perform.

Employees are expected to read and understand their responsibilities under each of these policies. The H&S team, H&S committees, and people leaders are available to support you in applying the policies and procedures. These are key policies to ensure the protection of individuals and Matrix, and any material breach or multiple breaches may result in disciplinary action up to and including termination of employment.

2.2 Be Professional

Our approach to working with our clients 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

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.

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 all 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 excellence, 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 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 licenses and/or certifications in good standing through timely renewals and the completion of the appropriate continuing education.

2.3 Be a Matrix Ambassador

What we sell to our clients is our people and the solutions that we provide. Whatever work you do for Matrix, make sure that you conduct yourself professionally, and in a way that reflects 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 MATRIX WORKPLACE VIOLENCE AND HARASSMENT PREVENTION AND RESPONSE POLICY IS AVAILABLE TO YOU IF YOU NEED ASSISTANCE.

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 situation occurs when:

- The nature of the conduct prevents the employee from continuing to perform their 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 their conduct
- The conduct has harmed or will harm Matrix's reputation or brand

Similarly, an employee's conduct outside of work can reflect positively on Matrix and on themselves. We trust our employees to engage on social media platforms and to volunteer in their communities for causes that reflect their interests and values. We want our people to be their authentic selves in a way that aligns with the Code, and we know that our clients and our communities will recognize and appreciate those employees who act in a way that build Matrix's reputation.

Q Jane is working with a subcontractor in the field, and he constantly makes sexual comments about her 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 tell the subcontractor that his comments are inappropriate, then report his behaviour to her leader, her HRBP or any senior leader. This behaviour constitutes harassment, is a violation of the Matrix Workplace Violence and Harassment Prevention and Response Policy and will not be tolerated.

Q While conducting field work on a parcel of land, you and your co-worker are approached by an angry landowner who informs you that you're trespassing. You tell the landowner that you are working for Matrix. The landowner says he knows about the project, but you are not welcome on his land. He holds up a piece of pipe in a threatening manner. What should your first action be?

A The most important thing in this situation is to ensure your own safety. End the interaction in a non-threatening way and leave the scene and seek the nearest safe shelter. Once in a safe place, the next step is to get help – follow your project ERP to get assistance from emergency services, project team, site security (where applicable) or the emergency response team.

2.4 Be Respectful

Matrix is committed to protecting our employees and will take every reasonable precaution to provide a safe and healthy workplace that is free from violence, discrimination, and harassment. Matrix will not tolerate any form of harassment, discrimination, or violence against an individual or individuals on the basis of (though not limited to) 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.

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 Prevention and Response Policy. You are expected to know and abide by these rules and maintain the required training.

2.4.1 Our Commitment to Diversity, Equity, and Inclusion

Our team is made up of diverse people working collaboratively towards common goals. We value the contributions and perspectives of all employees and are committed to equity and diversity initiatives to create a feeling of belonging for all our people. When we are inclusive and diverse in a way that reflects the broader world we serve, we are able to draw from a wider community of excellence within the regions where we operate.

2.5 Be Honest and Ethical

2.5.1 Ethical Decision Making

Ethics refer to the well-founded standards of right and wrong that prescribe what humans ought to do. However, 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 senior leader.

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 senior leader. We want to support our client. Your project manager, client accountable, general manager, or senior leader 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 giving or receiving this gift?
- Does this make me feel like I owe or am owed something in return?
- Is this too much? (typically anything valued at over \$100 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 giving rather than receiving.

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 something inappropriate?

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

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

“ Our culture is grounded in the dedication of our people; people who truly want to make a difference. There's a lot of power behind such a collective mindset. ”

CLAUDIA GOMEZ

Practice Lead, Environmental Sciences and Planning



2.5.3 Financial Reporting, Time, and Expenses

Matrix follows all applicable financial reporting and accounting rules and regulations. Any expenses incurred on behalf of Matrix must be in line with the company's Delegation of Authority, which outlines who can authorize expenses. 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 is business related, is essential to incur, and provides value to the business. You are responsible for complying with expense guidelines and policies, and properly documenting and accounting for expenses. Any breach of expense policies is a breach of this Code.

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:** ensure expense details provided are an accurate and complete representation of the expense
- **Correctly Coded:** employees must ensure that their work and expenses are accurately recorded and charged to the correct billing and project code
- **Approved:** ensure that you have the approval you need from the right person before proceeding
- **Receipted:** all expenses submitted for payment or reimbursement must have proper back-up (e.g., a detailed receipt or vendor invoice) for CRA's recordkeeping purposes.

Any financial transactions that do not comply with expense guidelines and policies or the requirements noted above are a breach to this Code and will not be reimbursed.

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 SENIOR LEADER 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, senior leader, 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.

