

# MAGNET FORENSICS INC.

## WHISTLEBLOWING POLICY

**Effective Date:** February 01, 2021

### 1. Objective and Scope

Magnet Forensics Inc. and its subsidiaries (collectively, the “**Company**”) is committed to maintaining a workplace in which the Company can receive, retain and address all complaints received by the Company regarding accounting, internal accounting controls or auditing matters. To achieve this goal, the Board of Directors of the Company has delegated to the Audit and Risk Committee of the Board of Directors of the Company (the “**A&R Committee**”) the responsibility for establishing procedures in compliance with applicable law for (i) the receipt, retention, and treatment of complaints received by the Company regarding violations of or non-compliance with the Code of Business Conduct and Ethics and accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing procedures. This Policy has been established to enable employees, officers and directors of the Company, as well as other stakeholders, to raise such concerns on a confidential basis, free from discrimination, retaliation or harassment, anonymously or otherwise.

### 2. Examples of Complaints

Complaints covered by this Policy include, but are not limited to:

- Tampering with any accounting or audit-related records or documents of the Company (in any format, including electronic records such as emails) or destroying any Company accounting or audit-related records or documents (except as otherwise permitted or required by any records retention policies or guidelines as may be adopted by the Company from time to time).
- Fraud or deliberate error in the preparation, evaluation, review or audit of any of the Company’s financial statements.
- Fraud or deliberate error in the recording and maintaining of the Company’s financial records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or misleading classification of expenditures).
- Deficiencies in or non-compliance with the Company’s internal accounting controls (for example, circumventing the internal control compliance process).
- Misrepresentations or omissions regarding matters contained in the Company’s financial records, financial reports or audit reports.
- Any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external auditor of the Company in connection with the preparation, examination, audit or review of any financial statements or other records of the Company.
- Auditor independence concerns.
- Retaliation or retribution against an individual who makes a complaint under this Policy.

### **3. Method of Reporting**

The A&R Committee is responsible for administering this Policy. The General Counsel (the “**Compliance Officer**”) has also been designated to assist in the administration of this Policy and to receive any submissions made under this Policy. Issues and concerns regarding accounting, internal accounting controls or auditing matters or regarding violations of or non-compliance with the Code of Business Conduct and Ethics may be reported to any member of the A&R Committee or to the Compliance Officer via email at [whistleblowing@magnetforensics.com](mailto:whistleblowing@magnetforensics.com) or via regular mail to the Office of the General Counsel, Magnet Forensics, 2220 University Avenue E., Suite 300, Waterloo, ON, N2K 0A8.

Reports can also be manually submitted in writing to any member of the A&R Committee or to the Compliance Officer, provided that any request for confidential treatment should be made in writing using a sealed envelope marked with the following legend:

“CONFIDENTIAL – TO BE OPENED ONLY BY THE GENERAL COUNSEL”

All reports can be submitted anonymously if so desired and no attempts will be made by the Company to identify the sender. However, if a complainant fails to identify themselves in their complaint and the information provided is insufficient, the Company may not be able to adequately investigate and resolve the complaint.

### **4. Confidentiality**

A director, officer, employee or third party reporting an accounting, internal accounting controls or auditing matter may choose to disclose their identity. Where a report is submitted with a request for confidential treatment, in accordance with applicable law and any rules or requirements adopted by securities regulatory authorities and any stock exchange upon which the Company’s securities are listed, the identity of the person submitting the report and information that could reasonably be expected to reveal such person’s identity will be revealed only (i) to the person to whom the report was submitted, (ii) to the members of the A&R Committee of the Company and, where appropriate, the A&R Committee or Board of Directors of any investee of the Company that may be affected by the report, (iii) to such other persons as the Compliance Officer, the Chair of the A&R Committee of the Company, or the Chair of the Board of Directors of the Company, reasonably determines advisable in order to carry out an adequate evaluation or investigation of the matters described in the report, or (iv) as may be required by law, applicable regulatory authorities or a court of competent jurisdiction.

### **5. Further Information**

Further information may be required depending on the nature of the issue and the clarity of the information provided. Allegations made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted.

### **6. Investigation and Reporting**

Any reports received by the Compliance Officer or any member of the A&R Committee shall promptly be reported to the attention of the Chair of the A&R Committee and Compliance Officer, as applicable. Any such reports shall be reviewed by the A&R Committee and, if the A&R Committee determines that the matter requires further investigation, it will direct the Chair of the A&R Committee to engage outside advisors, as necessary or appropriate, to investigate the

matter and will work with management and the General Counsel to reach a satisfactory conclusion.

It is expected that the Chair of the A&R Committee will report to the Board of Directors of the Company any report which they believe may be material to the Company, and on the results of the relevant investigation.

## **7. Non-Retaliation**

Any allegation that proves not to be substantiated and which proves to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense and may result in disciplinary action up to and including termination.

However, none of the Company nor any officer, director or employee of the Company will take any reprisal or retaliation measures (including those that are prohibited by law), including to end the employment of, demote, discipline, suspend or impose a penalty related to the employment of any employee of the Company or intimidate or coerce any employee of the Company in relation to their employment (or threaten to do any of the foregoing) based upon any lawful action taken by or on behalf of that employee (i) with respect to the good faith reporting of complaints or concerns under these procedures, seeking advice with respect to such reporting, or indicating a good faith intent to make such a report, (ii) in co-operating with or participating in an internal investigation of a report pursuant to these procedures, (iii) in providing information, causing information to be provided, or otherwise assisting in an investigation regarding any conduct which the employee reasonably believes constitutes criminal conduct or a violation of applicable laws, where the information or assistance is provided to or the investigation is conducted by a regulatory, legislative or law enforcement authority, or (iv) in filing, causing to be filed, testifying, participating in, or otherwise assisting in a proceeding filed or about to be filed relating to alleged criminal conduct or an alleged violation of applicable laws.

Any act of retaliation should be reported immediately to any member of the A&R Committee or to the Compliance Officer. An employee, officer or director who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

## **8. Receiving and Investigating Reports**

If contact information is provided, the Compliance Officer will notify the sender of the complaint and acknowledge receipt of the reported or suspected violation within 10 business days. All reports will be investigated by the Company. An investigation of any matter brought to the Company's attention as a result of these procedures will not in any way be, or be deemed to be, a determination that any actions or inactions that are the subject of the report have in fact occurred or are improper.

## **9. Retention of Reports**

The A&R Committee will retain as part of the records of the A&R Committee any complaints or concerns submitted under this Policy, tracking their receipt, investigation and resolution, for a period of at least 6 years.

## 10. Acting in Good Faith

Persons filing a report under this Policy should be acting in good faith and have an honest belief that the complaint is well founded, including a reasonable factual or other basis. Any reports based on allegations that are without basis, cannot be substantiated or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

## 11. Review of Policy

The A&R Committee shall review this Policy on a periodic basis to determine whether the procedures established under this Policy operate effectively in respect of the receipt, retention and treatment of reports and in providing a confidential and anonymous procedure as may be required by applicable laws.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability against the Company.

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**Should you have any questions or wish additional information regarding this Policy please contact the Compliance Officer via email at [whistleblowing@magnetforensics.com](mailto:whistleblowing@magnetforensics.com).**