



**DIVERGENT ENERGY SERVICES CORP.  
DISCLOSURE AND MEDIA POLICY**

**1. General Statement on Policy**

The Board of Directors of Divergent Energy Services Corp. (the "**Corporation**") has adopted this Disclosure and Media Policy (the "**Policy**") to ensure that communications to the investing public about the Corporation are timely, factual, accurate, complete and broadly disseminated and, where necessary, filed with regulators in accordance with applicable securities laws. The goal of this Policy is to ensure that all required public disclosure is prepared in accordance with applicable securities laws and to provide a consistent understanding of the Corporation's approach to disclosure among the directors, officers, employees and agents of the Corporation.

This Policy applies to all directors, officers, employees and agents of the Corporation (together, the "**Employees**"). It covers disclosure documents filed with the securities regulators and written statements made in the Corporation's annual and quarterly reports, press releases, letters to shareholders, presentations by senior management and information contained on the Corporation's website and in other electronic communications. This Policy also applies to oral statements relating to the business and affairs of the Corporation made in meetings and telephone conversations with members of the investment community (which includes analysts, shareholders, investors, investment dealers, brokers, investment advisers and investment managers), interviews with the media as well as speeches and conference calls and dealings with the public generally.

This Policy will be reviewed periodically, and no less frequently than annually, by the Corporation's Board of Directors. Any amendments to this Policy shall be subject to review and approval by the Corporation's Board of Directors.

**2. Disclosure Committee**

The Corporation has established a Disclosure Committee (the "**Disclosure Committee**") comprised of the Corporation's Chief Executive Officer (the "**CEO**") and Chief Financial Officer (the "**CFO**"). The Disclosure Committee has been established with the responsibility of overseeing the Corporation's disclosure practices.

It is essential that the Disclosure Committee be kept fully apprised of all new or pending developments that are or may be material to the Corporation in order to allow the Disclosure Committee to evaluate and discuss those events and to determine whether disclosure is necessary or appropriate and, if so, the timing for public release of such information. If the Corporation or any of its Employees become aware that any information publicly disclosed by the Corporation contained or may have contained a misrepresentation (as defined under applicable securities laws), the Disclosure Committee should be immediately notified and the Disclosure Committee, after conducting a reasonable investigation of the information, shall ensure that a correction of such information is promptly disclosed to the public. If the Corporation or any of its Employees become aware that there has been or may have been a failure to make timely disclosure of material information, the Disclosure Committee should be immediately notified and the Disclosure Committee, after conducting a reasonable investigation of the information, shall ensure that the material information is promptly disclosed in accordance with applicable laws.

The Disclosure Committee shall establish specific procedures and timetables which shall be adhered to by the Corporation and its employees for the preparation of all disclosure documents,

and, wherever practicable, their review by such personnel, the auditors and external legal counsel, as the Disclosure Committee may determine and, ultimately their dissemination in compliance with this Policy and applicable securities laws.

### **3. Definition of Material Information**

Material information means any information or development relating to the business and affairs of the Corporation that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Corporation's common shares. Material information also includes information that a reasonable investor would consider important to a decision to buy, hold or sell the Corporation's common shares. Either positive or negative information may be material and unfavourable material information must be disclosed as promptly and completely as favourable material information. The Disclosure Committee will ensure that their approach to materiality decisions is consistent.

The Disclosure Committee, when assessing the materiality of information, will consider the proximity, probability and significance of the information in the context of the total information generally available about the Corporation, as well as the volatility of the Corporation's common shares and prevailing market conditions. As a general rule, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the Corporation. However, if an external development will have, or has had, a direct effect on the business and affairs of the Corporation that is both material and uncharacteristic of the effect generally experienced by other companies or entities engaged in the same business or industry as the Corporation, the Corporation should disclose the impact on it. If any director, officer, or employee is unsure at any time as to whether he or she is in possession of material information about the Corporation, such person should contact the CEO or the CFO, for clarification.

### **4. News Releases:**

Once the Disclosure Committee has determined that a development is material, it will immediately prepare and send a draft news release to the Board for review and comment, with corresponding response instructions. Should the Disclosure Committee determine that such developments must remain temporarily confidential, appropriate confidential filings will be made and control of the inside information instituted. Should a material statement inadvertently be made in a selective forum, the Corporation will promptly issue a news release to fully disclose that information.