2.6.1 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, 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 there is no perception that your personal biases influenced the decision.
2. Supplementary employment, including positions on external 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 senior leader. If your volunteer activities are associated with your professional association, consult with your leader to determine if or how Matrix may support those activities.

IF YOU HAVE A CONFLICT OF INTEREST, WORK WITH YOUR LEADER TO COMPLETE THE CONFLICT OF INTEREST DECLARATION FORM.

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 must declare it. If you are unsure, talk with your HRBP so they can advise you on this matter.

It is recognized that the nature and kinds of personal relationships 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, you do not share any confidential information about Matrix that could give your sister an unfair advantage in the bidding process, while also being mindful of not disclosing any other information about your sister's company to the decision-makers that might inadvertently influence their decision.

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I am consistently impressed by our people. Individuals with varying backstories and interests unite to form a team that genuinely cares about their work and each other. There is an innate willingness to help each other, teach each other, and learn from each other – to lead and to follow, to work hard and to have fun. It's something special, and I consider myself very fortunate to be a part of it.

”

IAN URSU

Practice Lead, Site Assessment, Remediation & Reclamation



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. Client information 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 will abide by all applicable legislation regarding such knowledge, including securities regulations, such as those stipulated by each province's Security Commission. We do 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, we ask if the information is publicly available; if not, it should be considered confidential.

We consider the following situations as confidentiality breaches:

- Disclosing information that should not be known to the recipient of the information or knowingly participating in discussions about information that should not be known
- Discussing confidential information in situations where it 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 personal 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. The 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. Disclosing any proprietary information in a public forum such as emails, memos, reports, and presentations at conferences is prohibited unless authorized by your leader.

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 senior leader 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

Assets purchased or developed by Matrix are the property of Matrix and must be used only for business purposes as authorized by the company. Our assets include buildings, office space and furniture, equipment, vehicles, supplies, intellectual property, credit cards, communication resources (including company email, data, documents, technology devices, computers, and knowledge. 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; protect Matrix property 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. Refer to the Electronic Monitoring Policy for more information.

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

- Respect licensing agreements, including copyright or intellectual property rights
- Do not use illegally obtained software or reproduce software
- Do not use company technology to access illegal materials or participate in illegal activities
- Do not use Matrix equipment, material and supplies for personal reasons or personal gain
- Do not attempt to defeat security restrictions on company systems and applications
- 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
- Never access inappropriate Internet sites including those that contain sexually explicit or pornographic material, gambling activities, or material which could be considered harassing, degrading or discriminatory by others
- 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 deployed 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

Employees who have been issued a Matrix mobile phone are expected to read, understand, and abide by their responsibilities under the corporate Mobile Phone Policy.

2.8 Be Socially Smart

2.8.1 Public Relations and Media

We aim for consistency in how Matrix is represented in our external communications and in media coverage, including safeguarding the reputation and business interests of Matrix, our clients, employees, and partners. Matrix is bound by our agreements to keep our client work confidential; therefore, Matrix employees should not comment publicly, including to the media, on client work. In very rare circumstances, Matrix may be directed by a client to comment on their behalf. In such cases a spokesperson will be identified and a plan will be developed in consultation with the client and our Communications team. If you are approached by the media, respectfully redirect to a client representative, and immediately advise your project manager and senior leader.

Similarly, for media inquiries about Matrix operations or an incident involving Matrix staff, please contact your senior leader and the Communications team, who will help evaluate the request and designate media relations contacts as appropriate. If you are not specifically directed by your senior leader to speak on behalf of Matrix, respectfully direct any inquiries to your senior leader or the designated media contact.

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 okay for me to give the interview?

A No, please do not give an interview unless you have been authorized by the client and 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 project manager and senior leader to share this inquiry.

2.8.2 Social Media

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

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. Never share videos or photographs taken on a client site to respect our client confidentiality agreements. Respect privacy and obtain permission before publishing photographs or videos of people or content belonging to someone else.

Matrix Ambassador

Be mindful that any personal opinions that are shared and linked to an online identity that identifies you as a Matrix employee are subject to the terms outlined in the Code. Posts on social media accounts that violate Matrix policy or cause harm to the reputation of Matrix or a client are a breach of the Code.

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

The Code is not meant to be a definitive guide to every situation you may encounter; it is intended to provide guidance on your behaviours and decisions. The Code will be updated as needed and you will be asked to review, refresh, and acknowledge your commitment to uphold the Code annually.

3.2 Resources

If you require more information:

- Talk to any Matrix senior leader 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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Our team at Matrix is diverse, with many different backgrounds, fields of study, personalities and talents. We have special ingredients though, that bind us together; respect for each other, pride in our work, and a drive to learn and grow. Making sure we look after these qualities will keep Matrix strong, resilient and a great place to work.

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HOLLY ELRICK
President & CEO

