



Whistleblower Policy

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1. Statement of Policy

Vecima Networks Inc. (the “Corporation”) is committed to providing a workplace conducive to open discussion of the Corporation’s business practices and is committed to complying with the laws and regulations to which the Corporation is subject, as well as the Code of Business Conduct and Ethics and all policies referenced therein (the “Code”). Accordingly, the Corporation will not tolerate conduct that is in violation of such laws, regulations, or the Code. Each director, officer, and employee has a responsibility to promptly report any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls or auditing matters, or other violations of federal, provincial and state laws, rules or regulations, or the Code (collectively “Misconduct”) in accordance with the provisions of this policy. Any other third party, such as vendors, consumers, shareholders, or competitors may also submit in good faith a report of Misconduct pursuant to the procedures provided in this policy. In order to facilitate the reporting of Misconduct, the Corporate Secretary, in conjunction with the Audit Committee, has established procedures for: (i) the confidential, anonymous submission of reports of Misconduct by directors, officers, and employees; and (ii) the receipt, retention, and treatment of such reports.

2. Policy of Non-Retaliation

It is the Corporation’s policy to comply with all applicable laws that protect directors, officers, and employees against unlawful discrimination or retaliation as a result of their lawfully reporting information regarding, or their participation in investigations involving, Misconduct by the Corporation or its directors, officers, employees, or other agents. Specifically, the policy is designed to prevent directors, officers, or employees from being subject to disciplinary or retaliatory action by the Corporation or any of its directors, officers, employees, or other agents as a result of such director, officer, or employee:

- disclosing information to a government or law enforcement agency or a representative of the Corporation, where the director, officer, or employee has a good faith, reasonable belief that the information demonstrates a violation or possible violation of a federal, provincial, or state law, rule or regulation, or the Code; or
- disclosing information, testifying, or participating in a proceeding filed or about to be filed, or otherwise assisting in an investigation or proceeding, regarding any conduct that the director, officer, or employee reasonably and in good faith believes involves a violation or possible violation of a federal, provincial, or state law, rule or regulation, or the Code.

If any director, officer, or employee believes he or she has been subjected to any discrimination or retaliation or other action by the Corporation or by any of its directors, officers, employees, or other agents for reporting Misconduct in accordance with this policy, he or she may file a complaint with the Corporate Secretary or alternatively, if preferred, with the Chair of the Audit Committee by following the procedures set forth below under the heading “Method of Reporting – Reporting Misconduct Not Involving Accounting, Internal Accounting Controls or Auditing Matters”.

3. Method of Reporting

Reporting Misconduct Not Involving Accounting, Internal Accounting Controls, or Auditing Matters. If you become aware of Misconduct other than Misconduct involving accounting, internal accounting controls, or auditing matters, you shall report it to the Corporate Secretary, or alternatively should you prefer, you shall report it directly to the Chair of the Audit Committee.

Reporting Misconduct Involving Accounting, Internal Accounting Controls, or Auditing Matters. If you become aware of Misconduct involving accounting, internal accounting controls, or auditing matters, you shall report it to the Chair of the Audit Committee.

Submission of Reports. You may report Misconduct to the Corporate Secretary or the Chair of the Audit Committee, as appropriate:

- in person on a confidential basis;
- by delivering the report via regular mail to Vecima Networks Inc. at 771 Vanalman Avenue, Victoria, BC V8Z 3B8 c/o the Corporate Secretary or the Chair of the Audit Committee, as appropriate, on an anonymous basis or you may provide your name on a confidential basis; or
- by delivering the report via email to the Corporate Secretary at “peter.torn@vecima.com” or the Chair of the Audit Committee at “tkentelliott@gmail.com”, as appropriate, on an anonymous basis (by utilizing an email address that does not contain any personal information) or you may provide your name on a confidential basis.

All reports of Misconduct should focus on facts, rather than speculations or general conclusions. Where the report is provided anonymously, include as much specific information as possible to allow for proper assessment and investigation of the report. Where you intend to report Misconduct by mail, if you wish the Corporate Secretary or the Chair of the Audit Committee to be able to contact you to further investigate, you will also need to provide your contact information.

4. Procedure for Receiving and Investigating Reports

Misconduct Not Involving Accounting, Internal Accounting Controls, or Auditing Matters. Upon receipt of any report of Misconduct which does not, as determined by the Corporate Secretary, involve accounting, internal accounting controls, or auditing matters, the Corporate Secretary will determine whether the information disclosed in the report constitutes or could possibly constitute Misconduct. To the extent the Corporate Secretary deems appropriate, he or she will contact internal or external legal counsel and other appropriate persons to promptly and fully investigate such Misconduct under his or her supervision. The Corporate Secretary will inform the reporting person (if his or her identity is known or a reply email address is provided) that the report has been received and, to the extent appropriate, provide him or her with the name of, and contact information for, the persons assigned to investigate the report.

If you choose to report Misconduct not involving accounting, internal accounting controls, or auditing matters directly to the Chair of the Audit Committee, the Chair shall make such determinations and adopt such procedures, as applicable, as outlined above.

Misconduct Involving Accounting, Internal Accounting Controls, or Auditing Matters. Upon receipt of any report of Misconduct involving accounting, internal accounting controls, or auditing matters, the Audit Committee will determine whether the information disclosed in the report constitutes or could possibly constitute Misconduct. To the extent the Audit Committee deems appropriate, it will contact internal and external legal counsel and other appropriate persons to promptly and fully investigate such Misconduct under the supervision of the Audit Committee. The Chair of the Audit Committee will inform the reporting person (if his or her identity is known or a reply email address is provided) that the report has been received and, to the extent appropriate, provide him or her with the name of, and contact information for, the persons assigned to investigate the report.

Disciplinary and/or Corrective Action. If any investigation taken pursuant to this section confirms that Misconduct has occurred, the Corporation will take such disciplinary and/or corrective action with respect to the persons involved as determined to be appropriate under the circumstances, including possible termination of employment and, in appropriate cases, civil action or referral for criminal prosecution.

5. Retention of Reports

The Corporate Secretary and the Chair of the Audit Committee will maintain a record of all reports of Misconduct, any investigation thereof, and any disciplinary and/or corrective action taken in connection therewith. Copies of the records and all documents obtained or created in connection with any investigation will be retained for a minimum period of three years from the completion of the investigation.

6. Your Obligations

Read and Understand the Policy. When you receive this policy (or updated versions), you are expected to read and understand this policy and comply with its terms.

Report Misconduct. If you become aware of any Misconduct or violations of this policy, you must report same in accordance with the procedures set out above under the heading “Method of Reporting”.