



xtract one

## WHISTLEBLOWER POLICY

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## Whistleblower Policy

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### INTRODUCTION

Xtract One's Whistleblower Policy (the "Policy") follows this introduction. While the full text of the Policy should always be consulted, the basics of the Policy and mechanics of the whistleblower program may be summarized as follows:

If you believe that you have witnessed business, operating, accounting or auditing practices that you feel are inappropriate or wrong and which are material, you should report your concerns in sufficient detail to enable the recipient of the complaint to investigate. When reporting your concerns, you may identify yourself or if you prefer, report anonymously.

To directly reach Xtract One's Audit Committee Chair, you can use any of the following methods:

1. Email – [lea.ray@xtractone.com](mailto:lea.ray@xtractone.com) to send a message directly to the Chair of the Audit Committee. To use this system with complete anonymity, employees should use a non-identifiable email address, such as Hotmail.com or Yahoo.com
2. Phone – Call (416) 818-9777 to speak directly to Xtract One's Audit Chair.

To have messages delivered directly to Xtract One's Legal Counsel, you can use any of the following methods:

1. Email – [rgodinho@cozen.com](mailto:rgodinho@cozen.com) to send a message directly to the Legal Counsel. To use this system with complete anonymity, employees should use a non-identifiable email address, such as Hotmail.com or Yahoo.com.
2. Voice Mail – Call (604) 674-9245 to leave a message with the Legal Counsel.
3. Mail – Send a letter marked "Personal and Confidential" to:

Cozen O'Connor LLP  
Attention: Mr. Rory Godinho  
Bentall 5, 2501-550 Burrard  
Vancouver, BC, V6C 2B5

Alternatively, you may report your concerns directly to your immediate supervisor.

All concerns that are reported must provide sufficient details to ensure that the Audit Committee can assess whether there exist reasonable grounds to initiate a review.

Upon receiving a complaint, the recipient will report to and forward your complaint to the Chair of the Audit Committee (the “**Chair**”). The Chair will review your concerns and oversee and provide direction on the investigation of your concerns and resolution of the matter. Depending on the nature of your concerns, the Chair may conduct the investigation utilizing internal management and staff or may choose to obtain external assistance.

At the conclusion of the investigation, if the Audit Committee determines that a violation of the Policy has occurred, appropriate corrective measures will be taken to address the violation with the accused party commensurate with the severity of the offence. Steps will also be taken to prevent further violation of the Policy. The Company may also report the matter to the appropriate outside agency, to ensure compliance with all laws and regulations.

Xtract One is committed to achieving and maintaining the highest standards of corporate governance. This Policy may be amended from time to time to ensure compliance with changing and developing laws and to incorporate improvements to the whistleblower program as we learn from our own experience and the experience of others.

## WHISTLEBLOWER POLICY

As a public company, the integrity of the financial and other information of Xtract One Technologies Inc. (the “**Company**”) is vital. The Company’s financial and other information guides the decisions of the Board of Directors of the Company and is relied upon by our shareholders and the financial markets. For these reasons, the Company must maintain a workplace where the Company can receive, retain and address all reports and complaints received by the Company concerning (i) accounting irregularities, internal controls, or auditing matters, and the confidential submission by employees and consultants of the Company of concerns regarding questionable accounting or auditing matters (collectively “Accounting/Audit Concerns”) and (ii) the potential violation of any law relating to fraud against shareholders, including without limitation the reporting of fraudulent financial or other information to our shareholders, the government or the financial markets (a “**Potential Violation**”). The purpose of this Whistleblower Policy is to provide the Company’s employees and consultants with a mechanism by which they can raise these concerns free of any discrimination, retaliation or harassment. This Policy applies to all consultants and employees, including senior officers of the Company.

The Company recognizes the value of transparency and accountability in its administrative and management practices, and therefore also supports the making of disclosures to the Company, or, if applicable, to law enforcement agencies that reveal “Grave Misconduct”, i.e., conduct which constitutes or could result in a violation of law by the Company or in a substantial mismanagement

of company resources and if proven constitutes a criminal offense or reasonable grounds for dismissal of the personal engaging in such conduct.

Therefore, it is the policy of the Company to require employees and consultants, when based on their reasonable belief they have Accounting/Audit Concerns, or believe that a Potential Violation or Grave Misconduct has occurred or is occurring, to report those concerns to Company management (on an anonymous basis, if employees or consultants so desire) or to raise those concerns by informing their immediate supervisor or the Company's legal counsel ("**Legal Counsel**"), on an anonymous basis, as described below. All reports will be taken seriously and will be promptly investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported, and the quality of the information provided. Where the reported Accounting/Audit Concerns are found to be accurate, and where Potential Violations or Grave Misconduct has been found to have occurred or be occurring, those matters will be corrected and, if appropriate, the persons responsible will be disciplined.

