



CODE OF CONDUCT



POLICY CP - 003



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Calgary Stampede **Code of Conduct**

INTRODUCTION AND APPLICATION OF THIS CODE

Core Purpose

The core purpose of the Calgary Stampede (the “Calgary Stampede” or the “Stampede”) is to preserve and promote western heritage and values. The Stampede’s vision of creating a world-class, year-round gathering place for the community is based on five strategic objectives: (i) Aligning With Our Community, (ii) Connecting Through Our Brand, (iii) Supporting Youth Achievement in Our Community, (iv) Building Our Vision, and (v) Building Our Team.

Who This Code Applies To

The board of directors, officers and management of the Calgary Stampede are individually and collectively responsible for: (i) promoting a proper tone within the organization with respect to business and other activities, (ii) fostering a culture that values honesty and adherence to ethical business practices in respect of the business of the Stampede and the treatment of livestock and other animals, and (iii) establishing policies and procedures that promote accurate financial reporting and the prevention and detection of fraud. This Code of Conduct (the “code”) is intended to support the core purpose of the Calgary Stampede and to assist the directors and officers of the Stampede and others in discharging their respective responsibilities.

This code highlights specific standards of conduct expected of the directors, officers, management, employees, volunteers, and contractors of the Stampede and persons other than guests or customers who participate in Stampede activities. For purposes of this code, the term “member” includes Stampede directors, officers, management, employees, volunteers, and contractors of the Stampede and persons other than guests or customers who participate in Stampede activities.

Stampede members will be provided with this code and are expected to comply with this code and with other approved Calgary Stampede policies.

For purposes of this code, the term “leader” includes supervisors, managers, management directors, executive management, and committee chairs. The term “member’s leader” refers to the person who each member reports to directly.

Any questions that a member may have concerning this code (including whether or not it applies in a particular circumstance) should be brought to the attention of that member’s leader, a



representative of Volunteer Services or Employee Services or, as appropriate, to a vice-president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board.

This code represents the minimum standards that are expected of members. In addition, other corporate and operational policies and procedures have been adopted by the Calgary Stampede and may be applicable to particular circumstances. Members are expected to be familiar with those other policies and procedures, as applicable, and to adhere to the requirements of those policies and procedures.

This code applies to and has been adopted by the Calgary Stampede.

Minimum Standards

Members are required to certify their familiarity with and adherence to this code on a periodic basis as follows.

- Each new member (other than directors, officers and board committee members who are subject to separate certification requirements as set out below) will, as a condition of his/her association with the Calgary Stampede, be required to sign an Initial Certificate of Compliance substantially in the form attached as Schedule "A" to this code.
- Each leader will be required to certify on an annual basis that he/she has reviewed this code, and has complied and will comply with its provisions (as applicable) by signing an Annual Code of Conduct Certificate of Compliance, substantially in the form attached as Schedule "B" to this code.
- Each Stampede director and officer, including the president and chairman of the board, and certain volunteers (e.g., board committee members, etc.) will be required to certify to the corporate secretary upon commencement of his/her duties and annually thereafter that he/she has complied and will comply with this code by signing (upon commencement of duties) an Initial Certificate of Compliance, substantially in the form attached as Schedule "C" to this code, and (annually after commencement of duties) an Annual Code of Conduct Certificate of Compliance, substantially in the form attached as Schedule "D" to this code.

The required certifications may also include compliance with such other matters as are determined from time to time by the board of directors in consultation with the corporate secretary. Separate forms will be prepared by the corporate secretary (or under his/her supervision) for any such additional certifications.



POLICY

1. Conducting Stampede Business

(a) Conduct of Stampede Business Affairs and Operations

Members are expected to conduct the Stampede's business affairs and operations in a manner that promotes the recognition of the Stampede within the community as an organization that: operates with integrity; and prudently manages its fiscal and human resources.

Members are expected to conduct the Stampede's business affairs and operations in compliance, in all material respects, with applicable laws of Canada and Alberta and undertakings provided by the Stampede to public authorities. Members are expected to conduct the business affairs and operations of the Stampede in a manner that promotes confidence on the part of third parties (including members of the public) that the Stampede operates with integrity and in a fair and responsible manner.

