

Enterprise Risk Management Whistle Blower Policy

To be reviewed annually by the Audit Committee
(Issued July 9, 2009, Reviewed August 2019)

General Statement

The company has a responsibility for the stewardship of its resources and maintains internal controls and procedures to detect and to prevent improper activities. The company has a responsibility to investigate, take corrective action as required, and report to appropriate parties' allegations of suspected improper activities, and to protect those persons who, in good faith, report these activities to the appropriate authority.

Scope/Limit

This policy applies to all employees and directors who believe a protected or anonymous disclosure is required. It governs both the reporting and investigation of allegations of suspected contraventions of policy or unlawful activities and the protection of whistleblowers from retaliation.

Any allegation that falls within this policy that originates from a staff member, director or any other outside party will be processed in the manner outlined below.

Policy Statement

An employee or director may not:

1. retaliate against an employee, director or applicant for employment who has made a protected disclosure or who has refused to obey an illegal order, nor
2. directly or indirectly use or attempt to use the official authority or influence of his or her position for the purpose of interfering with the right of a person or an employee to make a protected disclosure to the company. It is the intention of company to take whatever action may be needed to prevent and correct activities that violate this policy.

All documentation related to reporting, investigation and enforcement under this policy shall be retained in a confidential and restricted manner.

Procedure for Filing a Report of Suspected Improper Activities

1. Any person may report allegations of suspected policy contraventions or illegal activities. Knowledge or suspicion of improper activities may originate from employees or management carrying out their assigned duties, internal or external auditors, law enforcement, regulatory agencies, members / clients, vendors, or other third parties. Allegations of suspected improper activities may also be reported anonymously.
2. Allegations of suspected improper activities should be made in writing so as to assure a clear understanding of the issues raised but may be made orally. Such reports should be factual and contain as much specific information as possible.
3. Allegations of a suspected improper activity should be made to the reporting employee's immediate supervisor or other appropriate manager or supervisor within the operating unit, who must in turn notify the CEO. However, when there is a potential conflict of interest or perceived possibility of retaliation such reports may be made directly to the CEO. When the alleged improper activities involve the CEO, such reports should be made to the Chair of the Audit Committee or the Chair of the Board. When the alleged improper activities involve a director, such reports should be to the CEO who will inform the Board as appropriate.
4. When a person reports allegation of suspected improper activities to an appropriate authority the report is known as a *protected disclosure*. Employees, directors and others who make a protected disclosure are protected from retaliation or influence peddling. All protected disclosures shall be retained in a confidential and restricted manner.
5. The CEO will forward a report on each allegation of suspected improper activities to the Board Chair and Chair of the Audit Committee and a follow-up report on actions taken in response. To the extent possible, anonymity will be maintained.
6. The Board Chair or the Chair of the Audit Committee may enlist outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, disclosure concerns or violations, accounting, internal accounting controls, auditing matters or violations of company policies.
7. Any employee who believes he or she has been subjected to retaliatory conduct for reporting suspected contraventions of policy or unlawful activity or for refusing to engage

in activity that would result in a violation of policy or law, should report such conduct to the CEO (unless the CEO is the source of, or such conduct to the CEO is for any reason inappropriate, unacceptable or will be ineffectual, or if the report has been made and the retaliatory conduct has not ended, the employee should report the incident directly to the Chair of the Board and the Chair of the Audit Committee.)

8. All internal complaints will be investigated promptly and with discretion, and all information obtained will be handled on a "need to know" basis. At the conclusion of an investigation, as appropriate, remedial and/or disciplinary action will be taken where the allegations are verified and/or otherwise substantiated.

I, _____, the undersigned acknowledge and agree to comply with the Whistle Blower Policy as set out above.

Date Signed