

Policy Statement

Applies to:  All Locations, USA

Date Last Approved: September 2019

Approvals: Management Committee

Subject: Whistleblower Policy and Procedures

Canlan's Code of Conduct policy (the Code) describes the standards of conduct required of employees, managers, directors and officers of the Company. This policy is supplemental to the Code and is required under Multilateral Instrument 52-110, "Audit committees", to set out the procedure and contact information for employees and others to report any wrong doings or suspected wrong doings within the company. This policy should be read in conjunction with the Code. The policy is designed as a safeguard to the integrity of Canlan's financial reporting.

This policy applies to all employees of the Company. The term "employees" includes all permanent, contract, secondment and or temporary agency employees who are on long term assignments with the company, as well as to consultants and contractors to the Company. All employees, directors & officers have a responsibility to report concerns.

This Policy is also intended to provide a method for other stakeholders (e.g. suppliers, customers, shareholders) to voice any concerns regarding the Company's business conduct.

BACKGROUND

1) What is wrong doing – Types of concerns to be reported:

- **Financial Reporting:** examples include falsification or destruction of business or financial records; misrepresentation or suppression of financial information; non-adherence to internal financial reporting policy(s) / controls; and or auditor concerns.
- **Suspected Fraudulent Activity:** examples include theft; insider trading; market manipulation; defalcation; and corrupt practices including giving or receiving bribes or other improper benefits.
- **Breaches of the Code, Other Compliance Policies and Laws & Regulations:** examples include conflict of interest; illegal, deceptive or anti-competitive sales practices; violations of governing laws and regulations and non-adherence to internal compliance policies.
- **Retaliation or Retribution Against an Individual Who Reports a Concern:** examples include statements, conduct or actions involving terminating, disciplining, demoting, suspending, harassing, intimidating, coercing or discriminating against an individual reporting a concern in good faith.

This list is not definitive but is intended to give an indication of the kind of conduct which might be considered as "wrong doing".

2) Who is protected

This Policy is set in the context of the regulatory provisions of the Multilateral Instrument 52-110, “Audit Committees”. 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 knowingly false allegations; and
- Does not seek any personal or financial gain.

REPORTING CONCERNS

1. Seek Guidance

Anyone with a complaint or concern about the Company should first seek guidance from the person in charge of the group which provides the relevant service to the Company. This depends however, on the seriousness and sensitivity of the issues involved and who is suspected of wrong doing.

2. Communication Alternatives

With respect to matters relating to this Policy, any officer or employee may communicate with the company’s legal counsel, Mr. Alan Monk, of Edwards Kenney & Bray LLP in writing (which may be done anonymously as set forth below in Section 6), addressed as follows:

- a) By mail or delivery: **Mr. Alan Monk**
c/o DLA Piper (Canada) LLP
Suite 2800 Park Place
Vancouver, BC V6C 2Z7
(Marked “Confidential”)
- b) By facsimile: **Mr. Alan Monk**
Fax No.: (604) 605-3511
(Anonymity cannot be maintained for facsimiles)
- c) By e-mail **Mr. Alan Monk**
Email address: alan.monk@dlapiper.com
(Anonymity cannot be maintained for emails)

3. Reporting Accounting and Similar Concerns

Any concerns or questions regarding potential violations of any Company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls or auditing matters should be directed to Mr. Charles Allen, Chair of the Audit Committee of the Board of Directors in writing (which may be done anonymously as set forth below in Section 6), addressed as follows:

- d) By mail or delivery: **Mr. Chris McMullen**
Chair of the Audit Committee – Canlan Ice Sports Corp.
15 Forest View Road
Toronto, ON, M9C 1W8
(Marked “Confidential”)
- e) By facsimile: **Mr. Chris McMullen**
Chair of the Audit Committee, Canlan

Fax No.: 604-736-9170
(Anonymity cannot be maintained for facsimiles)

- f) By e-mail **Mr. Chris McMullen**
Email address: cdmcmullen18@gmail.com
(Anonymity cannot be maintained for emails)

4. Misuse of Reporting Channels

Employees must not use these reporting channels in bad faith or in a false or frivolous manner.

5. Time Frames

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

6. Reporting; Anonymity

When reporting concerns, the Company prefers that officers and employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the reports should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

GENERAL

Nothing in this Policy should be construed or interpreted as limiting, reducing or eliminating the obligation of any director, officer or employee of the Company to comply with all applicable laws. Conversely, nothing in this Policy should be construed or interpreted as expanding applicable standards of liability under provincial, state or federal laws for directors or officers of the Company.

End Policy