

# **WHISTLEBLOWER POLICY**

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## **1. PREAMBLE**

This policy establishes a process through which employees and others, either directly or anonymously, can notify the company secretary or the chairman of concerns pertaining to the Company's compliance with acceptable standards of conduct, absence of honesty or integrity.

Every employee has the responsibility to notify concerns re violations of acceptable standards of conduct, honesty or integrity.

Even the best systems of control and procedures, however, cannot provide absolute safeguards against such violations.

## **2. REPORTING ALLEGED VIOLATIONS OR CONCERNS**

If an employee reasonably believes that any employee of the Company or other person acting on behalf of the Company has violated any legal or regulatory requirements or internal policy relating to accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the Company's financial statements, the employee should immediately report his or her concern to the company secretary or the chairman.

If an employee is not comfortable reporting a concern to either the company secretary or the chairman, he or she should report the concern to any supervisor or member of management whom he or she is comfortable approaching. Any manager or other supervisory employee who receives a report of an alleged violation must immediately forward the report to the company secretary or the chairman. The company secretary or the chairman will communicate all reports of alleged violations to the Board.

Reports of alleged violations may be submitted anonymously. All reports of alleged violations, whether or not they were submitted anonymously, will be kept in strict confidence to the extent possible, consistent with the Company's need to conduct an adequate investigation.

Reports of alleged violations should be candid, factual (rather than speculative) and should contain as much specific detail as possible to allow for proper assessment. The Company may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate factual support.

## **3. INVESTIGATION OF COMPLAINTS**

Upon receipt of a complaint alleging a violation, the Board, or a designated member of the Board, will make a determination as to whether a reasonable basis exists for commencing an investigation into the conduct alleged in the complaint. If the Board or its designated member concludes that an

investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the allegations.

At each meeting of the Board of Directors, the Board will discuss the status of any ongoing investigation and review the resolution of each complaint submitted, whether or not the complaint resulted in the commencement of a formal investigation.

#### **4. CORRECTIVE ACTION**

The Board is ultimately responsible for determining the validity of each complaint and fashioning, with the input of its advisors and the Company's management, if requested, the appropriate corrective action. The Board shall report any legal or regulatory non-compliance to the Company's management and ensure that management takes corrective action including, where appropriate, reporting any violation to relevant governmental authorities.

Any director, officer, or employee deemed to have violated any law, rule or regulation, or any internal policy regarding accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the Company's financial statements, may be subject to disciplinary action, up to and including termination.

#### **5. NO RETALIATION**

Employees should feel confident to report violations as described above or to assist in investigations of such alleged violations. The Company will not tolerate retaliation or discrimination of any kind by or on behalf of the Company and its employees against any employee making a good faith complaint of, or assisting in the investigation of, any violation of government laws, rules, or regulations or any of the Company's policies.

#### **6. COMPLIANCE WITH THIS POLICY**

All employees must follow the procedures outlined in this policy 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 violating or employee concerns, and each employee must, to the extent he or she has the capacity to assist, ensure that the Company has an opportunity to undertake such an investigation.

This policy does not constitute a contractual commitment of the Company. This policy should not be construed as preventing, limiting, or delaying the Company from taking disciplinary action against any individual, up to and including termination, in circumstances (such as, but not limited to, those involving problems of performance, conduct, attitude, or demeanour) where the Company deems disciplinary action appropriate.

This policy in no way alters an employee's at-will employment status with the Company. Either the Company or an employee can terminate the employment

relationship at the Company at any time, subject to that employee's employment contract and applicable legislation and regulation.