



NINE POINT ENERGY HOLDINGS, INC.
CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS, OFFICERS AND
EMPLOYEES

Nine Point Energy Holdings, Inc. (together with its subsidiaries, “the Company”) is committed to conducting our business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, and to full and accurate financial disclosure in compliance with applicable law. This Code of Business Conduct and Ethics (“Code of Ethics”), applicable to all directors, officers and employees, sets forth specific policies to guide you in the performance of your duties.

As a director, officer or employee, you must not only comply with applicable law, you also must engage in and promote honest and ethical conduct and abide by the Code of Ethics and other Company policies and procedures that govern the conduct of our business. Your leadership responsibilities include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

Policy

It is the Company's policy to conduct its business with the highest standards of integrity and in accordance with all applicable laws and regulations. Employees are expected to deal fairly and honestly with each other, as well as with our vendors, customers and other third parties. Any act of unethical business conduct, dishonesty, theft, or violation or disregard of the Company's policies, procedures, rules and/or regulations established to protect the Company's assets or its employees, is a violation of this Code of Ethics and may result in disciplinary action, up to and including termination of employment.

Compliance with Laws, Rules and Regulations

You are required to comply with the laws, rules and regulations that govern the conduct of our business and to report any suspected violations in accordance with the section below entitled "Compliance with Code of Ethics." The laws to which the Company is subject and with which you must comply include, but are not limited to, antitrust and competition laws, environmental/health/safety laws, the Foreign Corrupt Practices Act and other anti-bribery or anti-corruption laws, securities and insider trading laws, and laws regulating political contributions.

Any violations or potential violations of any federal, state, local or foreign law or regulation must be immediately reported, using the Employee Hotline, to every member of the Audit Committee of the Company's Board of Directors (the “Audit Committee”). Your call on the Employee Hotline reaches an independent service that records the call and alerts all members of the Audit Committee to access a written record of the call. If you are contacted by law enforcement or a government agency about actual or suspected illegal conduct of any kind, immediately report such conduct by calling the Employee Hotline. You may call the Employee Hotline without providing your identity. *No one will be subject to retaliation because of a good faith report of a suspected violation.*

Conflicts of Interest

Employees, Directors and Officers have an obligation to act in the best interests of the Company and are expected to avoid engaging in activities that create an actual or apparent conflict between his or her personal interests and the interests of the Company. A conflict of interest may arise when an Employee, Director or Officer takes an action or has a personal interest that may adversely influence his or her objectivity or the exercise of sound, ethical business judgment. For example, a conflict of interest could exist if a person:

- Accepts a gift, service, payment or other benefit of more than nominal value from a competitor, supplier, or customer of the Company, or any entity or organization with which the Company does business or seeks to do business; provided normal course of business gatherings sponsored by customers or suppliers shall be permissible (questions regarding what constitutes “nominal” and “normal course of business” for the purposes of the foregoing should be addressed to the [General Counsel]);
- Lends to, borrows from, or has a material interest (equity or otherwise) in a competitor, supplier, or customer of the Company, or any entity or organization with which the Company does business or seeks to do business;
- Accepts compensation (in any form) for services performed for the Company from any source other than the Company, such as from a shareholder or a joint venture partner;
- Serves as, or has a direct relative that serves as, a director, officer, partner, consultant, or in any other significant role, in any competitor, supplier, or customer of the Company, or any entity or organization with which the Company does business or seeks to do business;
- Acts as a broker, finder or other intermediary for the benefit of a third party in transactions involving the Company or its interests;
- Knowingly competes with the Company or diverts a business opportunity from the Company; or
- Conducts significant outside business activity that precludes the person’s ability to devote appropriate time and attention to his or her responsibilities with the Company.

Each of the foregoing actions is prohibited, except (i) in the case of directors or executive officers of the Company, with the express approval of the Board and (ii) in all other instances, with the express approval of the Audit Committee. Each person has an obligation to promptly notify the Audit Committee in writing of any situation that is believed to involve an actual or apparent conflict of interest, including any conflict that is not specifically listed above. In particular, each person is obligated to report any known potential conflict of interest situations that may arise with respect to members of the Covered Person’s family, including the person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the person’s home.

Disclosures

It is Company policy to make full, fair, accurate, timely and understandable disclosures in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. As a director, officer or employee, you are required to promote compliance with this policy by all employees and to abide by Company standards, policies and procedures designed to promote compliance with this policy.

Compliance with Code of Ethics

If you know of or suspect a violation of applicable laws, rules or regulations or this Code of Ethics, you must immediately report that information in a call to the Employee Hotline. You may report anonymously. After reporting such information, please refrain from investigating further, unless directed to do so by the Audit Committee, or designee. You are required to cooperate with any investigation authorized by the Audit Committee or their designee. *No one will be subject to retaliation because of a good faith report of a suspected violation.*

Violations of this Code of Ethics may result in disciplinary action, up to and including discharge. The Audit Committee shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations of this Code.

Waivers of Code of Ethics

If you would like to seek a waiver of this Code of Ethics, you must make full disclosure of your particular circumstances to the Chairperson of the Audit Committee and the General Counsel (if none, to a senior officer performing the typical duties thereof). Amendments to and waivers of this Code of Ethics will be publicly disclosed as required by applicable law and regulations.

No Rights Created

This Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's directors, officers and employees in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, tenant, landlord, supplier, competitor, stockholder or any other person or entity.

Certification

I, the undersigned, am an employee, officer or director of Nine Point Energy Holdings, Inc. or a subsidiary thereof. I hereby certify that I have carefully read and understood the Nine Point Energy Code of Business Conduct and Ethics, dated December 14, 2017, a copy of which was provided to me along with this Certification form. As a condition to my employment or services, I hereby agree to comply with the terms of the Code of Business Conduct and Ethics.

Date: December __, 2017

Signature

Print Name

Department or Position