## REPORTING AND INVESTIGATION

If you have Accounting/Audit Concerns or believe that a Potential Violation or Grave Misconduct has occurred or is occurring, you must immediately report those facts to i) your immediate supervisor; ii) the Company's chair of the Audit Committee; or iii) the Company's legal counsel either identifying yourself or on an anonymous basis. If you identify yourself, you may then be requested to document your report in writing. You may notify the Company's chair of the Audit Committee by email or voicemail. You may notify Legal Counsel by sending an anonymous letter to Mr. Rory Godinho. Upon receiving such reports or complaints, the immediate supervisor or the Legal Counsel shall promptly forward the same to the Chair of the Audit Committee who will oversee and provide direction on the investigation and resolution of the matter.

If you later believe that you have been subject to discrimination, retaliation, threats, or harassment for having made a report under this Policy, you must immediately report those facts to your immediate supervisor or the Company's Chief Financial Officer. If, for any reason, you do not feel comfortable discussing the matter with your immediate supervisor, the Company's Chief Financial Officer or the Company's Legal Counsel, you should bring the matter to the attention of the supervisor of your immediate supervisor, and if you are not comfortable with discussion the matter with any of those individuals, you should bring the matter to the attention of a member of the Audit Committee. It is imperative that you bring the matter to the Company's attention promptly so that any concerns of discrimination, retaliation, threats or harassment can be investigated and addressed promptly and appropriately.

All reports and complaints under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. All employees, consultants and supervisors have a duty to cooperate in the investigation of reports of Accounting/Audit Concerns, Potential Violations or Grave Misconduct, or of discrimination,

retaliation, threats, or harassment resulting from the reporting or investigation of such matters. In addition, an employee or consultant shall be subject to disciplinary action, possibly including the termination of their employment or contract, if the employee or consultant fails to cooperate in an investigation, or deliberately provides false information during an investigation. If, at the conclusion of the investigation, the Company determines that a violation of this Policy has occurred, the Company will take effective remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy.

## DISCRIMINATION, RETALIATION OR HARASSMENT

The Company strictly prohibits any discrimination, retaliation, threats or harassment against any person who reports or who participates in an investigation of reports or complaints in good faith about Accounting/Audit Concerns, a Potential Violation or Grave Misconduct.

Any complaint that managers, supervisors, employees or consultants are involved in discrimination, retaliation or harassment in contravention of the Policy shall be promptly and thoroughly investigated in accordance with the Company's investigation procedures. If a complaint or discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including discharge, will be taken.

## RETENTION

All documents related to reporting, investigation and enforcement of and under this Policy, or of the discrimination, retaliation or harassment of an employee that made a report or complaint hereunder, shall be kept in accordance with the Company's record retention policy and applicable law.

## ADDITIONAL ENFORCEMENT INFORMATION

In addition to the Company's internal complaint procedure, employees and consultants should also be aware that certain federal, provincial, state and local law enforcement agencies may be authorized to review Accounting/Auditing Concerns, Potential Violations or Grave Misconduct. The Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies will be viewed as unacceptable under the terms of employment at the Company. Certain violations of the Company's policies and practices could even subject the Company, and individual employees and consultants involved, to civil and criminal penalties. Before issues or behavior can rise to that level, employees and consultants are encouraged to report to the Company Accounting/Audit Concerns, suspicion of Potential Violations or Grave Misconduct, or discrimination, retaliation, threats or harassment related to such reports. Nothing in this Policy is intended to prevent an employee or consultant from reporting information to the appropriate agency when the employee or consultant has reasonable cause to believe that the violation of a federal, provincial, state or local statute or regulation has occurred.

## MODIFICATION

The Audit Committee of the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, provincial or local regulations and/or to accommodate organizational changes within the Company.

Please sign the acknowledgement form below and return it to the Manager, Human Resources.

(as adopted by the Board of Directors on June 6, 2024)

## ACKNOWLEDGMENT AND AGREEMENT REGARDING THE WHISTLEBLOWER POLICY

I acknowledge that I have received a copy of the Company's Whistleblower Policy. I understand that, as a public company, the integrity of the financial information and other information of the Company is vital. I further understand that the Company is committed to a work environment free of discrimination, retaliation, threats or harassment for employees and consultants who have raised concerns in good faith regarding Accounting/Auditing Concerns, or concerns regarding Potential Violations or Grave Misconduct.

Accordingly, I specifically agree that to the extent I have concerns that I reasonably believe to be related to Accounting/Auditing Concerns, Potential Violations or Grave Misconduct, or which is otherwise in violation of the Company's policies, I will immediately report such conduct in accordance with the Company's Whistleblower Policy.

I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge of or concern regarding any such information or conduct.

\_\_\_\_\_  
Name Printed

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Signed

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Dated

Approved by the Board of Directors June 6, 2024