

Code of Business Conduct and Ethics

Introduction

This Code of Business Conduct and Ethics (“**Code**”) has been adopted by our Board of Directors to summarize the standards of business conduct that must guide our actions. This Code applies to all directors, officers, employees and consultants of TAG Oil Ltd. and its subsidiaries (collectively, the “**Company**”). The Company has issued this Code to deter wrongdoing and to promote:

- (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) avoidance of conflicts of interest with the interests of the Company, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- (c) confidentiality of corporate information;
- (d) protection and proper use of corporate assets and opportunities;
- (e) compliance with applicable governmental laws, rules and regulations;
- (f) the prompt internal reporting of any violations of this Code to an appropriate person or person identified in the Code; and
- (g) accountability for adherence to the Code.

This Code provides guidance to you on your ethical and legal responsibilities. We expect all directors, officers, employees, and consultants worldwide to comply with the Code, and the Company is committed to taking prompt and consistent action against violations of the Code. Violation of the standards outlined in the Code may be grounds for disciplinary action up to and including termination of employment or other business relationships. Employees, consultants, officers and directors who are aware of suspected misconduct, illegal activities, fraud, abuse of the Company’s assets or violations of the standards outlined in the Code are responsible for reporting such matters.

Basic Obligations

Under the Company’s ethical standards, directors, officers, employees, and consultants share certain responsibilities. It is your responsibility to (i) become familiar with, and conduct Company business in compliance with, applicable laws, rules and regulations and this Code; (ii) treat all Company employees, consultants, customers and business partners in an honest and fair manner; (iii) avoid situations where your personal interests are, or appear to be, in conflict with Company interests; and (iv) safeguard and properly use the Company’s proprietary and confidential information, assets and resources, as well as those of the Company’s customers and business partners.

Raising Concerns

If you should learn of a potential or suspected violation of the Code, you have an obligation to promptly report the violation. You may do so orally or in writing and, if preferred, anonymously. You have several options for raising concerns:

- (a) Raise your concerns with your manager;
- (b) Raise your concerns with the Company's Chief Executive Officer, Chief Financial Officer, or Corporate Secretary; and/or
- (c) Raise your concern with the Governance and Nominations Committee.

This may also be done by sending an email to speakup@tagoil.com.

If the issue or concern is related to the internal accounting controls of the Company or any accounting or auditing matter, you may report it anonymously to the Audit Committee. The procedures are set out in the Company's Whistleblower Policy.

Policy Against Retaliation

The Company prohibits any director, officer, consultant, or employee from retaliating or taking adverse action against anyone for raising in good faith suspected conduct violations or helping to resolve a conduct concern. Any individual who has been found to have engaged in retaliation against a Company director, officer, consultant, or employee for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including termination of employment or other business relationships. If any individual believes that he or she has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible to one of the people detailed in the "Raising Concerns" section above.

Conflicts of Interest

Directors, officers, employees, and consultants should not engage in any activity, practice or act which conflicts with the interests of the Company. A conflict of interest occurs when a director, officer, consultant or employee places or finds himself/herself in a position where his/her private interests conflict with the interests of the Company or have an adverse effect on the employee's motivation or the proper performance of their job. Examples of such conflicts could include, but are not limited to:

- (a) accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- (b) accepting or giving gifts of more than modest value to or from vendors or clients of the Company;
- (c) competing with the Company for the purchase or sale of property, services or other interests or taking personal advantage of an opportunity in which the Company has an interest;
- (d) personally having immediate family members who have a financial interest in a firm which does business with the Company; and



- (e) having an interest in a transaction involving the Company or a customer, business partner or supplier (not including routine investments in publicly traded companies).

Confidentiality Concerning Company Affairs

The business affairs of the Company are confidential and should not be discussed with anyone outside the organization, except for information that has already been made available to the public.

Competition and Fair Dealing

We seek competitive advantages through superior performance, not through unethical or illegal business practices. Information about other companies and organizations, including competitors, must be gathered using appropriate methods. Illegal practices such as trespassing, burglary, misrepresentation, wiretapping, and stealing are prohibited. Each employee and officer should endeavour to respect the rights of, and deal fairly with, the Company's customers, suppliers, competitors, and employees.

