

STELLA-JONES INC.
(the “Corporation”)

BOARD CONFIDENTIALITY POLICY

Consistent with their fiduciary and other legal duties to the Corporation, members of the Corporation’s Board of Directors (the “Board”) shall protect and hold confidential all Confidential Information obtained through their position as director, absent the express written permission of the Chair of the Board or the President and Chief Executive Officer to disclose such information. As used in this policy, “Confidential Information” is all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Corporation, including but not limited to:

- non-public information that might be of use to competitors or harmful to the Corporation or its customers, if disclosed;
- non-public information about the Corporation's financial condition, business plans or prospects, marketing and sales programs or plans, research and development information, trade secrets, proprietary information, leases, maps, geophysical data, compensation and benefit information, cost and pricing information, information technology, customer contacts, information about the Corporation’s customers, suppliers, joint venture partners or other third parties under restrictions against disclosure, and information relating to potential transactions, mergers and acquisitions, stock splits and divestitures; and
- non-public information respecting the proceedings of the Board and its committees, including information concerning discussions and deliberations between and among directors, officers and employees relating to business issues and decisions involving the Corporation, either preliminary or final.

In keeping with their confidentiality obligations, directors are to avoid the improper use of Confidential Information and therefore:

- (i) directors shall only use Confidential Information for the benefit of the Corporation, and not for personal benefit or the benefit of other persons or entities; and
- (ii) directors shall not disclose Confidential Information to any other person or entity, either during or after his or her service as a member of the Corporation’s Board, except with the written permission of the Chair of the Board or the President and Chief Executive Officer.

Notwithstanding any other provision of this policy, nothing in this policy shall (a) prohibit a current or former director from making any disclosure to a third party that is required by applicable law, in which event the director shall give notice to the Board, the Chair of the Board and/or the President and Chief Executive Officer a reasonable time in advance of any such anticipated disclosure, consult with the Corporation on the advisability of taking legally available steps to resist or narrow such disclosure and assist the Corporation, at the Corporation’s expense, in taking such steps; (b) prohibit a current or former director from discussing Confidential Information with such director’s personal counsel to get legal advice from such counsel with the understanding from such counsel that he or she shall maintain the confidentiality of such Confidential Information; or (c) prevent a director from trading in the securities of the Corporation in accordance with applicable law, during a window period where such trading is permitted pursuant to the Corporation’s policy on insider trading.

Reviewed and approved by the Board of Directors on December 11, 2019.