If the stock exchange(s) where the Corporation's shares trade are open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to the Investment Industry Regulatory Organization of Canada ("IIROC") to enable a trading halt, if deemed necessary by the stock exchange and IIROC. If a news release announcing material information is issued outside of trading hours, IIROC must be notified in sufficient time before the market opens.

Annual and interim financial results will be publicly released promptly following Board approval of the financial statements. Major acquisitions and/or dispositions and any other information required by securities regulators will also be publicly announced via news release.

News releases will be disseminated through a stock exchange approved newswire service, using a distribution package that is relevant for the Corporation.

News releases will be filed on the Corporation's SEDAR (the System for Electronic Document Analysis and Retrieval established by the Canadian securities regulators) profile promptly after release over the newswire, posted to the Corporation's website and distributed to the Corporation's Employees and complimentary fax/e-mail/mailling list (if any). The Corporation's website shall also have a link to the filed documents on SEDAR, including the press releases.

## **5. Restrictions on Disclosure by Company Personnel**

The CEO and the CFO are hereby designated as the primary Corporation spokespersons ("**Company Spokespersons**"). Others within the Corporation may, from time to time, be designated by the Disclosure Committee or the Board of Directors either as a Company Spokesperson or to respond to, or assist in responding to, specific inquiries as necessary or appropriate.

No Employee shall disclose to or discuss with any person outside the Corporation any non-public information about the Corporation unless: (i) disclosure is required in connection with the proper performance by such Employee or agent of his or her duties on behalf of the Corporation; (ii) disclosure is compelled by law or judicial process; or (iii) disclosure is expressly authorized by the Disclosure Committee or by the Board of Directors. If any Employee has any questions as to whether information is material information or has previously been disclosed in accordance with this Policy, he or she should contact the CEO or CFO. In the event that the Disclosure Committee determines disclosure of undisclosed potentially material information to specific persons is required in the necessary course of the Corporation's business, the Disclosure Committee may authorize such disclosure provided that the person receiving such information first enters into a confidentiality agreement in favour of the Corporation. Only Company Spokespersons are authorized to have substantive discussions about any aspect of the Corporation's business with the media, any member of the investment community or any shareholder or potential investor.

## **6. Protection of Confidential Information**

All Employees of the Corporation should take appropriate steps to safeguard the confidentiality of the Corporation's information. The following procedures should be observed at all times:

- Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who need to know that information in the necessary course of business and no unnecessary copying has taken place.
- No secondary copies of documents shall be retained and shall be shredded once they are no longer needed.
- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them. Confidential information to be discarded should be shredded or otherwise destroyed.
- Confidential matters should not be discussed on wireless telephones, except in extraordinary circumstances. If confidential matters must, of necessity or urgency, be discussed on wireless telephones, then extreme caution must be exercised by the participants, and, in such cases, the Corporation's name and the identity of any relevant party should be cryptic or in code.
- Visitors must not be left alone in offices containing confidential information.
- Transmission of documents by fax should be made only where it is reasonable to believe that the transmission can be received under secure conditions by the intended recipient.
- Access to confidential electronic data should be restricted through the use of passwords.

- Employees must ensure they maintain confidentiality of information in their possession outside of the office as well as inside the office.
- Confidential matters should be described internally using code names.

Employees are prohibited from participating in Internet chat rooms or press group discussions on matters pertaining to the Corporation's business and affairs or its securities.

## **7. Dissemination Procedures**

Once the Disclosure Committee (or the Board of Directors) determines, after consultation with legal counsel (where required), that information or a development is material information and such information must be disclosed, then such information will be sent to an IIROC surveillance officer for review and then disseminated by a means designed to provide broad, non-exclusionary distribution of the information to the public, unless the Disclosure Committee determines, on a reasonable basis, that such information may, in accordance with applicable laws, be kept confidential until the Disclosure Committee determines it is appropriate to publicly disclose (discussed below).

The Disclosure Committee must also determine whether the material information constitutes a **"Material Change"** (as defined under applicable securities laws) and, if so, the Corporation must prepare and file a material change report with applicable securities regulators within 10 calendar days of the Material Change.

Press releases issued in respect of material information shall contain sufficient detail to enable the media and investors to understand the substance and importance of such information while avoiding exaggerated reports or promotional commentary. The Audit Committee shall review all press releases relating to annual or quarterly financial statements or annual or interim financial results (including any financial guidance or updates thereto), prior to the issuance of such releases.