Members are expected to be familiar with the laws that apply to their Stampede-related activities (including federal and provincial legislation and regulations), to recognize potential liabilities that might arise in the conduct of such activities and to know when to seek legal advice. When in doubt, a member should promptly seek direction from his/her leader, a representative of Volunteer Services or Employee Services or, as appropriate, from a vice-president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board. A member must not engage in (or give the appearance of being engaged in) any activity that is illegal under the laws of Canada or Alberta or any conduct that is in violation of this code.

Each member is expected to deal fairly and honestly with other members and the Stampede's guests and customers. Members must not, in the performance of their duties to the Stampede, take unfair advantage of any other person through manipulation, concealment, falsification, misrepresentation or similar inappropriate conduct.

(b) Anti-Spam Legislation

Among other things, each member is expected to comply at all times with the requirements of Canada's Anti-Spam Legislation and the policies and procedures established by the Calgary Stampede to support this compliance.



(c) Representing the Stampede

Each member is expected to act in a way that upholds the image and reputation of the Stampede as a leading, valued and trusted member of the community. Unless authorized to do so, no member may act on behalf of the Stampede in business or personal matters. Each member is expected to use the Stampede's name, brand and other intellectual property only in connection with the performance of his/her regular Stampede duties (which may include participation in external functions for which the Stampede's involvement has previously been approved).

2. Respectful Conduct

(a) Member Relations and Human Rights

The Stampede is committed to a policy of fair treatment in respect of members, and, in the case of employees, to observe applicable labour standards. Among other things, the Stampede endeavours to pay appropriate remuneration to each member who holds a paid position (having regard to the member's role with the Stampede). As well, the Stampede's commitment to fair treatment includes its commitment to hire, recruit and promote members without discrimination, in accordance with the requirements of applicable human rights legislation. The Stampede also endeavours to protect members from workplace violence and harassment, and all members are expected to conduct themselves, at all times, in a manner consistent with that objective.

(b) Safety and Security in the Workplace

The Stampede is committed to: (i) establishing and maintaining a safe physical environment on its premises for members, (ii) conducting all operations in an environmentally responsible and security conscious manner, and (iii) establishing and maintaining consistent standards and training programs to support these commitments and compliance with applicable laws.

(c) Alcohol and Drugs in the Workplace

All members are responsible for ensuring that they do not report for work (including volunteer duties) or conduct their work (including volunteer duties) while in an impaired state caused by the consumption of alcohol or the use of drugs (or both).

(d) Vulnerable Individuals

The Stampede is committed to treating vulnerable individuals with respect and, as appropriate, providing proper care to them when they are present at Stampede events. Among other things, this commitment contemplates adherence to applicable human rights legislation as it applies to vulnerable individuals.



3. Protecting Stampede Property and Records

(e) Animal Care and Protection

The Stampede is committed to a high degree of respect for, and proper care and protection of, animals and adherence to all applicable animal welfare legislation. All members are expected to adhere to this standard at all times.

Each member, where appropriate, having regard to the nature of his/her Stampede duties, is expected to:

- Establish and maintain (or supervise the establishment and maintenance of) appropriate internal controls that are designed to protect the Stampede's assets against unauthorized use, disposition, as well as theft or loss;
- Use Stampede assets properly and for legitimate business purposes only and to exercise vigilance with a view to protecting those assets from inappropriate disposition and damage, theft and loss;
- Report any suspected incidents of fraud or theft involving Stampede assets to his/her leader, a representative of Volunteer Services or Employee Services or, as appropriate, a vice president, the corporate secretary, the chief operating officer, the chief executive officer, or the president and chairman of the board;
- Use the Stampede's assets only for the purpose of conducting Stampede business unless otherwise authorized by that member's leader;
- Protect the Stampede's computer hardware equipment and software programs (and any information stored on or accessed through such hardware) and keep such hardware, software and information secure from unauthorized access and use;
- Never reproduce, distribute or alter, without written authorization from that member's leader, the Stampede's intellectual property except in the ordinary course of the performance of the member's Stampede duties;
- Comply with accounting standards for not-for-profit organizations and applicable internal controls at all times, with the objective that the Stampede's financial records and other documents accurately reflect all assets and liabilities of the Stampede and financial transactions undertaken by the Stampede. Examples of this compliance include, but are not limited to, the following:



