

# Whistleblower Policy and Procedures and Ethics Hotline Policy

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## 01 Scope and Purpose

Continental Resources, Inc. (the "Company") remains committed to the highest ethical, honest and fair conduct. To support this commitment, the Company has adopted a Code of Business Conduct and Ethics ("Code"). The Code requires all directors, officers and employees to promptly disclose and report any suspected or actual misconduct, fraud, wrongdoing, or events of a questionable, fraudulent, unsafe or illegal nature. To ensure adherence to the Code, the Company: (i) maintains a strict no-retaliation policy to protect any persons who report suspected or actual violations of the Code; (ii) encourages direct reporting to the General Counsel, a Human Resources representative, or the Chair of the Audit Committee of the Board of Directors; and (iii) maintains an Ethics Hotline by which employees may submit reports anonymously.

The Company has established the following procedures for: (i) the receipt, retention and treatment of complaints involving any act or omission that is a violation of the Code or is of a questionable, fraudulent, unsafe or illegal nature; and (ii) the confidential, anonymous submission by employees of concerns in connection with any of the foregoing types of acts or omissions. Any complaints or concerns of employees or other persons regarding such acts or omissions (which are referred to in these procedures as "Complaints") will be considered by the Company in accordance with these procedures, subject to the oversight by the Company's General Counsel or Audit Committee (in connection with Financial Control Issues).

## 02 Responsibilities

You should read this Policy, in connection with other Company Policies, if you are:

| Role              | Responsibility                                                                                                 |
|-------------------|----------------------------------------------------------------------------------------------------------------|
| General Counsel   | Responsible for administration of this policy, including any updates that may be necessary or appropriate      |
| Audit Committee   | Responsible for administration of this policy, including any updates that may be necessary or appropriate      |
| All CLR Employees | Responsible for reading, understanding, and adhering to this policy in conjunction with other Company policies |

## 03 Definitions and Descriptions

None.

## 04 Policy

The Ethics Hotline number is 1-844-830-0002. Complaints to the Ethics Hotline may also be submitted online at [www.lighthouse-services.com/clar](http://www.lighthouse-services.com/clar). Please see **04.09, "Ethics Hotline Procedures"** below for a more detailed discussion of how to access and use the Ethics Hotline.

## 04.01 Scope of Matters Covered by These Procedures

These procedures apply to Complaints, relating to, among other things, the following:

- any unethical, improper or questionable behavior or violation of any applicable law, regulation or rule;
- unsafe work practices;
- harassment or other inappropriate workplace conduct;
- substance abuse;
- theft or substantial mismanagement of Company resources;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company and the misapplication of generally accepted accounting principles;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- the misrepresentation of a fact or the making of a false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition;
- fraud or deception of any kind;
- violation of the Company's [Confidential and Proprietary Information Policy](#); and
- violation of the Company's [Trading in Company Securities Policy](#).

## 04.02 Submission of Complaints

### To Whom:

Employees with Complaints may report their complaints or concerns to:

- their supervisor or higher levels of management;
- the General Counsel of the Company;
- any member of the Company's Audit Committee (in connection with Financial Control Issues).

All supervisors and higher levels of management are required to notify the General Counsel of any ethics or compliance violation, concern or complaint. If a Complaint involves the General Counsel, the matter should be reported directly to any member of the Audit Committee. Contact details for the General Counsel and each member of the Company's Audit Committee may be found at

<http://clrnet/Aboutus/SitePages/Home.aspx>.

### How:

Complaints may be delivered in person, by e-mail, by internal mail, by U.S. mail, by telephone or voice mail, through CLR's website, or through the Ethics Hotline, as discussed below. Employees may use any of these methods to submit Complaints confidentially to the persons listed above.

Complaints may be submitted anonymously by internal or regular mail or through the Ethics Hotline as discussed below. The Company cannot guarantee Complaints made orally, whether by telephone or voice mail, other than those made through the Ethics Hotline, will remain anonymous because the recipient of the complaint may recognize a complainant's voice.

The Company encourages individuals to identify themselves when making Complaints, because appropriate follow-up and investigation may not be possible if the source of the Complaint is unknown. Anyone who submits a Complaint in good faith should have no fear of dismissal or retaliation of any kind. However, anonymous Complaints will be considered under these procedures and every effort will be made to determine if the Complaint is credible.

