



## Whistleblower Policy

### 1. Purpose

CGX Energy Inc. (the "Corporation") does not tolerate illegal or unethical behavior, including fraud, criminal acts, security and regulatory violations, manipulation of accounting records and violations of accounting policies, internal controls, disclosure controls, auditing matters, the Corporation's code of business conduct and ethics (the "Code") and other policies of the Corporation. The Corporation has adopted this whistleblower protection policy (this "Policy") in order to provide for:

- (a) the receipt, retention and treatment of complaints received by the Corporation, including with respect to violations of accounting policies, internal controls, disclosure controls, auditing matters, the Code and other policies of the Corporation ("Reports"); and
- (b) a procedure for the confidential and anonymous submission of Reports to the Corporation.

### 2. Reporting Responsibility

- (a) *Responsibility to Report.* It is the responsibility of all directors, officers, employees and consultants of the Corporation to report any instances or suspected instances of fraud, criminal or quasi-criminal acts, illegal or unethical behaviour, securities or other regulatory violations, manipulation of accounting records and violations of accounting policies, internal controls, disclosure controls, auditing matters, the Code and other policies of the Corporation in accordance with this Policy.
- (b) *Activities to be Reported.* The scope of conduct that must be reported is intended to be broad and includes for example, any of the following activities:
  - (i) violation of any applicable law, rule or regulation relating to corporate reporting and disclosure or with respect to trading in securities of the Corporation;
  - (ii) violation of any corporate policies, including health, safety, environmental, operational, disclosure, trading or ethical;
  - (iii) fraud or potentially significant (whether in nature or amount) errors in the preparation, evaluation, review or audit of any financial statements or reports;
  - (iv) fraud or potentially significant (whether in nature or amount) errors in the recording and maintaining of financial records;
  - (v) misrepresentation or a false statement by or to a director, officer, employee or consultant of the Corporation respecting a matter contained in the financial records, reports or audit reports;
  - (vi) deviation from full and fair reporting of the Corporation's consolidated financial statement in accordance with applicable financial reporting standards; and
  - (vii) retaliation against employees who make Reports.
- (c) *Failing to Report.* Any director, officer, consultant or employee of the Corporation who withholds such information may be subject to investigation and/or disciplinary procedures and will be held accountable for not reporting information concerning such matters.

### **3. Reporting Violations**

#### **3.1 Implementing a Secure Reporting Process**

- (a) *Implementing a Secure Reporting Process.* The audit committee of the board of directors (the "Board") of the Corporation (the "Audit Committee") shall direct management of the Corporation ("Management") to take such action as may be necessary to provide employees with a confidential, anonymous means of submitting Reports or other concerns to the Audit Committee (the "Secure Reporting Process").
- (b) *Address for Secure Reporting.* As part of the Secure Reporting Process, individuals may make a Report directly to the chairman of the Audit Committee by sending a letter, marked "Private and Confidential", to the chairman of the Audit Committee, c/o CGX Energy Inc., 333 Bay Street, Suite 1100, Toronto, ON., Canada M5H 2R2.
- (c) *Assessing the Secure Reporting Process.* The Audit Committee shall review and assess the effectiveness of the Secure Reporting Process on a regular basis and recommend to the Board any changes it deems appropriate.

### **4. Procedures for Receiving Reports**

#### **4.1 Receiving Reports**

- (a) *Recording the Report.* Any Report that is made directly to any member of Management, whether openly, confidentially or anonymously, shall be recorded and promptly referred to the Audit Committee.
- (b) *Investigating the Report.* Each Report referred to the Audit Committee and each Report made directly to the Audit Committee, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in its discretion and while maintaining the utmost confidentiality at all times, consult with any director, officer, consultant or employee who is not the subject of the allegation and who may have appropriate knowledge to assist the Audit Committee.
- (c) *Obtaining Outside Advisors.* The Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

#### **4.2 Delegation of Responsibilities**

- (a) *The Responsible Officer.* The responsibilities of the Audit Committee created by this Policy may, at the discretion of the Audit Committee, be delegated to any member of the Audit Committee (the "Responsible Officer"). The Responsible Officer shall report on all Reports received and/or investigated by the Responsible Officer at each meeting of the Audit Committee at which annual or interim financial statements are reviewed.
- (b) *Immaterial Reports.* The Responsible Officer may take action with respect to Reports which the Responsible Officer considers to be immaterial without the approval of the Audit Committee, and the Responsible Officer shall report to the Audit Committee at the next meeting of the Audit Committee on all such action taken.
- (c) *Material Reports.* With respect to Reports the Responsible Officer does not consider to be immaterial, the Audit Committee shall determine what action should be taken with respect to the Report.

## **5. Protection of Whistleblowers**

Any person who in good faith makes, either directly or anonymously, a Report shall not suffer harassment or retaliation from the Corporation, or adverse consequences as a result of actions taken by the Corporation, provided such person believes the information to be true, does not act maliciously or make knowingly false allegations and does not seek any personal or financial gain. A director, officer, consultant or employee of the Corporation who retaliates against an individual who has made a Report in good faith in accordance with this Policy or provides assistance to the Audit Committee, Management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report will be subject to discipline, up to and including termination of employment. This Policy is intended to encourage and enable individuals to directly raise serious concerns with the Corporation rather than seeking resolution outside the Corporation.

## **6. Records**

The Audit Committee shall retain for a period of seven (7) years all records relating to any Report and to the investigation of any such Report. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

## **7. Confidentiality**

### **7.1 Reports**

The Audit Committee will not discuss any Reports made pursuant to the Policy, or any action taken with respect to Reports, with the chief executive officer of the Corporation or any other officer, employee or consultant of the Corporation except to the extent reasonably necessary to give effect to this Policy. However, the Audit Committee will make regular reports to the governance committee of the Board with respect to compliance with the Code.

### **7.2 The Identity of Persons Making Reports**

The Audit Committee shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes a Report or reports a retaliation against an employee who makes a Report and who asks that his or her identity as the person who made such report remain confidential. The Audit Committee shall not make any effort, or tolerate any effort made by Management or any other person or group, to ascertain the identity of any person who makes a Report anonymously.

## **8. Notification of Others**

At any time during a review and/or an investigation of a Report, a member of the Audit Committee may notify the Corporation's legal counsel or external auditors of the receipt of a Report and/or the progress or results of any review and/or investigation of the Report and will provide such level of detail as may be necessary to allow for appropriate consideration by such persons of the Corporation's ongoing disclosure obligations, including with regard to any required officer certifications.

## **9. Communication of this Policy**

New directors, officers, employees or consultants will be provided with a copy of this Policy and are expected to read it carefully and seek assistance if they do not understand any aspect of it. All directors, officers, employees and consultants will be informed whenever significant changes to this Policy are made.

**10. Review of the Policy**

The Audit Committee will review and evaluate this Policy on a regular basis to determine whether this Policy is effective in providing a confidential and anonymous procedure to make Reports to the Corporation.

**Approved by the Board of Directors on July 13, 2018.**