



WHISTLEBLOWER POLICY

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I. PURPOSE

- A. The purpose of this policy is to safeguard the integrity of MindBeacon Holdings Inc.'s (“**MindBeacon**” or the “**Corporation**”) financial reporting and business dealings and to support adherence to the Code of Conduct (the “**Code**”).
- B. It is in the interest of all stakeholders of the Corporation that concerns regarding the Corporation's financial reporting and adherence to the Code be reported so that they can be appropriately addressed.
- C. In furtherance of the foregoing, this policy:
- provides a procedure for reporting concerns (including on an anonymous basis);
 - provides protection to those individuals reporting concerns; and
 - establishes a process for investigating reported concerns.

II. INCIDENT REPORTING

- A. Employees, managers, executive officers and directors of MindBeacon, as well as the employees, managers, executive officers and directors of MindBeacon's subsidiaries (together the “**MindBeacon Personnel**” or “**personnel**”), have an obligation to immediately report any situation of known or suspected acts of misconduct or other violations of the Code (any such event being referred to as an “**Incident**” and a report of an Incident being referred to as an “**Incident Report**”). MindBeacon's agents, representatives and advisors are expected to follow the Code. They are also expected to report any Incidents in accordance with the terms of this policy.

Incidents to be reported include, but are not limited to, the following:

- Financial Reporting*: concerns regarding the integrity of the Corporation's financial statements, financial reporting, financial controls, auditing process or financial accounting. Examples include misrepresentation or suppression of financial information, non-adherence to internal financial reporting policy/controls, accounting or auditing irregularities, and auditor independence concerns;
- Fraudulent Activity*: concerns regarding any fraud, theft or other deceptive conduct, including falsification of the Corporation's records or theft of the Corporation's or third-party property;
- Breaches*: concerns regarding any breach or suspected breach of the Code, this policy or any other of the Corporation's policies, or breach of any laws or regulations (including securities laws), including unauthorized disclosure of confidential information, workplace violence or threats, conflicts of interest, criminal conduct, kickbacks, bribes, sexual harassment, discrimination or substance abuse; and
- Retaliation*: concerns regarding discrimination, harassment and/or retaliation against any employee, manager, executive, officer or director who, legitimately and in good faith, reports an Incident or provides information or otherwise assists in an investigation or proceeding regarding an Incident.

- B.** MindBeacon Personnel who find their concerns about an Incident not satisfactorily addressed by their immediate supervisor (or higher-ranking persons) or who feel that the seriousness and sensitivity of the issues or people involved require that the reporting of such questionable event should neither be addressed to the attention of their immediate supervisor, nor follow the hierarchical ladder, should file a complaint with the Chief Financial Officer (“**Whistleblowing Officer**”) at:

E-mail: john.plunkett@mindbeacon.com
Mail: 801-175 Bloor Street East, North Tower
Toronto, Ontario, Canada, M4W 3R8

All Incidents reported to the Whistleblowing Officer, whether or not they are anonymous, are also forwarded directly to the Chair of the Audit Committee unless such Incident report names the Whistleblowing Officer, the Chief Executive Officer, the Chair of the Audit Committee, or the Chair of the Board of Directors of the Corporation (the “**Board**”) or one of the direct reports to the Whistleblowing Officer or the Chief Executive Officer, in which case the Incident Report shall be forwarded directly to the Chair of the Audit Committee and the Lead Director (unless they are named in the Incident Report).

III. RETALIATION AND RETRIBUTION PROHIBITED

MindBeacon does not tolerate acts of retaliation or retribution, including termination, demotion, transfer, denial of promotion, discipline, discrimination, harassment, suspension, threats or any other discriminatory actions, against any MindBeacon Personnel or other persons who make a good faith Incident Report. MindBeacon will ensure the protection from any form of retribution or retaliation made against any MindBeacon Personnel or other persons as a result of any such good faith Incident Report. Personnel found to have retaliated, or sought retribution, against a person having made a good faith Incident Report, even if such Incident Report is ultimately mistaken, will face disciplinary action, which may include termination.

IV. INVESTIGATION PROCEDURES

- A.** The Chair of the Audit Committee and the Chief Financial Officer shall adhere to the investigation procedures set out in this policy, but may, subject to approval of the Chair of the Board or Lead Director, in appropriate circumstances recognizing the unique and sensitive circumstances that may arise with respect to an Incident, and taking into account the severity of the Incident, adopt modified procedures if determined to be in the best interests of the Corporation and the individuals involved in the Incident (for example to protect the confidentiality of the complainant).
- B.** The Chair of the Audit Committee and the Chief Financial Officer shall also determine the internal procedures for managing the investigation, which shall include reporting of the Incident and the results of the investigation, as appropriate.
- C.** The investigation generally will include, but will not be limited to, discussions with the complainant (unless the Incident was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate, together with an examination of all relevant and appropriate documentation concerning the Incident.
- D.** The Chair of the Audit Committee and the Chief Financial Officer may enlist MindBeacon Personnel and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of an Incident.

- E. It is the obligation of all MindBeacon Personnel to cooperate in any investigation of an Incident. Cooperation in any investigation of an Incident will also be expected of MindBeacon's agents, representatives and advisors.
- F. Any person to whom an Incident is reported, or who receives reports of an investigation of an Incident, or who is otherwise involved with or becomes aware of any aspect of an Incident, will use all reasonable efforts to maintain the confidentiality of the allegations of the Incident and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Corporation's policies, or monitor compliance with or administer the Corporation's policies. Disciplinary action may be taken as appropriate in the circumstances where there is a breach of this obligation of confidentiality.

V. CORRECTIVE AND DISCIPLINARY ACTION

- A. The Corporation shall determine the appropriate steps to undertake to determine what, if any, corrective and disciplinary actions will be taken in respect of any Incident. This may include input from the Board, its committees or their respective chairs, the Lead Director, the Chief Executive Officer or the Chief Financial Officer.
- B. Corrective and disciplinary actions, if appropriate, may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus, or stock options or other incentives, suspension without pay, or termination of employment or other contractual relationship. In the event that an investigation establishes that MindBeacon Personnel have engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this policy, the Corporation will take immediate and appropriate corrective action up to and including termination of an employee's employment.
- C. In addition to any disciplinary or corrective action taken by the Corporation, violations of some of this policy may require restitution or may lead to civil or criminal action against individual employees, officers and directors and any company involved. Conduct contrary to some of this policy may be in violation of federal, provincial or other law and may be the basis for legal action against the offending employee, manager, executive, officer or director by the Corporation and/or others.
- D. In the event that the investigation reveals that an Incident was frivolously reported or reported for improper motives or made in bad faith, disciplinary action may be taken as appropriate in the circumstances.
- E. The Corporation shall retain as a part of the records of the Corporation any reported Incidents, any resulting investigation and any corrective or disciplinary action for a period of no less than seven years.

VI. REVIEW OF POLICY

- A. The Whistleblowing Officer shall report to the Audit Committee on any failure of any personnel to cooperate in the effective implementation of this policy.
- B. The Whistleblowing Officer shall report to the Audit Committee, on a quarterly basis, the status of any ongoing investigations as well as the outcome of any investigations that were closed in the preceding quarter.

- C. The Audit Committee shall periodically review and evaluate this policy to determine whether it is effective in providing appropriate procedures to report violations or complaints regarding any of the matters covered herein. The Audit Committee will submit any proposed changes to the Board for approval.