Accuracy of Company Records

As a public company, we are required to record and publicly report all internal and external financial records in compliance with International Financial Reporting Standards (IFRS). Therefore, you are responsible for ensuring the accuracy of all books and records within your control and complying with all Company policies and internal controls. All Company information must be reported accurately, whether in internal personnel, safety, or other records or in information we release to the public or file with government agencies.

Financial Reporting and Disclosure Controls

As a public company, we are required to file periodic and other reports with the Securities Commissions and to make certain public communications. We are required by the Securities Commissions to maintain effective "disclosure controls and procedures" so that financial and non-financial information is reported timely and accurately both to the Company's officers and in the filings we make. You are expected, within the scope of your employment duties, to support the effectiveness of the Company's disclosure controls and procedures.

Compliance with All Laws, Rules, and Regulations

The Company is committed to compliance with all laws, rules, and regulations, including laws and regulations applicable to the Company's securities and trading in such securities, as well as any rules promulgated by any exchange on which the Company's shares are listed.

Health and Safety

The Company is committed to making the work environment safe, secure, and healthy for its employees and others in accordance with its Health, Safety, and Environment Policy. The Company complies with all applicable laws and regulations relating to safety and health in the workplace. We expect each of you to promote a positive working environment for all. You are expected to consult and comply with all Company rules regarding workplace conduct and safety and familiarize yourself with the emergency procedures that apply in your specific workplace. You should immediately report any unsafe or hazardous conditions or materials, injuries, and



accidents connected with the Company's business and any activity that compromises Company security to your supervisor. You must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are prohibited.

The Environment

The Company is committed to ensuring its operations are conducted in an environmentally responsible manner, including preventing and reporting spills or other releases of toxic materials from the Company's operations and disposing of any such materials in a safe and approved manner, all in accordance with the Company's Health, Safety, and Environment Policy. All directors, officers, employees, and consultants performing any work on the Company's behalf will conduct their work in accordance with the environmental laws of any jurisdiction in which they are working. In the event of any incidents, employees and consultants will respond in a manner which protects life and health, aims to minimize impact on the environment and is in compliance with applicable laws and regulations.

Community Relations

All directors, officers, employees, and consultants shall consider how the Company's operations affect its social license to operate and shall strive to minimize adverse impacts on local communities. All directors, officers, employees, and consultants shall strive to achieve solutions that are mutually beneficial, relevant to the Company's business needs and local conditions and comply with the Company's values, policies, local regulations, and all applicable laws.

Human Rights

All directors, officers, employees, and consultants shall adhere to the Company's commitment to promoting respect for internationally recognized human rights as set forth in the United Nations Universal Declaration of Human Rights and the laws and regulations which prohibit modern slavery in all its forms, including the Voluntary Principles on Security and Human Rights. All directors, officers, employees, and consultants shall conduct themselves in accordance with the Human Rights Policy.

Respect for the Company's Employees and Workplace

The Company's employment decisions will be based on reasons related to the Company's business, such as job performance, individual skills and talents, and other business-related factors. Company policy requires adherence to all national, provincial, or other local employment laws. In addition to any other requirements of applicable laws in a particular jurisdiction, Company policy prohibits discrimination in any aspect of employment based on race, color, religion, sex, national origin, disability, or age, each within the meaning of applicable laws, or any other basis prohibited by applicable law.

The Company is committed to maintain a collegial and respectful workplace and prohibits abusive or harassing conduct by the Company's directors, officers and employees toward others. Furthermore, any hostility toward, or resistance against, any activity specifically protected under the Code, such as expressing our good faith opposition to prohibited discrimination or harassment or participating in making a good faith complaint of discrimination or harassment will not be tolerated. We encourage and expect you to report harassment or other inappropriate conduct as soon as it occurs.

