



**DIVERGENT ENERGY SERVICES CORP.  
WHISTLEBLOWER POLICY**

The Audit Committee of the board of directors (the “**Board**”) of Divergent Energy Services Corp. (the “Corporation”) has adopted the following procedures for (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, (b) the confidential, anonymous submission by directors, officers, employees and consultants of the Corporation (together, hereinafter referred to as the “**Participants**”) of concerns regarding questionable accounting or auditing matters, and (c) the confidential, anonymous submission by Participants of the Corporation of concerns regarding the violation or possible violation of applicable laws, rules or regulations of the Corporation’s Code of Conduct.

1. Any Participant of the Corporation or any of its subsidiaries may submit, on a confidential, anonymous basis, any complaints or concerns regarding the Corporation’s accounting, internal accounting controls, auditing matters, or financial statements or other public disclosure documents, violations or possible violations of applicable laws, rules or regulations or the Corporation’s Code of Conduct or any retaliation for any report made pursuant to this Policy. **Participants may submit complaints or concerns by phone, fax, email, website or mail to the Corporation’s third party Whistleblower Contact, NAVEX Global, using the contact information set forth below. The Whistleblower Contact will handle all matters with confidentiality and will arrange to immediately forward complaints to the Chair of the Audit Committee (or a designated member of the Audit Committee) for their further handling.**
2. Following the receipt of any complaint, the Chair of the Audit Committee (or a designated member of the Audit Committee) will investigate each matter reported and take corrective and disciplinary action, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, loss of bonus or stock options, suspension without pay, or termination of employment.
3. The Chair of the Audit Committee (or a designated member of the Audit Committee) may enlist committee members, employees of the Corporation and/or outside legal, accounting or other advisers, as appropriate, to conduct any investigation of complaints made under this Policy. In conducting any investigation, the Chair of the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant, where possible.
4. Retaliation, victimization or harassment of any kind against Participants for complaints submitted under this Policy that are made in good faith will not be tolerated. Additionally, no Participant shall be adversely affected because the Participant refuses to carry out a directive that constitutes or would constitute a violation of law.
5. Inappropriate behavior will not be tolerated. This Policy will ensure that any perceived acts or circumstances of financial or ethical misconduct will be addressed and corrective action taken where required.
6. The Chair of the Audit Committee shall retain as a part of the records of the Audit Committee any such complaints or concerns for a period of not less than seven years.

7. In the event that the Chair of the Audit Committee cannot be reached, the contact shall be an alternate member of the Audit Committee.

**WHISTLEBLOWER CONTACT:**

***Submission to NAVEX Global***

Phone numbers:

From the USA and Canada: 1-855-348-5002 (English)

From Canada: 1-855-350-9393 (French)

From Mexico: 001-855-348-5004 (Spanish and English)

Website:

- A link will be provided from the Corporation's website to [www.secure.ethicspoint.com](http://www.secure.ethicspoint.com)
- OR -
- [www.ethicspoint.com](http://www.ethicspoint.com) which provides a button link to "file a report".

Any concerns that are raised will be handled confidentially and in a consistent manner, in accordance with legal requirements. If a report is made anonymously, the Corporation will undertake to maintain anonymity to the extent possible, consistent with the need to conduct an adequate investigation. Complaints or concerns should contain sufficient detail of the conduct in question to permit a complete examination of the issue.

Upon receipt of a complaint or concern, an assessment will be made as to whether the behavior in question is wrongful or otherwise falls within the Code of Conduct and is deserving of sanction. Depending upon the nature of the complaint, it may be dealt with at a supervisory level. However, if the matter is of sufficient gravity to merit further inquiry, it will be directed as follows:

- A. Matters relating to financial integrity (including fraud, misappropriation of assets or other financial misconduct), corporate reporting and disclosure, accounting and auditing controls and procedures, and compliance with securities laws

- Chair of the Audit Committee;
- Chief Executive Officer;
- Chief Financial Officer; or
- Legal Counsel

- B. Non-financial matters

- Chair of the Corporate Governance and Nominating Committee;
- Chief Executive Officer;
- Manager, Employee Relations; or
- Legal Counsel

If necessary, external investigators will also be involved. The reporting individual will be notified of the outcome of the complaint only if a request is made and adequate contact information is given at the time of the initial complaint.

This Policy shall be reviewed by the Board on an annual basis.