- (i) Not intentionally causing the Stampede's financial records to be incorrect or misleading in any way;
 - (ii) Not creating or participating in the creation of any Stampede financial record that is intended to conceal an improper transaction;
 - (iii) Not destroying or condoning the destruction of any Stampede financial record, except in accordance with any records retention/destruction policies established and maintained by the Stampede;
 - (iv) Properly and promptly recording all receipts and disbursements of funds;
 - (v) Making full disclosure in communications with external auditors and the vice president and chief financial officer, and being diligent in assessing whether any issues and concerns contained in audit reports or auditor recommendation letters are resolved;
 - (vi) Promptly disclosing knowledge of any untruthful or inaccurate statements or records that affect the financial reporting of the Stampede, whether such statements have been intentionally or unintentionally made; and
 - (vii) Promptly bringing to the attention of that member's leader any transaction that does not seem to serve a legitimate commercial or business purpose.
- As far as practicable, avoid ambiguity, conjecture or speculation in contracts and undertakings to which the Stampede is a party (all of which contracts and undertakings should be in writing); and
 - Unless otherwise authorized in advance, never use the Calgary Stampede's name or purchasing power to obtain personal benefits, discounts or rebates.

4. Avoidance and Disclosure of Conflicts of Interest

Each member is required to avoid any activity that could compromise, or appear to compromise, that member's judgment or objectivity in the performance of his/her Stampede duties. Except for situations where a conflict is disclosed and accepted, it is critical that each member conducts his/her activities objectively and does not engage in any activity that could give rise to, or could be perceived to give rise to, a conflict between the interests of that member and the Stampede. Accordingly, each member must avoid personal interests or obligations that conflict or compete with the Stampede's interests. It is equally important that each member avoids perceived conflicts of interest – i.e., those situations where a reasonable observer might assume there is a conflict of interest and therefore a loss of objectivity in respect of a member's activities on behalf of the Stampede.



If any member believes that he/she has a personal interest that may give rise to a conflict with his/her Stampede duties, or could reasonably be considered by others to give rise to such a conflict, that member must promptly disclose such interest to his/her leader, a representative of Volunteer Services or Employee Services or, as appropriate, to a vice-president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board for direction. The member will abide by any directions provided by any such Stampede representative in that regard.

While it is not practical to list every situation in which conflicts of interest may arise, the following are some examples of circumstances in which a conflict of interest may arise:

(a) Outside Employment, Volunteering and Directorships

Outside interests that adversely affect performance or objectivity in the execution of an employee's Stampede duties, or absorb undue time during the performance of an employee's Stampede duties, constitute a conflict of interest. While the Calgary Stampede encourages community involvement through charities, community service organizations and professional organizations, the Stampede's resources (including time that would otherwise be devoted to Stampede-related activities) should only be used with the prior written authorization of an employee's leader. Members other than employees may only use Stampede resources for Stampede-related activities with the consent of their leader.

Each full-time employee must obtain approval from his/her leader before assuming significant outside interests, including accepting a directorship in any public or private company or any social, charitable, political or non-profit organization.

(b) Political Expenditures

Unless authorized in advance by written notice from the chief executive officer, the president and chairman of the board or the board of directors, funds or assets of the Calgary Stampede must not be donated or otherwise made available to any political party, organization or any individual who is a candidate for or who holds public office.

This code is not intended to discourage or to prevent any member from engaging in political activities in an individual capacity on personal time and at personal expense. There should be no direct or indirect pressure placed on a member to donate time or money, or to not donate time or money, to any political party, candidate or political cause.



(c) Payments

Members making payments of any nature on behalf of the Stampede or using the funds or assets of the Stampede for any purpose must not violate applicable laws or any Stampede policy or undertaking.

Payments made on behalf of the Stampede must be in accordance with sound business practices and reflect the reasonable value of the services performed. Transactions with third parties must not be negotiated or conducted in a manner that would reasonably be expected to compromise the integrity or reputation of the Stampede as a leading, valued and trusted member of the community, and payments to third parties must be supported by adequate written and approved documentation.

Payments must not be made to any person with the intention of enticing them to violate their duties or to obtain favourable treatment for any member or the Stampede.

No member may knowingly assist or encourage any person to circumvent laws, evade income taxes or defraud the Stampede or any of its affiliates or any of their respective creditors.