Press releases containing material information will be disseminated to IIROC first then through an exchange approved newswire service outside of market trading hours where possible. These press releases will be transmitted to any stock exchange where the Corporation's shares are listed and relevant regulatory bodies in accordance with relevant rules including, in particular, being filed on SEDAR, as well as business wires, national financial media and local media in areas where the Corporation has its headquarters and operations, all as considered appropriate from time to time by the Disclosure Committee. The Corporation's website shall have press releases from the last three years listed and will also have a link to the filed documents on SEDAR, including the press releases.

In circumstances where the Disclosure Committee has determined to keep material information confidential, the Disclosure Committee must ensure that the undisclosed material information is kept completely confidential until disclosure occurs (see Section 6 – Protection of Confidential Information). During the period before material information is disclosed, market activity in the Corporation's common shares should be closely monitored and IIROC should be advised immediately of any unusual market activity. The Disclosure Committee must also determine whether the undisclosed material information constitutes a Material Change and, if so, must cause a confidential material change report to be filed with the applicable securities regulators. The Disclosure Committee will periodically (at least every 10 days) review its decision to maintain the confidentiality of the material information and, in the case of an undisclosed Material Change, must advise the applicable securities regulators where it believes the report should continue to remain confidential. If the basis for confidentiality ceases to exist, the Disclosure Committee must ensure that the material information is promptly disclosed in accordance with applicable law.

If previously undisclosed material information has been inadvertently disclosed to any person outside the Corporation that is not bound by an express confidentiality obligation or becomes known to the public in a manner other than as required under applicable laws and as described in the Policy, the Corporation will cause such information to be publicly disclosed, in accordance with applicable laws, as soon as possible after learning of the inadvertent or improper disclosure.

## **8. Conference Calls**

Conference calls may be held for quarterly and annual financial results following their release, and may be held for material corporate developments, if authorized by the Disclosure Committee or the Board of Directors. During these calls, the Company Spokespersons, or other appropriate personnel as designated by the Disclosure Committee or the Board of Directors, will discuss key aspects of the results or developments, and this discussion will be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. Where practicable, the Disclosure Committee will meet to discuss appropriate answers to anticipated questions in advance of any such conference call.

At the beginning of the conference call, a Company Spokesperson will notify all participants to the call that there may be discussion of forward-looking information on the call. The Company Spokesperson or other designated person will then provide appropriate cautionary language with respect to any such forward-looking information and direct participants to the Corporation's publicly filed disclosure documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties that could affect such forward-looking statements.

The Corporation will provide advance notice of the conference call and webcast by issuing a press release announcing the date and time and providing information allowing interested parties to access the call and webcast. In addition, the Corporation may invite members of the investment community, the media and others to participate. Such notice will also be posted on the Corporation's website.

The Disclosure Committee will hold a debriefing meeting immediately after the conference call and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Corporation will immediately disclose such information broadly via press release. If such debriefing uncovers any misstatement or omission, the Disclosure Committee will consider and authorize release of an appropriate statement or other disclosure correcting such misstatement or omission.

Any supplemental information provided to participants will also be posted to the Corporation's website for others to view. Where applicable, an archived audio webcast on the website, or an audio transcript of the conference call, will be made available following the call for a minimum of 10 days, for anyone interested in listening to a replay.

The archived audio webcast page of the website will include a notice that advises the reader/listener that the information therein is for historical purposes only and that while information contained within the release was believed to be accurate at the time of issue, the Corporation will not, and specifically disclaims any duty to, update this information.

## **9. Rumours**

The Corporation does not comment, affirmatively or negatively, on rumours. The Company Spokespersons will respond consistently to rumours by stating: "It is our policy not to comment on market rumours or speculation."

## **10. Forward-Looking Information**

Subject to authorization from the Corporation's Board of Directors, the Corporation may elect to discuss forward-looking information (such as financial guidance on revenues, earnings, or results) in press releases, conference calls or presentations. The Disclosure Committee will ensure that this information, if deemed material, will be broadly disseminated in accordance with this Policy. The Disclosure Committee must ensure that there is a reasonable basis for drawing any conclusions or making any forecasts and projections set out in the forward-looking information. For documents containing forward-looking information, the Disclosure Committee must ensure that the document (i) identifies the forward-looking information, (ii) cautions that actual results may vary from forward looking information and identifies any material factors that could cause actual results to differ materially from any conclusion, forecast or projections in the forward-looking information, (iii) states the material facts or assumptions that were applied in drawing such conclusion or making such forecast or projection and (iv) states that the Corporation will not update forward-looking information, except as required by applicable securities laws.

