

# **EMPIRE PETROLEUM CORPORATION CODE OF BUSINESS CONDUCT AND ETHICS**

## **Introduction**

The honesty, integrity and sound judgment of the directors, officers and employees of Empire Petroleum Corporation (the "Company") are essential to the reputation and success of the Company.

This Code of Business Conduct and Ethics (the "Code") is applicable to the Company's directors, officers and employees, including the Company's principal executive officer, principal financial officer, principal accounting officer or persons performing similar functions (the "Senior Financial Officers"). It provides a general statement of the Company's expectations regarding the ethical standards to which its directors, officers and employees are expected to adhere. All such persons are expected to be familiar with the Code and may be asked from time to time to affirm both their compliance with the Code and their agreement to adhere to its standards.

The Board of Directors of the Company (the "Board of Directors") has adopted the Code to, among other things, deter wrongdoing and promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- accountability for adherence to the Code; and
- the prompt internal reporting of violations of the Code to the Board of Directors.

The Code is designed to help the Company's directors, officers and employees achieve the goals set forth above. However, the Code does not cover every issue that may arise, but it sets out basic principles and methodology to help guide the Company's directors, officers and employees in the attainment of such goals. The Code may be updated or changed at anytime in the sole discretion of the Board of Directors.

## **Honest and Ethical Conduct; Conflicts of Interest**

The Company expects each director, officer and employee of the Company to act with integrity when fulfilling his or her duties on behalf of the Company. Acting with such integrity requires that, among other things, the Company's directors, officers and employees: act in the Company's best interests in the performance of his or her job duties; carry out his or her job duties in an honest, ethical, lawful and prudent manner; and cooperate with the Company in the handling of actual or apparent conflicts of interest.

All of the Company's directors, officers and employees must avoid conflicts of interest. A "conflict of interest" occurs when an individual's personal interest interferes with the interests of the Company or when such interest could reasonably be viewed as interfering with the interests of the Company. A conflict of interest can arise when a director, officer or employee takes actions, or has personal interests, that may make it difficult to perform his or her job duties objectively and effectively. Conflicts of interest also arise when a director, officer or employee, or a member of his or her immediate family, receives improper personal benefits as a result of such person's or his or her family member's position in the Company.

Any activity that has even the appearance of a conflict of interest must be reviewed and approved by the Board of Directors before the activity is undertaken. The Board may in its sole discretion approve the matter or activity, subject to appropriate safeguards, if it believes that only the appearance of a conflict of interest exists and no actual conflict of interest is present. If the Board determines that the situation creates an actual conflict of interest or the potential for an actual conflict of interest to arise, the Board will not approve the matter.

## **Public Disclosure**

It is the Company's policy that the information in its public communications, including SEC filings, be full, fair, accurate, timely and understandable. All directors, officers and employees who are involved in the Company's disclosure process are responsible for acting in furtherance of this policy. In particular, the Senior Financial Officers are required to maintain familiarity with the disclosure requirements applicable to the Company. All directors, officers and employees are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, each director, officer or employee who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

## **Compliance**

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each director, officer and employee to adhere to the standards and restrictions imposed by those laws, rules and regulations in the performance of his or her duties for the Company, including those relating to accounting and auditing matters and insider trading.

It is both illegal and against Company policy for any individual to profit from undisclosed information relating to the Company or any other company. Anyone who is aware of material nonpublic information relating to the Company may not purchase or sell any of the Company's securities. Also, it is against Company policy for any director, officer or employee, who may have inside or unpublished material knowledge about any of the Company's customers or any other company to purchase or sell the securities of those companies.

## **Corporate Opportunities**

Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking (or directing a third party to take) a business opportunity that is discovered through the use of Company property, information or position, unless the Company has already been offered the opportunity and turned it down. Directors, officers and employees are also prohibited from using Company property, information or their position for personal gain or in connection with competing against the Company.

## **Confidentiality**

In carrying out the Company's business, directors, officers and employees often learn confidential or proprietary information about the Company, its customers, suppliers or joint venture parties. Directors, officers and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of the Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

## **Fair Dealing**

The Company will conduct its business in an ethical manner. The Company does not seek competitive advantages through illegal or unethical business practices. Accordingly, each director, officer and employee should endeavor to deal fairly with the Company's customers, suppliers and competitors. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair-dealing practice.

## **Protection and Proper Use of Company Assets**

All directors, officers and employees should protect the Company's assets and ensure their efficient use. All of the Company's assets should be used only for legitimate business purposes.

## **Accountability; Reporting**

Any violation of the Code shall be considered sufficient grounds for the immediate termination of the person violating the Code. Employees are encouraged to talk to their supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. Directors and executive officers must ensure that the Chairman of the Board is promptly made aware of any existing or potential violations of laws, rules, regulations or this Code. All other officers or employees must promptly notify a Senior Financial Officer of any existing or potential violation of laws, rules, regulations or this Code. The Company will not tolerate retaliation, retribution or adverse employment action of any kind against employees who in good faith report suspected violations.

## **Administration**

The Board of Directors shall have the authority to apply and interpret this Code in all situations affecting directors, executive officers and all other employees.