

Whistleblower Policy	Version: 1
	Effective Date: May 2023

I. PURPOSE

- A. The purpose of this policy is to safeguard the integrity of CloudMD Software & Services Inc.'s (the "**Company**") financial reporting and business dealings and to support adherence to the Code of Conduct (the "**Code**").
- B. It is in the interest of all stakeholders of the Company that concerns regarding the Company's financial reporting and adherence to the Code be reported so that they can be appropriately addressed.
- C. In furtherance of the foregoing, this policy:
 - provides a procedure for reporting concerns (including on an anonymous basis);
 - provides protection to those individuals reporting concerns; and
 - establishes a process for investigating reported concerns.

II. INCIDENT REPORTING

- A. Employees, managers, executive officers and directors of the Company, as well as the employees, managers, executive officers and directors of the Company's subsidiaries (together the "**Company Personnel**" or "**personnel**"), have an obligation to immediately report any situation of known or suspected acts of misconduct or other violations of the Code (any such event being referred to as an "**Incident**" and a report of an Incident being referred to as an "**Incident Report**"). The Company's agents, representatives and advisors are expected to follow the Code. They are also expected to report any Incidents in accordance with the terms of this policy.

Incidents to be reported include, but are not limited to, the following:

- a. *Financial Reporting*: concerns regarding the integrity of the Company's financial statements, financial reporting, financial controls, auditing process or financial accounting. Examples include misrepresentation or suppression of financial information, non-adherence to internal financial reporting policy/controls, accounting or auditing irregularities, and auditor independence concerns;
- b. *Fraudulent Activity*: concerns regarding any fraud, theft or other deceptive conduct, including falsification of the Company's records or theft of the Company's or third-party property;
- c. *Breaches*: concerns regarding any breach or suspected breach of the Code, this policy or any other of the Company's policies, or breach of any laws or regulations (including securities laws), including unauthorized disclosure of confidential information, workplace violence or threats, conflicts of interest, criminal conduct, kickbacks, bribes, sexual harassment, discrimination or substance abuse; and

- d. *Retaliation*: concerns regarding discrimination, harassment and/or retaliation against any employee, manager, executive, officer or director who, legitimately and in good faith, reports an Incident or provides information or otherwise assists in an investigation or proceeding regarding an Incident.

- B. The Company Personnel who find their concerns about an Incident not satisfactorily addressed by their immediate supervisor (or higher-ranking persons) or who feel that the seriousness and sensitivity of the issues or people involved require that the reporting of such questionable event should neither be addressed to the attention of their immediate supervisor, nor follow the hierarchical ladder, could file a complaint through IntegrityCounts, a confidential reporting system powered by WhistleBlower Security (the Company's partner to provide an avenue for employees, contractual staff, officers and directors of CloudMD to raise any concerns anonymously on a confidential basis, free from discrimination, retaliation or harassment, or adverse employment consequences):

Toll Free Number: 1-866-921-6714 (Canada & USA)

Email: CloudMD@integritycounts.ca

Web: <https://www.integritycounts.ca/org/CloudMD>

All reported Incidents, whether or not they are anonymous, will be forwarded to a member of the executive leadership team or a member of the Board of Directors, unless such Incident report names such individuals, in which case the Incident Report shall be forwarded directly to the Chair of the Audit Committee and the Chair of the Board of Directors (unless they are named in the Incident Report).

III. RETALIATION AND RETRIBUTION PROHIBITED

- A. The Company does not tolerate acts of retaliation or retribution, including termination, demotion, transfer, denial of promotion, discipline, discrimination, harassment, suspension, threats or any other discriminatory actions, against any the Company Personnel or other persons who make a good faith Incident Report. The Company will ensure the protection from any form of retribution or retaliation made against any the Company Personnel or other persons as a result of any such good faith Incident Report. Personnel found to have retaliated, or sought retribution, against a person having made a good faith Incident Report, even if such Incident Report is ultimately mistaken, will face disciplinary action, which may include termination.

IV. INVESTIGATION PROCEDURES

- A. Members of the executive leadership team, Chair of the Audit Committee and the Chief Financial Officer (where applicable) shall adhere to the investigation procedures set out in this policy, but may, subject to approval of the Chair of the Board, in appropriate circumstances recognizing the unique and sensitive circumstances that may arise with respect to an Incident, and taking into account the severity of the Incident, adopt modified procedures if determined to be in the best interests of the Company and the individuals involved in the Incident (for example to protect the confidentiality of the complainant).
- B. The investigation generally will include, but will not be limited to, discussions with the complainant (unless the Incident was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate, together with an examination of all relevant and appropriate documentation concerning the Incident.

- C. Members of the executive leadership team, the Chair of the Audit Committee and the Chief Financial Officer (where applicable) may enlist the Company Personnel and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of an Incident.
- D. It is the obligation of all the Company Personnel to cooperate in any investigation of an Incident. Cooperation in any investigation of an Incident will also be expected of the Company's agents, representatives and advisors.
- E. Any person to whom an Incident is reported, or who receives reports of an investigation of an Incident, or who is otherwise involved with or becomes aware of any aspect of an Incident, will use all reasonable efforts to maintain the confidentiality of the allegations of the Incident and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies. Disciplinary action may be taken as appropriate in the circumstances where there is a breach of this obligation of confidentiality.

V. CORRECTIVE AND DISCIPLINARY ACTION

- A. The Company shall determine the appropriate steps to undertake to determine what, if any, corrective and disciplinary actions will be taken in respect of any Incident. This may include input from the Board, its committees or their respective chairs, the Chief Executive Officer or the Chief Financial Officer.
- B. Corrective and disciplinary actions, if appropriate, may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus, or stock options or other incentives, suspension without pay, or termination of employment or other contractual relationship. In the event that an investigation establishes that the Company Personnel have engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this policy, the Company will take immediate and appropriate corrective action up to and including termination of an employee's employment.
- C. In addition to any disciplinary or corrective action taken by the Company, violations of some of this policy may require restitution or may lead to civil or criminal action against individual employees, officers and directors and any company involved. Conduct contrary to some of this policy may be in violation of federal, provincial or other law and may be the basis for legal action against the offending employee, manager, executive, officer or director by the Company and/or others.
- D. In the event that the investigation reveals that an Incident was frivolously reported or reported for improper motives or made in bad faith, disciplinary action may be taken as appropriate in the circumstances.
- E. The Company shall retain as a part of the records of the Company any reported Incidents, any resulting investigation and any corrective or disciplinary action for a period of no less than seven years.

VI. REVIEW OF POLICY

- A. Any failure of any personnel to cooperate in the effective implementation of this policy shall be reported to the Audit & Risk Committee.

- B. The Audit & Risk Committee shall receive, on a quarterly basis, the status of any ongoing investigations as well as the outcome of any investigations that were closed in the preceding quarter.
- C. The Governance, Nominating & Compensation Committee shall annually review and evaluate this policy to determine whether it is effective in providing appropriate procedures to report violations or complaints regarding any of the matters covered herein and submit any proposed changes to the Board for approval.