



BRAINHUNTER

2 Sheppard Ave. E., Suite 700
Toronto, ON Canada M2N 5H7

T: 416-225-9900 F: 416-225-9104

www.brainhunter.com

WHISTLEBLOWER POLICY

Introduction

The Company is committed to the highest possible standards of openness, honesty and accountability. In line with that commitment, we expect employees and others that we deal with who have serious concerns about any aspect of the Company's work to come forward and voice those concerns.

Employees are often the first to realize that there may be something seriously wrong within the Company. However, they may decide not to express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Company. They may also fear harassment or victimization. In these circumstances, they may feel it would be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

This policy document makes it clear that employees can do so without fear of victimization, subsequent discrimination or disadvantage. This Whistle Blowing Policy is intended to encourage and enable employees to raise serious concerns within the Company rather than overlooking a problem or seeking a resolution of the problem outside the Company.

This Policy applies to all employees and those contractors working for the Company.

The Policy is also intended as a clear statement that if any wrongdoing by the Company or any of its employees is identified and reported to the Company, it will be expedited and thoroughly investigated and remedied. The Company will further examine the means of ensuring that such wrongdoing can be prevented in future.

A Whistleblowing or reporting mechanism invites all employees to act responsibly to uphold the reputation of their organization and maintain public confidence. Encouraging a culture of openness within the organization will also help this process. This Policy aims to ensure that serious concerns are properly raised and addressed within the Company and are recognized as a key tool in enabling the delivery of good governance practices.

BACKGROUND

1. What is Whistleblowing?

Employees are usually the first to know when something is going seriously wrong. A culture of turning a "blind eye" to such problems means that the alarm is not sounded and those in charge do not get the chance to take action before real damage is done. Whistleblowing can therefore be described as giving information about potentially illegal and/or underhanded practices i.e. wrongdoing.

2. What is Wrongdoing?

Wrongdoing involves any unlawful or illegal behavior and can include:

- An unlawful act whether civil or criminal;
- Breach of or failure to implement or comply with any approved policy;
- Knowingly breaching municipal, federal or provincial laws or regulations;
- Unprofessional conduct or below recognized, established standards of practice;
- Questionable accounting or auditing practices;
- Dangerous practice likely to cause physical harm/damage to any person/ property;
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and avoidable cost or loss to the Company;
- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination in the course of the employment or provision of services.

This list is not definitive, but is intended to give an indication of the kind of conduct which might be considered as “wrongdoing”.

3. Who is Protected?

This Policy is set in the context of the statutory provisions of the Canadian Securities Association (CSA) Multilateral Instrument 52-110. Any employee who makes a disclosure or raises a concern under this Policy will be protected if the employee:

- Discloses the information in good faith;
- Believes it to be substantially true;
- Does not act maliciously or make false allegations, and
- Does not seek any personal or financial gain.

4. Who Should You Contact?

- a) Anyone with a complaint or concern about the Company should try to contact their supervisor, manager or executive responsible for the department which provides the relevant service. This depends, however, on the seriousness and sensitivity of the issues involved and who is suspected of malpractice.
- b) As an alternative, an anonymous report can be filed with Global Corporate Compliance.

Website: www.globalcci.com; login: reporting; password: audit

Phone: 1-877-266-2579

Fax: 1-877-216-8459

5. How the Company will Respond

The Company will respond positively to your concerns. Do not forget that testing out your concerns is not the same as either accepting or rejecting them.

Investigation

The Chair of the Audit Committee has been designated the official contact for reporting suspected fraudulent or other dishonest acts. Employees, with a reasonable basis for believing such acts have occurred, have a responsibility to report it to their supervisor, appropriate administrator, or the CEO. Employees also have the option of forwarding their concern anonymously.

Supervisors and administrators at all levels of management who become aware of suspected fraudulent and dishonest activity are to respond to the suspected activity in a consistent and appropriate manner and shall report the suspected activity to the Chair of Audit Committee.

The Chair of the Audit Committee will then determine if an investigation is warranted. If it is determined that an investigation is warranted, the Chair of the Audit Committee will investigate the suspected fraudulent or dishonest act and, depending on the nature of the complaint, may consult with the Company's Legal Counsel, Chairman of the Board, CEO, CFO, or other officers as appropriate.

Employees shall not confront the individual being investigated, or initiate investigations on their own, as such actions can compromise their safety and any ensuing investigation. In those instances where the investigation indicates criminal activity, the appropriate law enforcement agency will be notified.

Where appropriate, the Chair of the Audit Committee may deal with the issues raised as follows:

- a) investigation by the Audit Committee, management, the Board of Directors, or through the disciplinary process;
- b) referral to the police or appropriate authorities;
- c) referral to the external auditor;
- d) an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take.

The overriding principle with which the Company will act is the interest of the Company and its shareholders.

Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted.

Within 10 working days of a concern being raised, the responsible officer will write to you:

- a) acknowledging that the concern has been received;
- b) indicating how he/she proposes to deal with the matter;
- c) giving an estimate of how long it will take to provide a final response;
- d) telling you whether any initial enquiries have been made; and

- e) telling you whether further investigations will take place and if not, why not.

The amount of contact between the officers considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Company will seek further information from you.

The Company will take steps to minimize any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings, the Company will arrange for you to receive advice about the procedure.

The Company accepts that you need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, we will inform you of the outcomes of any investigation.

6. Time Frame

Concerns will be investigated as quickly as possible. It should also be kept in mind that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. Also, the seriousness and complexity of any complaint may have an impact upon the time taken to investigate a matter. A designated person will indicate at the outset the anticipated time scale for investigating the complaint.

7. Prevention of Recriminations, Victimization or Harassment

The Company will not tolerate an attempt on the part of anyone to apply any sanction or detriment to any person who has reported to the Company a serious and genuine concern that they may have concerning an apparent wrongdoing.

8. Confidentiality and Anonymity

The Company will respect the confidentiality of any whistleblowing complaint received by the Company where the complainant requests that confidentiality. However, it must be appreciated that it will be easier to follow up and to verify complaints if the complainant is prepared to give his or her name. In the event that anonymity is requested and the information is given through the whistleblower service, the person will be given a case number and a time or times when he or she can call back for updates on the investigation of his or her complaint.

9. False and Malicious Allegations

The Company is proud of its reputation with the highest standards of honesty. It will therefore ensure that appropriate resources are dedicated to investigating any complaint which it receives. However, it is important to realize that the Company will view very seriously any allegations which prove not to be substantiated or which prove to have been made maliciously or knowing them to be false.

The Company will regard the making of any deliberately false or malicious allegations by any employee of the Company as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal for cause.