(d) Gifts and Entertainment

Members must not, in their capacities as Stampede representatives, accept, offer or give, directly or indirectly, for themselves or for any other person, gifts, entertainment or other benefits having more than nominal value, if the acceptance, offering or giving of such gift, entertainment or other benefit could reasonably be construed as an attempt to influence a decision or alter the provision or receipt of a service or where such action might otherwise be considered inappropriate in light of the underlying business relationship or the roles of the individuals involved. Members should not, in their capacities as Stampede representatives, solicit gifts, entertainment or other benefits (of any monetary value whatsoever) at any time unless doing so as a sanctioned Stampede-related activity. Members may, in their capacities as Stampede representatives, accept, offer or give gifts of nominal value provided they: (i) are not in cash or readily convertible to cash (such as cheques and money orders); (ii) are consistent with accepted business practices in the community; (iii) cannot reasonably be construed as an attempt to influence a decision; (iv) do not contravene applicable law or any Stampede policy; and (v) would not reasonably be expected to adversely affect the reputation of the Stampede if knowledge of the applicable gift were to become public.

This principle does not apply to gifts or benefits of corporate recognition.



5. Using and Safeguarding Information and Other Assets

(e) Personal Gain

No member may use confidential information obtained as a result of the member's participation in Stampede-related activities except in the execution of Stampede-related duties by the member.

(a) Proprietary and Confidential Information

Members may not, either during or following service with the Stampede, disclose any proprietary or confidential information (as defined below) to any other person except in connection with the performance of his/her Stampede duties. Members may not use such information for personal benefit or for a purpose that is otherwise unrelated to the execution of the member's Stampede-related duties. Promptly following the date on which a member ceases to be a member of the Stampede, that member must return to the Stampede all proprietary and confidential information in his/her possession or under his/her control (excluding intangible information that, by its nature, cannot be returned).

For purposes of this code, the Stampede's proprietary and confidential information includes, but is not limited to:

- Correspondence, reports and analyses;
- Intellectual property (e.g., trade secrets, facility designs, program concepts, etc.);
- Computer software, programs and files;
- Member lists;
- Business information (e.g., Stampede Park expansion plans, acquisitions, government filings and reports, and financial projections);
- Business information obtained from or prepared or developed by employees (in connection with their employment) or contract personnel engaged by the Stampede or any of its affiliates; and
- All proprietary and confidential information received by the Stampede from third parties (including customers and other persons with whom the Stampede has a business relationship or is proposing to establish a business relationship).

Proprietary and confidential information does not include any information that has entered the public domain, or information that was in the possession of the applicable member prior to the establishment of his/her association with the Stampede.

**(b) Media Inquiries and Public Discussion**

Members who have not been authorized to respond to media inquiries will not respond to any media inquiry received by, or directed to, that member. All media inquiries related to the Stampede should promptly be referred to a representative of the Corporate Communications department, which is responsible for directing inquiries to the appropriate member of the Stampede for response.

(c) Public Discussion and Social Media

No member may participate in activities (including discussions on social media) that could compromise the Stampede's image or reputation as a leading, valued, and trusted member of the community. This prohibition extends to activities that would reasonably be expected to disparage, defame, or embarrass the Stampede or any of its members, customers, guests, suppliers or vendors.

Unless acting as an authorized spokesperson for the Stampede, members using any communications medium should, when expressing views on the Stampede, state that all comments are their own and do not necessarily reflect or represent the views of the Calgary Stampede.

(d) Computer Equipment and Communication Devices**(i) Electronic Equipment**

Computer equipment and communication devices may be provided by the Stampede to members from time to time (collectively, "Electronic Equipment") solely to enable such members to perform their Stampede duties.

Electronic Equipment is subject to monitoring by the Stampede for improper usage and for security purposes and network management.

All data and messages generated on or transmitted utilizing Electronic Equipment are considered to be the property of the Stampede and are not the property of users of any such equipment or devices.

Additionally, all Electronic Equipment:

- Is to be used for Stampede-related business purposes (with only limited personal use);
- Is not to be used for any improper or illegal purpose (e.g., to view or transmit defamatory, pornographic or other obscene or demeaning material including, without limitation, hate



literature), to engage in gambling, or to engage in other activities that might constitute harassment or copyright infringement, or that might give rise to a security breach. Any improper, illegal or criminal activity may be reported to the authorities by or on behalf of the Stampede; and

- Is to be used with caution when transmitting or receiving confidential, privileged, sensitive or proprietary information.