For public oral statements, the Disclosure Committee must ensure that the person making such statement states that (i) the oral statement contains forward-looking information, (ii) the actual results could differ materially from any conclusion, forecast or projections in the forward-looking information, (iii) certain material facts or assumptions were applied in drawing such conclusion or making such forecast or projection, and (iv) additional information is contained in a readily-available document (which document shall be specifically identified to the audience for such oral statements) regarding the material factors or other risks that could cause actual results to differ materially from any conclusion, forecast or projections in the forward-looking information and the material factors and assumptions that were applied in drawing such conclusion or making such forecast or projection. For both documents and public oral statements, the disclosure should include a statement that disclaims the Corporation's intention or obligation to update or revise the forward-looking information (except as required by applicable securities laws), whether as a result of new information, future events or otherwise.

## **11. Contacts with Analysts, Investors and the Media**

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered non-public material information. If the Corporation intends to announce material information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a press release containing such information, which release will be disseminated in accordance with this Policy.

The Corporation recognizes that meetings with analysts and significant investors are an important element of the Corporation's investor relations program. The Corporation will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy.

The Corporation will provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information. The Corporation cannot alter the materiality of information by breaking down the information into smaller, non-material components.

Company Spokespersons shall keep notes of telephone conversations with analysts and investors and where practicable, more than one Corporation representative will be present at all individual and group meetings. A debriefing will be held after such meetings and if such debriefing uncovers disclosure of previously undisclosed material information, the Corporation will immediately disclose such information broadly via a press release disseminated in accordance with this Policy. If such debriefing uncovers any misstatement or omission, particularly in response to questions asked during such meetings or conversations, the Disclosure Committee

will consider and authorize release of an appropriate statement or other disclosure correcting such misstatement or omission.

## **12. Reviewing Analyst Draft Reports and Models**

It is the Corporation's policy to review, upon request, analysts' draft research reports or models. The Corporation will review the draft report or the model for the sole purpose of pointing out errors in fact based on publicly disclosed information. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's report, model or earnings estimates.

In order to avoid appearing to "endorse" an analyst's report or model, the Corporation will only provide its comments verbally. The Corporation will comment only on draft research reports - to avoid any appearance of endorsement, the Corporation will not comment on final analysts' reports.

## **13. No Distribution of Analyst Reports**

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Corporation of the report. For these reasons, unless authorized by the Disclosure Committee, the Corporation will not provide analyst reports through any means to persons outside of the Corporation or to employees of the Corporation. Analyst reports (including the existence thereof) shall not be posted on the Corporation's website nor shall the Corporation's website contain links to or otherwise refer to analyst reports.

## **14. Responsibility for Electronic Communications**

This Policy also applies to electronic communications. Accordingly, officers and employees responsible for written and oral public disclosures shall also be responsible for electronic communications. The CFO is responsible for overseeing the updating of the investor information and newsroom sections, or similar sections included from time to time, on the Corporation's website and the monitoring of all Corporation information placed on the website to ensure that it is accurate and complete.

Investor relations material shall be contained within a separate section of the Corporation's website and shall include a notice that advises the reader that the information posted was believed to be accurate at the time of posting, but that the Corporation will not, and specifically disclaims any duty to, update the information. All information posted to the website, including text and audiovisual material, shall show the date such information was posted. The CFO will ensure that a log is maintained indicating the date that material information is posted to and/or removed from the investor relations website. The minimum retention period for material corporate information on the website shall be three years after the date of its posting.

Links from the Corporation's website to a third party website must be approved by the CFO. Any such links should include a notice that advises the reader that they are leaving the Corporation's website and that the Corporation is not responsible for the contents of the other site.

## **15. Disclosure Record**

The Disclosure Committee will maintain a three year record of all public information about the Corporation, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles.

**16. Education and Enforcement**

This Policy will be circulated to all Employees of the Corporation.

Any person to whom this Policy applies who violates this Policy may face disciplinary action up to and including termination of his or her employment or position with the Corporation without notice. The violation of this Policy may also violate certain securities laws. If it appears that an Employee may have violated such securities laws, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.