Discrimination includes, but is not limited to, any act of differential treatment based on race, national or ethnic origin, colour, religion, age, sources of income, gender, marital status, family status, pardoned criminal conviction, financial status, mental or physical disability, that creates an intimidating, degrading, demeaning, embarrassing, hostile or humiliating work environment and that can interfere with a person's work performance or working condition and can undermine the person's opportunity for a job, promotion or training.

Harassment includes, but is not limited to, any form of abusive or unwelcome behavior, whether physical, visual or verbal, that creates an intimidating, degrading, demeaning, embarrassing, hostile or humiliating work environment and that can interfere with a person's work performance or working condition and can undermine the person's opportunity for a job, promotion or training. Examples of harassment include, but are not limited to:

- threats, intimidation, or abuse, verbally or written or electronic communications;
- implied or expressed promises of reward or benefits for complying with a sexually oriented request or threats of reprisal for refusal;
- unwelcome remarks or jokes;
- display of sexist, racist or other offensive material;
- sexually suggestive remarks or gestures;
- unnecessary physical contact, such as touching, patting, pinching or punching;
- display of firearms; and
- physical assault, including sexual assault.

Whether the harasser intended to harass or not is irrelevant. An unwelcome action, plus an adverse effect, produces harassment.

Violence can take the form of physical or non-physical behaviours. Examples of violence include, but are not limited to:

- physical assault;
- threats, intimidation, or abuse, verbally or written or electronic communications;
- displays of firearms; and
- stalking.

All parties involved in a discrimination, harassment or violence in the workplace claim deserve the right to privacy, respect, and confidentiality. The Company will do everything reasonably possible to preserve these rights by disclosing information strictly on a need-to-know basis. Officers will maintain all documentation regarding the investigation and the claim of discrimination or harassment.

Complaint and Investigation Process

Personal Resolution

If an employee or consultant feels they are subject to any type of discrimination, harassment, or violence in the workplace they should advise that individual that their behavior is unacceptable and inappropriate. Employees and consultants may choose to involve a third-party mediator to facilitate a resolution, such as their manager, supervisor or anyone acceptable to both parties. If

the situation remains unresolved, employees and consultants may pursue a formal complaint process.

Formal Complaints

Employees and consultants may file a formal complaint by submitting their complaint in writing to their manager, supervisor, or the Company's Corporate Secretary. A formal complaint should include times, dates, what the behavior was, how it made them feel, what they did about it, who else was present and any other relevant information. The investigator will:

- advise both parties of the investigation process and confidentiality;
- request a written statement from the respondent;
- take appropriate interim action where necessary;
- interview witnesses;
- investigate the complaint and confirm the facts;
- determine whether or not discrimination/harassment/violence occurred;
- advise the complainant and respondent of the outcome of the investigation;
- if the complaint is unsubstantiated, other persons interviewed will be notified of the results in order to protect the reputation of the accused;
- ensure all the steps taken from initiation to resolution are documented (the investigation file will be retained with officers); and
- officers may engage a third party investigator to assist with the investigation.

Resolution

Remedies for the Complainant

If the investigation reveals evidence supporting the complaint of discrimination, harassment or violence in the workplace, the Company will make every reasonable effort to remedy the effects by providing the complainant with appropriate remedies, which may include:

- oral or written apology from the respondent;
- referral to a local counseling program approved by the Company;
- physical separation of the complainant and the respondent in the workplace; or
- such other remedy as may be appropriate.

No record of the complaint, investigation or decision will be placed in the complainant's personnel file with the Company if the complaint was made in good faith. Any unfavorable work review or comments that were placed in the complainant's file due to the harassment will be removed from the file.

Corrective Action for the Respondent

If the investigation reveals evidence supporting the complaint of discrimination, harassment or violence in the workplace, the Company may apply discipline, which may include:

- mandatory attendance and completion of a discrimination/harassment/violence awareness program approved by the Company;
- verbal or written reprimand;
- suspension;

- demotion;
- dismissal;
- variable compensation reduction; or
- such other discipline as may be appropriate.