EACH MEMBER MUST UNDERSTAND THAT HE/SHE SHOULD HAVE NO EXPECTATION OF PRIVACY (TO ANY DEGREE) WITH RESPECT TO INFORMATION THAT SUCH MEMBER STORES ON OR COMMUNICATES THROUGH ANY ELECTRONIC EQUIPMENT. THIS INCLUDES PERSONAL DATA.

(ii) Personal Devices

Members who use personal devices (including personal cellular telephones) to conduct Stampede business are expected to take appropriate measures to protect the confidentiality of Stampede information and the security of Stampede networks.

EACH MEMBER MUST UNDERSTAND THAT HE/SHE SHOULD HAVE NO EXPECTATION OF PRIVACY (TO ANY DEGREE) WITH RESPECT TO INFORMATION THAT SUCH MEMBER COMMUNICATES THROUGH ANY PERSONAL DEVICES CONNECTED TO THE STAMPEDE NETWORK OR OTHER INFORMATION TECHNOLOGY INFRASTRUCTURE. THIS INCLUDES PERSONAL DATA.

6. Compliance and Enforcement

Each member is required to abide by this code and all applicable Stampede policies. Failure to do so may result in an investigation and disciplinary action, which may include termination of a member's relationship or status with the Stampede. In addition, failure to abide by this code (or any other applicable Stampede policy) may result in legal action, in which the Stampede may seek one or more available remedies, including an injunction to restrain further breaches, an order providing for recovery of proprietary or confidential information (or other property), or an order for the recovery of damages suffered by the Stampede (or a combination of those remedies). A criminal prosecution may be pursued in certain circumstances.

The Stampede reserves the right, in its sole discretion and without prior notice, to amend and/or modify any of the provisions of this code.

This code is not intended to create (and does not create) new or additional rights (whether at law or in equity) in favour of any third party that may be enforced against Calgary Exhibition and Stampede



Limited or any of its affiliates. In particular, and without limitation, nothing in this code supplements or otherwise modifies the rights of a third party under any agreement that such third party has entered into with Calgary Exhibition and Stampede Limited.



SCHEDULE "A"

Initial Certificate of Compliance **Members**

Attention: Volunteer Services (for volunteers) or Employee Services (for employees)

I, _____, acknowledge that I have received a copy of and have read and understand the Calgary Stampede's Code of Conduct.

[Please check the applicable box below.]

- ☐ I do not have any real or perceived conflicts of interest that would potentially impede me from complying with the Code of Conduct.
- ☐ I have disclosed to my leader, a representative from Volunteer Services or Employee Services or, as appropriate, to a vice president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board the following real or perceived conflict(s) of interest that may potentially impede me from complying with the Code of Conduct.

I agree to comply with the provisions of the Code of Conduct as a term and condition of my association with the Calgary Stampede.

Member Signature

Date



SCHEDULE "B"

Annual Code of Conduct Certificate of Compliance

Leaders (including Supervisors, Managers, Management Directors, Executive Management and Committee Chairs)

Attention: Volunteer Services (for volunteers) or Employee Services (for employees)

I, _____,

I confirm that:

[Please check the applicable box below.]

a) ☐ I have personally complied with the Code of Conduct for the year ended December 31, 20____

- ☐ I have disclosed to my leader, a representative from Volunteer Services or Employee Services or, as appropriate, to a vice president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board the following real or perceived conflict(s) of interest that may potentially impede me from complying with the Code of Conduct.

- ☐ I confirm that I was unable to comply with the Code of Conduct for the year ended December 31, 20__ and the following violations or suspected violations were reported to my leader, a representative from Volunteer Services or Employee Services or, as appropriate, a vice-president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board (please attach an additional page if necessary):

Member Signature

Title

Date

Please note that the wording of this form is not to be altered in any manner whatsoever.



SCHEDULE "C"

Initial Certificate of Compliance

Directors, Officers, Board Committee Members

Attention: Corporate Secretary

I, _____, acknowledge that I have received a copy of and have read and understand the Calgary Stampede's Code of Conduct.

[Please check the applicable box below.]

