

# **TERRA FIRMA CAPITAL CORPORATION**

## **WHISTLEBLOWER POLICY**

**August 8, 2016**

Securities Regulators in Canada have established rules requiring that the audit committees of public companies develop procedures to receive and address complaints regarding accounting, internal accounting controls or auditing matters, and for a confidential, anonymous submission procedure for employees who have concerns regarding questionable accounting or auditing matters. To meet these requirements, as well as to discourage illegal activity and unethical business conduct and to promote a climate of accountability within Terra Firma Capital Corporation (the "Corporation"), the Audit Committee of the Board of Directors has developed the following Whistleblower Policy (the "Policy").

### **1. GENERAL**

The Corporation's Code of Ethics and Business Conduct (the "Code") requires Directors, Officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Corporation, Directors, Officers and employees must practice honesty and integrity in fulfilling their respective responsibilities and comply with all applicable laws and regulations.

### **2. REPORTING RESPONSIBILITY**

It is the responsibility of all Directors, Officers and employees, including contract employees and consultants of the Corporation (collectively "Persons"), to report any wrong doing or violations or suspected violations, including those relating to accounting, internal accounting controls, questionable accounting or auditing matters, applicable laws and regulations (including securities laws and regulations), and the Code in accordance with this Policy. Examples of issues to be reported are set out in Schedule "A" to this Policy.

### **3. NO RETALIATION**

No Person who in good faith files a complaint, submits a concern or reports any wrong doing or a violation or suspected violation, shall suffer harassment, retaliation or adverse employment consequences as a result of doing so. An employee who retaliates against someone who has made such a filing, submission or report in good faith is subject to discipline up to and including termination of employment. This Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation rather than seeking resolution outside the Corporation.

### **4. ACTING IN GOOD FAITH**

Any Person filing a complaint, submitting a concern or reporting a wrongdoing or a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed. Any allegations that prove to be frivolous or unsubstantiated, and which prove to have been made maliciously or knowingly to be false, will be viewed as a serious disciplinary offense.

## **6. REPORTING PROCEDURE**

Individuals who become aware of any wrongdoing or suspected wrongdoing are encouraged to make a report as soon as possible. Concerns should be submitted with as much detail as possible in order for the claim to be accurately evaluated. Acts of alleged wrongdoing may be disclosed as follows:

- (a) To the Chair of the Audit Committee by mail or courier to:

PRIVATE AND CONFIDENTIAL

Terra Firma Capital Corporation

22 St. Clair Avenue East, Suite 200

Toronto, Ontario, M4T 2S3

Attention: Chair of the Audit Committee

- (b) E-mail to the Chair of the Audit Committee at [ethics@tfcc.ca](mailto:ethics@tfcc.ca)

## **6. CONFIDENTIALITY**

The Corporation will treat all disclosures by Whistleblowers as confidential and privileged to the fullest extent permitted by law. The Corporation will exercise particular care to keep confidential the identity of any Person making a disclosure under this procedure until a formal investigation is launched. The identity of the Person making the Disclosure may be kept confidential, if requested, unless such confidentiality is incompatible with a fair investigation or unless such disclosure is required by law. In such instances, the Person making the disclosure will be so informed in advance of his or her being identified with the disclosure. Where disciplinary proceedings are invoked against any individual following a disclosure under this procedure, the person subject to such proceedings is normally entitled to know the name of the Person making the complaint.

The Corporation encourages individuals to put their name on any disclosure they make, but any Person may also make an anonymous disclosure. In responding to an anonymous disclosure, the Corporation will pay due regard to fairness to any individual named in the disclosure, the seriousness of the issue raised, the credibility of the information or allegations in the disclosure and the prospects of an effective investigation and discovery of evidence. Further information may be required depending on the nature of the issue and the clarity of the information provided. Allegations made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted.

Use of a non-identifiable third party email address may be used to maintain anonymity.

## **7. HANDLING OF REPORTS**

The Audit Committee of the Board of Directors shall address all reports submitted to it with complaints or concerns, including those regarding wrongdoing, corporate accounting practices, internal accounting controls or auditing matters. If contact information is provided, the Audit Committee will notify the Complainant and acknowledge receipt of the reported or suspected violation within five business days. All reports submitted to the Audit Committee of the Board of Directors will be investigated as quickly as possible, taking into account the nature and complexity of the disclosure and the issues raised therein, and appropriate corrective action will be taken if warranted by the investigation. The Audit Committee may retain independent legal counsel, accountants or others to assist it in its investigation.

If, on preliminary examination, the concern, issues or facts raised or alleged in any Disclosure are judged to be wholly without substance or merit, the matter shall be dismissed and the Whistleblower informed of the decision and the reasons for such dismissal. If the allegation(s) have been made in bad faith, or are frivolous or malicious, the Whistleblower may be subject to disciplinary action. If it is judged that the allegation(s) or issue(s) covered in the Disclosure have merit, the matter shall be dealt with in accordance with this Policy, the Corporation's normal disciplinary procedures, and/or as otherwise may be deemed appropriate according to the nature of the case.

## **8. RETENTION OF RECORDS**

The Audit Committee will maintain a record of all concerns or complaints received regarding accounting, internal accounting controls or auditing matters, tracking their receipt, investigation and resolution. The records will be retained for a period of time judged to be appropriate by the Audit Committee and based on both the nature of the concern and in compliance with applicable laws and document retention policies.

## **9. POLICY REVIEW**

The Audit Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding accounting, internal accounting controls or auditing matters.

## **10. PUBLICATION**

This Policy will be posted on the Corporation's website at <http://www.tfcc.ca/>

## **SCHEDULE 'A'**

### **EXAMPLES OF MATTERS TO BE REPORTED**

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Fraud, Theft

Accounting Irregularities, Financial Statement Disclosure Issues, Non-compliance with Internal Accounting Controls

Workplace Violence

Substance Abuse

Discrimination, Harassment

Falsification of Corporation Records

Conflicts of Interest

Release of Proprietary Information

Safety/Security Violations

Malicious Property Damage

Violations of Securities Laws (including insider trading)

Breaches of other Applicable Laws (environmental, employment, health and safety laws) Ethics Violations