The incident and the discipline imposed will be documented in the respondent's personnel file with the Company. However, if the evidence does not support the complaint, no documentation will be placed in the file.

Unsubstantiated Complaints

If a complaint made in good faith is not supported by evidence gathered during the investigation or the evidence is inconclusive, the complaint will be dismissed without penalty to the complainant.

Bad Faith Complaints

If a complaint is made in bad faith, the complainant may be disciplined.

Appeals

Respondents may request an appeal of the investigation to officers.

Retaliation

The Company strictly prohibits retaliation against any employee or consultant by another employee or consultant for using the complaint procedure, reporting unlawful discrimination, harassment, or violence in the workplace, or filing, testifying, assisting, or participating in any manner in any investigation, proceeding or hearing conducted by a governmental enforcement agency or the Company regarding discrimination, harassment, or violence in the workplace. Prohibited retaliation includes, but is not limited to, termination, demotion, suspension, adversely affecting work conditions or otherwise denying any employment benefit.

Time Limit for Filing a Complaint

Any complaint must be filed within a reasonable time following the occurrence of the event. Employees and consultants are reminded that the sooner a complaint is raised and dealt with, the more likely a situation may be adequately resolved. Complaints should be filed as soon as possible to ensure that witnesses are available, details are not forgotten, and the situation is resolved without delay.

Privacy

The Company, and companies and individuals authorized by the Company, collect, and maintain personal information that relates to your employment, including compensation, medical and benefit information. The Company follows procedures to protect information wherever it is stored or processed, and access to your personal information is restricted. Your personal information will only be released to outside parties in accordance with the Company's policies and applicable legal requirements. Employees, consultants, officers and directors who have access to personal information must ensure that personal information is not disclosed in violation of the Company's policies or practices.

Gifts and Improper Payments

Directors, officers, employees, and consultants may not offer or solicit gifts or favours in order to secure preferential treatment for themselves or the Company. Gifts and entertainment may only be accepted or offered by a director, officer, employee, or consultant in the normal exchanges common to established business relationships. An exchange of such gifts shall create no sense of obligation. All gifts, entertainment, or favours, whether being offered or accepted, must comply with the Company's Anti-Bribery and Anti-Corruption Policy.

The Company has a zero-tolerance approach toward bribery and corruption, including facilitation payments, regardless of whether such conduct occurs in the public/government sector or the private/business sector.

Anti-Money Laundering

The Company has zero tolerance toward money laundering, which is the process of disguising the proceeds of crime in order to hide its illegal origins or otherwise dealing with the proceeds of crime, which proceeds include money, real estate, intangible property and all other forms of assets.

The Company's directors, officers, employees, and consultants are strictly prohibited from engaging in any form of money-laundering and will at all times comply with all applicable anti-money laundering laws.

Waivers and Amendments

Only the Board of Directors may waive application of or amend any provision of this Code. A request for such a waiver should be submitted in writing to the Board of Directors for its consideration. The Company will promptly disclose to investors all substantive amendments to the Code, as well as all waivers of the Code granted to directors or officers in accordance with applicable laws and regulations.

No Rights Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not, in any way, constitute an employment contract or an assurance of continued employment or create any rights in any employee, consultant, director, client, supplier, competitor, stockholder or any other person or entity.

Additional Corporate Policies

In addition to this Code, the Company has adopted several other policies which set out the Company's practices and the responsibilities of its directors, officers, employees, and consultants in specific areas of operational importance. These policies include:

1. Corporate Disclosure Policy
2. Insider Trading Policy
3. Whistleblower Policy



4. Health, Safety, and Environment Policy
5. Anti-Bribery and Anti-Corruption Policy
6. Human Rights Policy

Directors, officers, employees, and consultants are responsible for reading and complying with these policies, in addition to the Code, and providing a written certification form acknowledging that they have read the Code and all of the underlying policies, in a form provided by the Company that the Company may request at any time and at its sole discretion. Copies of each of these policies were provided to directors, officers, employees, and consultants and are available upon request to the Company's Corporate Secretary.