The Ethics Hotline (**1-844-830-0002**) may be used for confidential or anonymous communications regarding Complaints. If an employee wishes to remain anonymous but submit a written Complaint, the employee should submit the Complaint via e-mail at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) or [www.lighthouse-services.com/clr](http://www.lighthouse-services.com/clr), or should take care to submit a letter or interoffice communication without a return address or other identifying mark.

#### **What:**

The report of any Complaint should be factual rather than speculative or conclusory. The Complaint should contain as much specific information as possible to allow for proper assessment and investigation. A Complaint describing an alleged violation or concern should be candid and set forth all of the information the complainant knows regarding the allegation or concern. In addition, all Complaints should contain sufficient corroborating information to support the commencement of an investigation.

### **04.03 Prohibition on Retaliation**

Any individual who in good faith reports a Complaint, even if the report is mistaken, or who assists in the investigation of a reported violation, will be protected by the Company. Retaliation in any form against these individuals will not be tolerated. Any act of retaliation should be reported immediately and will be disciplined appropriately.

Specifically, the Company will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate or retaliate against any employee in the terms and conditions of the employee's employment because of any lawful act done by that employee to either

- a. Make a good faith report of any Complaint or otherwise provide information, cause information to be provided, or otherwise assist in any investigation regarding any conduct the employee reasonably believes constitutes a violation of the Company's [Code of Business Conduct and Ethics](#), law, rule, or regulation, or other Company Policies including, without limitation, any rule or regulation of the Securities and Exchange Commission or any provision of federal law relating to fraud against shareholders, or
- b. File, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or, to the employee's knowledge, about to be filed relating to an alleged violation of the Company's [Code of Business Conduct and Ethics](#) and/or any such law, rule, or regulation or other Company Policies.

### **04.04 Prohibition on False Complaints**

It is a violation of this Policy and the Code to knowingly make a false Complaint. A Complaint is false where the person making the Complaint has actual knowledge the Complaint or statement is false or fictitious, or

where such person acts with disregard to the truth or falsity of a claim or statement. An individual making a false Complaint will be subject to discipline, up to and including termination.

#### **04.05 Compliance with the Policy**

The Company delivers a copy of this policy to all current employees annually and will deliver a copy of this policy to new employees on or prior to their start of employment. In addition, a link to the current version of this Policy will be maintained on the Company's intranet. All employees must follow the procedures outlined herein and cooperate with any investigation initiated pursuant to this Policy. Adhering to this Policy is a condition of employment. The Company must have the opportunity to investigate and remedy any alleged violations of this Policy or employee concerns, and each employee must ensure the Company has an opportunity to undertake such an investigation. Nothing in this Policy is intended to prevent employees from reporting matters to appropriate law enforcement agencies or regulatory bodies. This Policy does not constitute a contract of employment or change the at-will status of any employee.

#### **04.06 Receipt and Treatment of Complaints**

All Complaints by employees and any Complaints by non-employees, such as shareholders, creditors, customers and suppliers, will be forwarded to the General Counsel or Director of Human Resources, unless such Complaints involve Ethics, Compliance or Financial Control Issues, in which case they shall be forwarded to the General Counsel and Chair of the Audit Committee. Any Complaint involving the General Counsel shall only be forwarded to the Chair of Audit Committee. Any Complaint involving Human Resources shall only be forwarded to the General Counsel and Chair of the Audit Committee.

The General Counsel or Audit Committee (in connection with Complaints related to the General Counsel or Financial Control Issues) may, in each of their respective reasonable discretion, determine not to commence an investigation if a Complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support.

Upon receipt of a Complaint, the General Counsel, Director of Human Resources or Audit Committee (in connection with Complaints related to the General Counsel or Company's Financial Control Issues) will:

1. determine whether the complaint is a credible Complaint; and
2. when appropriate, acknowledge to the sender receipt of the Complaint.

Each credible Complaint involving matters other than the Company's General Counsel or Financial Control Issues will be reviewed and investigated by the General Counsel and/or such other persons as the General Counsel determines to be appropriate, under the General Counsel's direct review, direction and oversight. Each credible Complaint involving Financial Control Issues will be reviewed and investigated by the General Counsel (unless the matter involves the General Counsel) and/or such other persons as the Audit Committee determines to be appropriate, under the Audit Committee's direct review, direction and oversight. Each credible Complaint involving the General Counsel will be reviewed and investigated by the Audit Committee and/or such other persons as the Audit Committee determines to be appropriate, under the Audit Committee's direct review, direction, and oversight.

