

# Visioneering Technologies Inc.

## Whistleblower Policy

**Effective Date: February 12, 2019**

1. The Board of Directors encourages employees to report promptly any actual or suspected illegal, unethical or otherwise improper conduct by Visioneering Technologies Inc. (VTI), or any of its employees, including breaches of the Code of Conduct. Employees are encouraged to raise any areas of concern at any time. A report under this Policy should be made in the following order:
  - o To the relevant Executive reporting to the CEO or to the Head of HR
  - o To the CEO
  - o If the issue is not being adequately addressed or the employee is not comfortable speaking with one of the above individuals, the concern may be reported to the Chair of the Audit and Risk Committee, Jean Franchi , at [jeanfranchi@gmail.com](mailto:jeanfranchi@gmail.com)

You may at any stage skip a person in the chain outlined above if that person is the subject of the report or if you have another reason to believe that the person is not likely to deal with the report properly. Nothing in this Policy should be taken as restricting you from reporting any matter or providing any information to a regulator (such as ASIC or the FDA), VTI's auditor or a member of the audit team or any other person in accordance with any relevant law, regulation or other requirement.

2. The Board of Directors is committed to protecting employees who report improper conduct as outlined in this Section. All reports will be kept confidential, except to the extent reasonably necessary to conduct the investigation and take any remedial actions, or as required by law. Reports can also be made anonymously if required, however this may affect the ability to investigate the matter properly and to communicate with you about your report. Disclosures that involve a threat to life or property, illegal activities or legal action against VTI may require actions that do not allow for complete anonymity of the reporting person(s) (the "whistleblower"). In such cases, should it be necessary to disclose the identity of the whistleblower, reasonable steps will be taken to discuss this with the whistleblower first.
3. Reportable improper conduct is conduct that is illegal, unethical or in violation of VTI's policies or of a law or government regulation. It includes:
  - o fraudulent, corrupt or dishonest behavior
  - o criminal conduct
  - o sexual harassment, discrimination, retaliation or analogous inappropriate behavior
  - o legal or regulatory non-compliance (including non-compliance with health and safety requirements)
  - o improper accounting, internal accounting controls, or other financial matters, or the reporting of fraudulent financial information

You should also report a matter if you have previously reported but you are not satisfied with the response to your report.

4. Following receipt of a report, VTI will ensure that:
  - o the alleged improper conduct is thoroughly investigated; and
  - o appropriate disciplinary action proportionate to the seriousness of the offense is taken if the allegation is substantiated.

Investigation processes will vary depending on the precise nature of the conduct being investigated. The purpose of the investigation is to determine whether or not your concerns are substantiated, with a view to VTI then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances. The Board will be appropriately updated with all reports under this Policy and the investigations which follow each report.

5. Reprisals are adverse actions taken by one employee of VTI against another employee because of a good faith report or disclosure made in accordance with this Policy. VTI will ensure that reasonable measures are taken to maintain the confidentiality of the report and to protect employees against reprisals as a result of making a report under this Policy. An employee who retaliates against anyone who makes a report under this Policy will be subject to disciplinary action, which may include termination of employment. An external consultant will be engaged to perform an investigation in certain circumstances if it is deemed that special skills are required to properly conduct the investigation.
6. A false report could have significant effects on VTI's reputation and the reputations of other staff members and could also cause considerable waste of time and effort. Any deliberate false reporting, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.