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# EQRAZ Inc.

## Whistleblower Policy



September 2021

EQRAZ Inc. is committed to operating its business in ways that meet the highest standards of honesty, integrity, ethics, and professionalism. We are invested in the success of our business, but more importantly the people behind it. The Whistleblower Policy ensures all directors, officers, contractors, consultants, advisors, and employees have the means to report misconduct pertaining to financial matters with confidence.

## Section 1. General

EQRAZ Inc. (including, as applicable, its subsidiaries and affiliates the "Corporation") is committed to maintaining the highest standards of integrity and honesty in its business conduct and financial reporting. This commitment extends to maintaining accountability of our financial accounting, internal financial controls, and auditing processes ("financial matters") and compliance with applicable legal and regulatory requirements relating to our business in all material respects. The Whistleblower Policy and Procedures (the "Policy") is a supplement to the guidelines and principles set out in the Corporation's Code of Business Ethics and Conduct (the "Code"). All our directors, officers and employees are expected to participate actively in seeking to maintain this standard.

## Section 2. Purpose

The purpose of this Whistleblower Policy and Procedure (the "Policy") is to provide directors, officers, contractors, consultants, advisors, and employees with a process for confidentially reporting complaints or concerns regarding material financial matters, compliance with legal and regulatory requirements and violations of our Code (each a "Misconduct") while at the same time providing protection against retaliation for reports made in good faith. This Policy tells you exactly how and where to submit a complaint or concern, who deals with your complaint and how that complaint will be handled, processed, and documented. This Policy also describes the standards and principles that will govern the processing of all complaints and concerns whether they are received from people within the Corporation or external parties.

## Section 3. How to report violations

- i. The Corporation encourages employees to report actual or suspected Misconduct in a timely manner, including breaches of our Code, for recording and, if necessary, further investigation. In most cases, your immediate supervisor is in the best position to address an area of concern. Alternatively, the Misconduct may be reported directly to the Chief Executive Officer via email or other means of communication. In the event that the Misconduct relates to the Chief Executive Officer, you should report it to a member of EQRAZ's Board of Directors.
- ii. Misconduct related to financial matters or compliance with legal and regulatory requirements should be directed to the Chief Financial Officer via email or other means of communication. This may be done on an anonymous basis.

- iii. In certain circumstances, you may prefer to make a formal report regarding perceived or suspected Misconduct to a party outside of the Corporation. In such cases, you may directly communicate the Chair of the Corporation's Audit Committee via email to [auditchair@eqraz.com](mailto:auditchair@eqraz.com).

## Section 4. Confidentiality

The Corporation, including all persons designated to handle complaints under this Policy, will seek to treat all communications as confidential to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation. We encourage you to identify yourself when making a complaint or communicating a concern as anonymity can limit the Corporation's ability to complete a thorough investigation.

## Section 5. Acting in good faith

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

## Section 6. Handling of reported violations

Once your concern has been communicated by to your selected party in accordance with Section 3 above, (each a "Recipient"), the following procedures are intended to be followed:

1. Unless the report has been made anonymously, the Recipient should confirm receipt of your communication or complaint within five business days of receipt wherever practicable or where specifically requested.
2. The Recipient should register your complaint in a log and open a file. Both should be confidential and secure.
3. If the Recipient determines that your concern is covered by this Policy, he or she should conduct an investigation and determine whether further action is required. In conducting his or her investigation, the Recipient may enlist inside or outside legal, accounting, human resources or other advisors and may also refer the matter to the Audit Committee.

4. The Recipient should comply with all rules, regulations and legislation in conducting his or her investigation and should take all reasonable efforts to seek to keep the complaint and investigation confidential, if requested or required. In certain circumstances, the Corporation may be required to disclose matters relating to material infractions of financial matters or other matters in accordance with securities laws or stock exchange rules. In such cases the Recipient may be required to make adequate disclosure in a timely and appropriate matter.
5. All investigations should be conducted efficiently, taking into account the nature and complexity of the issues involved.
6. Periodically, the Director of Internal Audit will report to the Board of Director's and the Corporation's external auditors the aggregate number of complaints received (including complaints received), investigations conducted and the outcome of those complaints and investigations. The Audit Committee may also discuss such complaints with the directors of the Corporation where appropriate.
7. The Director of Internal Audit should promptly report to the Audit Committee any complaint that is well-founded and that may have material adverse consequences for the Corporation.
8. The Chair of the Audit Committee will investigate all complaints received or escalated under this Policy and will provide a report to the full Audit Committee. The Chair of the Audit Committee will determine whether a further review or investigation is required and will be free, in his or her discretion, to consult with any director, officer or employee to discuss the complaint and to engage outside experts including auditors, legal counsel or other advisors to assist in the investigation. The results of any further review or investigation will be reported to the full Audit Committee.

### **Section 7. Complaints from third parties regarding financial matters**

Although EQRAZ Inc., being a privately held Corporation, is not subject to Securities laws, it will voluntarily comply with these laws as a best practice. Securities laws require the

Corporation to establish procedures for the receipt, retention and treatment of complaints regarding financial matters. This may include complaints that are received from third parties. Accordingly, each Recipient should forward all complaints or concerns regarding financial matters received from a third party (including the Corporation's independent auditor) to the Audit Committee.

The Audit Committee should discuss such complaints at regularly scheduled meetings of the Audit Committee (unless they are unfounded or unless the materiality of the complaint requires earlier action).

### **Section 8. Protection from retaliation**

The Corporation will protect from retaliation any director, officer, contractor, consultant, advisor or employee who raises issues or makes a complaint, in good faith, regarding actual or suspected Misconduct. For employees, retaliation includes any form of penalty or adverse employment consequence, including discharge, suspension, demotion or transfer, harassment or discrimination. For non-employees, retaliation includes termination of contractual relationship or non-adherence to contractual terms. Any director, officer, contractor, consultant, advisor or employee who retaliates against someone who has reported a violation in good faith under this Policy will be subject to discipline up to and including termination of employment or contractual relationship as applicable. This Policy is intended to encourage and enable officers, directors, contractors, consultants, advisors, employees and others to raise serious concerns within the Corporation for proper resolution.

### **Section 9. Records retention**

The Audit Committee shall retain for a period of seven (7) years all records relating to any allegations covered under this Policy, including the results of any investigations and copies of all reports.

The Directors may, from time to time, permit departures from the terms of this Policy, either prospectively or retrospectively. This Policy is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

**This Whistleblower Policy for EQRAZ Inc. was approved by the Directors on 14<sup>th</sup> September 2021 and may be amended at any time.**