The General Counsel and Audit Committee shall each have the authority to retain outside legal, accounting or other expertise in any investigation as each of them shall deem necessary or desirable to conduct an investigation in accordance with this policy and, in the case of the Audit Committee, its charter.

Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. If the Complaint was not submitted anonymously, the identity of the complainant will be shared only with persons whose decisions are not implicated by the Complaint.

All credible Complaints will be investigated to a resolution. The General Counsel and Audit Committee, as applicable, will ensure the Company's management takes prompt and appropriate corrective action when and as warranted in the judgment of the General Counsel or Audit Committee, including, where appropriate, reporting any violation to the relevant regulatory authorities.

In connection with Complaints involving the Company's Financial Control Issues, the Audit Committee will determine the appropriate report to be made to the Company's external independent auditor.

## 04.07 Reporting and Retention of Complaints and Investigations

The General Counsel will maintain a log of all Complaints relating to matters other than the General Counsel or Financial Control Issues, tracking their receipt, investigation and resolution. The Audit Committee will maintain a log of all Complaints relating to matters involving the Company's Financial Control Issues, tracking their receipt, investigation and resolution. Copies of Complaints and such logs will be maintained in accordance with the Company's [Records and Information Management Policy](#).

## 04.08 Policy Administration

As stated in section [02 "Responsibilities,"](#) the General Counsel and Audit Committee are responsible for the administration of this policy, including any updates that may be necessary or appropriate.

## 04.09 Ethics Hotline Procedures

The Company has arranged with an independent third party, Lighthouse, to provide a valuable benefit for you, the Ethics Hotline. The Ethics Hotline enables employees to report workplace wrongdoing, ethics violations, and ethics concerns without giving their name or identifying themselves in any way. The toll-free Ethics Hotline is monitored 24 hours a day by Lighthouse. When making a report to the Ethics Hotline, employees should state the name of the Company, Continental Resources, Inc. Employees' calls to the Ethics Hotline will not be traced.

**To make a report, call 1-844-830-0002.** Reports may also be submitted online via the internet at [www.lighthouse-services.com/clr](http://www.lighthouse-services.com/clr) or by email at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com).

Each call will be taken seriously. However, it is important to provide enough information, so action can be taken, if necessary. Please report what happened, including dates, times and witnesses. Each report will be kept as confidential as possible.

Do not use the Ethics Hotline for pranks, jokes, or untrue claims.

### 04.09.01 Using the Ethics Hotline

1. Get prepared. Think about what you want to say.
2. Have the Ethics Hotline number close at hand.
3. Using a touch tone phone, dial 1-844-830-0002.
4. Your call will be answered by a trained Lighthouse employee.

5. You will be required to give your Company name and location, without giving your name or identifying yourself in any way.
6. A written transcript of your report will be sent to your Company. Lighthouse will not send your report to anyone specifically named in your report.

## 05 References

- [www.lighthouse-services.com/clr](http://www.lighthouse-services.com/clr)
- <http://clmnet/aboutus/SitePages/Home.aspx>
- [Code of Business Conduct and Ethics](#)
- [Confidentiality and Proprietary Information Policy](#)
- [Records and Information Management Policy](#)
- [Trading in Company Securities Policy](#)

## 06 Review History

| Rev. No. | Name(s) and Title(s) of Revisers                                                                                             | High Level Description of Changes                     | Date     | Status   |
|----------|------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|----------|----------|
| 4.0      | Eric Eissenstat, General Counsel<br>Brooks Richardson, Risk Director<br>Jennifer Pruitt, Technical Communications Specialist | Minor revisions.                                      | 1/5/18   | Approved |
| 3.0      | Eric Eissenstat, General Counsel<br>Brooks Richardson, Risk Director<br>Jennifer Pruitt, Technical Communications Specialist | No material changes.<br>Moved to standardized format. | 10/13/16 | Approved |
| 2.0      | Eric Eissenstat, General Counsel                                                                                             | Revised.                                              | 8/6/15   | Approved |
| 1.0      | Eric Eissenstat, General Counsel                                                                                             | Initial draft.                                        | 11/19/13 | Approved |

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