- ☐ I do not have any real or perceived conflicts of interest that would potentially impede me from complying with the Code of Conduct.
- ☐ I have disclosed as appropriate to a vice president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board the following real or perceived conflict(s) of interest that may potentially impede me from complying with the Code of Conduct.

I have completed and attached Appendix A and agree to comply with the provisions of the Code of Conduct as a term and condition of my appointment with the Calgary Stampede.

Signature

Title

Date

Please note that the wording of this form is not to be altered in any manner whatsoever.



SCHEDULE "D"

Annual Code of Conduct Certificate of Compliance **Directors, Officers, Board Committee Members**

Attention: Corporate Secretary

I, _____,

I confirm that:

[Please check the applicable box below.]

- ☐ I have personally complied with the Code of Conduct for the year ended December 31, 20____.
- ☐ I have complied with the Code of Conduct for the year ended December 31, 20____ and the following real or perceived conflicts were reported to a vice-president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board (please attach an additional page if necessary):

_____.

- ☐ I was unable to comply with the Code of Conduct for the year ended December 31, 20____ and the following violations or suspected violations were reported as appropriate to a vice-president, the corporate secretary, the chief operating officer, the chief executive officer or the president and chairman of the board (please attach an additional page if necessary):

_____.

I have completed and attached Appendix A.

Signature

Title

Date

Please note that the wording of this form is not to be altered in any manner whatsoever.



APPENDIX A

CALGARY EXHIBITION AND STAMPEDE BUSINESS DEALING RESTRICTIONS

Please note that each "Yes" answer in the following section requires that you provide all relevant details necessary for the Board to make an informed decision as to the action, if any, that it will deem necessary to take. Please provide the relevant details on a separate sheet of paper and attach that sheet of paper to this Appendix.

a) Private and Public Corporations	Yes	No	N/A
I control or have ownership exceeding 5% and/or financial interest of \$250,000 or more, or I am an officer and/or director, of a private or publicly traded corporation, syndicate, joint venture, partnership or other legal entity, which has and I expect will wish to continue, or will likely commence, to participate with, invest in the initiatives of, or undertake a business relationship (excluding Unrestricted Business Dealings with the Stampede defined as business or personal participation in Stampede activities, such as purchasing tickets for and attending the Calgary Stampede).			
b) Employment	Yes	No	N/A
I am employed by an organization in a position of influence and I have duties and responsibilities, all as disclosed, which has and I expect will wish to continue, or will likely commence, to participate with, invest in the initiatives of, or undertake a business relationship (with the exception of Unrestricted Business Dealings as defined in "a)" above) with the Stampede.			
c) Community Involvement	Yes	No	N/A
I am involved with, or serve as an officer and/or director of a service, charitable, industry or community organization, which has and I expect will wish to continue, or will likely commence, to participate with, invest in the initiatives of, or undertake a business relationship (with the exception of Unrestricted Business Dealings as defined in "a)" above) with the Stampede.			
d) Additional Information	Yes	No	N/A
My spouse, common law spouse, significant other, child or an associate has characteristics similar to those described in a, b and/or c of this declaration.			
e) Material Contracts	Yes	No	N/A
I am a party to an existing or proposed material contract, unusual arrangement or one-of-a-kind arrangement with the Stampede or I am an officer and/or director of a private or publicly traded corporation, syndicate, joint venture, partnership or other legal entity, which is a party to such existing or proposed contract or arrangement.			
f) Miscellaneous	Yes	No	N/A
I am associated with or can be reasonably be expected to become associated with a situation, occasion or circumstance which involves or could reasonably be construed to involve a conflict of interest, or I am associated with a person, private or publicly traded corporation, syndicate, joint venture, partnership or other legal			



entity, which is involved or associated with a situation, occasion or circumstance which involves or could reasonably be construed to involve a conflict of interest.

Please note that each "Yes" answer in the table above requires that you provide all relevant details on a separate sheet of paper. These details should be provided to the corporate secretary upon appointment to the board, annually thereafter, and promptly in the interim should any details of disclosed items change.

The chair of the Governance and People committee, corporate secretary, chief executive officer and president and chairman of the board may determine that items disclosed are of sufficient significance to be circulated to the board of directors, who, in turn, may make such determinations concerning the existence and management of a conflict of interest as they see fit, subject to the by-laws of the Stampede.