

## WHISTLEBLOWER POLICY



### Policy

This policy, approved by the Audit Committee (the "**Committee**"), is intended to allow easy access for employees and related parties to the Committee. This policy addresses the commitment of the Corporation and the board of directors of the Corporation (the "**Board**") to integrity and ethical behaviour by helping to foster and maintain an environment where employees and other individuals can act appropriately, without fear of retaliation. Employees are strongly urged to discuss with supervisors, managers or other appropriate personnel, when in doubt, the best course of action in a particular situation.

### Purpose

The purpose of this policy is to encourage all employees, external third parties and the general public to disclose any wrongdoing or apparent wrongdoing regarding Adverse Employment Action (as defined below), accounting, internal accounting controls or auditing matters that may affect the Corporation, the Corporation's customers, shareholders, employees, investors, or the public in general. This policy also outlines the procedures for filing a complaint, how a complaint is investigated and the criteria used to evaluate a complaint.

### Definitions

For purposes of this policy:

1. **Good Faith.** Good faith is evident when the complaint is made without malice or consideration of personal benefit and the individual(s) has a reasonable basis to believe that the complaint is true; provided, however, a complaint does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.
2. **Wrongdoing.** Examples of wrongdoing include, but are not limited to, financial fraud and accounting fraud, knowing violation of laws and regulations regarding accounting, internal accounting controls or auditing matters.
3. **Adverse Employment Action.** Examples of adverse employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment or denial of compensation as a result of an employee's report of wrongdoing, or any manner of discrimination against an employee in the terms and conditions of employment because of any lawful act done by an employee pursuant to this policy.

## **Procedures**

### **A. General Guidance**

This policy presumes that individuals will act in Good Faith and will not make false accusations when reporting Wrongdoing or Adverse Employment Action. An individual who knowingly or recklessly makes statements or disclosures that are not in Good Faith may be subject to discipline, which may include termination in the case of an employee.

### **B. Commitment of Audit Committee with Respect to Specified Complaints**

1. Under securities laws and regulations, the Committee will receive, retain, investigate and act on complaints and concerns of individuals regarding Adverse Employment Action, questionable accounting practices, breaches in internal accounting controls and other accounting, financial reporting or auditing matters.
2. At the discretion of the Committee, responsibilities of the Committee created by these procedures may be delegated to any member of the Committee or to a subcommittee of the Committee.

### **C. Procedures for Receiving an Allegation of Wrongdoing**

1. Any allegation of Wrongdoing or Adverse Employment Actions that is made directly to management, whether openly, confidentially or anonymously, will be promptly reported to the Chair of the Committee.
2. Each allegation forwarded to the Chair of the Committee, by management and each allegation that is made direct to the Committee, whether openly, confidentially or anonymously, will be reviewed by the Committee, who may, at their discretion, consult with any member of management or employee whom they believe would have appropriate expertise or information to assist the Committee.

In conducting its investigation, the Committee will promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Committee will be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

### **D. Considerations Regarding the Decision to Investigate**

In determining whether the Committee should investigate an allegation of wrongdoing, the Committee will consider, among other factors that are appropriate under the circumstances, the following:

- (a) the identity of the alleged wrongdoer;
- (b) the magnitude of the alleged Wrongdoing; and
- (c) the credibility of the allegation of Wrongdoing.

**E. Protection of Whistleblowers & Other Individuals**

The identity of any employees or outside individuals who make complaints pursuant to this policy will not be revealed to persons in any department, division or work location. The Corporation will make good faith efforts to protect the confidentiality of individuals making complaints: provided, however, the Corporation or its employees and agents will be permitted to reveal the individual's identity and confidential information to the extent necessary to permit an effective investigation, or as required by law. The Corporation will not tolerate any effort by any other employee or employee group, to ascertain the identity of any person who makes a good faith allegation anonymously.

Consistent with the policies of the Corporation, the Committee will not retaliate, and will not tolerate any retaliation by management or any other employee or employee group, directly or indirectly, against anyone who, in good faith, makes an allegation of wrongdoing or provides assistance to the Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating such an allegation.

**F. Procedures for Making Complaints**

In addition to any other avenue available to an employee (such as a supervisor), individuals who become aware of any Wrongdoing or suspected Wrongdoing or Adverse Employment Actions are encouraged to make a report as soon as possible. Concerns should be submitted with as much detail as possible in order for the claim to be evaluated accurately. Acts of alleged Wrongdoing or Adverse Employment Action may be disclosed as follows:

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