



Whistleblower Policy and Procedures

Supplement to the Code of Conduct

DECEMBER 2021

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WHISTLEBLOWER POLICY

The Code of Business Conduct and Ethics (“the Code”) applies to all directors, officers and employees (collectively, “you”) of Trisura Group Ltd. (TGL), and its subsidiaries (collectively, “the Company”). The Whistleblower Policy (“the Policy”) is a supplement to the Code of Conduct. You attest to your adherence to the Policy as part of your annual attestation of adherence to the Code.

PURPOSE

The Policy is designed as a control to safeguard the integrity of the Company’s financial reporting, business dealings and to support adherence to the Code. The Code requires you to report any suspected violations of the Code, or any illegal or unethical behaviour, or concerns regarding same, including incidents of retaliation against someone raising concerns in good faith. It is in the interest of the Company and of all its stakeholders that such concerns be reported so that they can be appropriately addressed. The purpose of the Policy is to provide options for reporting concerns. The reporting can be completed confidentially through a number of channels, including an independent third party that allows for anonymous reporting.

CONCERNS TO BE REPORTED

The Policy deals with reporting concerns related to the following areas:

Financial Reporting Violations: any concerns regarding financial reporting must be reported immediately. Examples include, but are not limited to: falsification or destruction of business or financial records; misrepresentation or suppression of financial information; non-adherence to internal financial reporting policy/controls, including management overrides; non-adherence to regulatory obligations relating to financial controls; auditor independence concerns.

Suspected Fraudulent Activity: any concerns regarding fraudulent acts must be reported immediately. Examples include, but are not limited to: theft; insider trading; market manipulation; and corrupt practices, including money laundering, participation in bribery or the giving or receiving of other improper benefits.

Breaches of the Code, Company Compliance Policies, and/or Laws or Regulations: any concerns regarding breaches of the Code, Policies or Regulations must be reported immediately. Examples include, but are not limited to: conflicts of interest; illegal or deceptive sales practices; anti-competition practices; and violations of governing laws and regulations or internal compliance policies.

Retaliation or Retribution against an Individual who Reports a Concern: any suspected retaliation or retribution against any individual who reports a concern must be reported immediately. Examples include, but are not limited to: statements, conduct or actions involving termination, disciplining, demoting, suspending, harassing, intimidating, coercing or discriminating against an individual reporting a concern in good faith in accordance with the Policy.

REPORTING CHANNELS

There are several channels through which you may report concerns pursuant to the Policy. You should choose the channel that is most appropriate given the nature of your concern.

1. You may report the suspected or actual behaviour to your immediate manager/supervisor;
2. You may report your concerns to Human Resources or the Compliance Officer;

3. If you are uncomfortable or otherwise reluctant to report to your manager/supervisor, Human Resources, or to the Compliance Officer, or if it is inappropriate to do so, then you could report your concern to another level of management or an appropriate Board member;
4. If you wish to report your concerns anonymously, the Company has established a mechanism for confidential and anonymous (phone or web submissions) concerns through an independent third-party company by the name of Whistleblower Security via their platform, IntegrityCounts.

Reports received by the third-party provider are anonymous and confidential – the identity of the individual raising the concern is not known to the Company. Concerns raised through the independent third-party company are submitted to the Company's Review Group which is made up of the Chief Executive Officer, Chief Financial Officer, Vice President of Human Resources, and Compliance Officer to determine where the responsibility for the investigation lies;

5. Certain securities commissions and other regulatory bodies may also have channels through which you may report your concerns as well, depending on the nature of the concern. For further information on reporting through regulatory agencies, please refer directly to those bodies.

REPORT PROCESS

A number of people within TGL and its subsidiaries, including managers and supervisors, may receive reports from employees under the Policy. It is important that all such reports are processed in a consistent and documented manner. Therefore, if you receive a report under the Policy, you should ask the person making the report if they have also reported to the third-party company, i.e. IntegrityCounts and if they have not, you are to pass the report along through to IntegrityCounts (respecting anonymity if requested). IntegrityCounts will then log the particular report and follow the established procedures to ensure that the report is dealt with in the proper manner.

HOW TO FILE A REPORT

Contact IntegrityCounts by email, website, phone, fax, or mail.

Email:	absolute@integritycounts.ca
Website:	www.integritycounts.ca/org/TRISURA
Phone Toll Free:	North America 1-866-921-6714 Ireland 00-800-2002-0033 Barbados Toll Free number not available
Fax:	1-604-926-5668
Mail:	PO Box 91880 West Vancouver, BC V7V 4S4 Canada

INVESTIGATION

Whether the report is made directly to a TGL officer, or a manager in a TGL company, or through the third party company, a confidential record of the report will be prepared. Depending on the nature of the incident or behaviour reported, it will be dealt with, on a confidential basis at an appropriate level within TGL's management and/or by the Audit and Risk Committee. In any event, the Audit and Risk Committee will receive a quarterly summary of all reports received and their resolution.

All reported concerns will be investigated thoroughly, and all efforts will be made to ensure appropriate and timely resolution of concerns. The Company takes all concerns seriously and will investigate all credible complaints. Reporting anonymously through other channels can limit the ability of the Company to thoroughly investigate a report if insufficient information is provided, and you should be aware of this limitation. Code violations and regulatory compliance matters of a significant nature will be reported to the Compliance Officer, and to Executive Management, as appropriate. Results of all investigations will be provided to the appropriate executive team members, if appropriate. Wherever possible, the person who reported the concern will be advised of the status/resolution of the investigation.

PROTECTION FROM RETALIATION

As outlined in the Code, the Company will protect from retaliation any person who has filed a report in accordance with the methods described in the Code and in the Policy, based on the reasonable good faith belief that a violation has occurred or may occur in the future. Retaliation against any individual who raises a concern, in good faith, will not be tolerated.

QUESTIONS

Should you have any questions regarding the Policy, please consult your manager, the Vice President of Human Resources, the Chief Executive Officer, the Chief Financial Officer, or the Compliance Officer.