

## CWC ENERGY SERVICES CORP.

### WHISTLEBLOWER POLICY

As a publicly traded corporation, the integrity, transparency and accountability of the financial, administrative and management practices of CWC Energy Services Corp. ("**CWC**" or the "**Corporation**") is critical. This information guides the decisions of board of directors (the "**Board**") of the Corporation and is relied upon by shareholders, other stakeholders and the financial markets. For these reasons, it is critical for the Corporation to maintain a workplace where concerns regarding questionable actions or practices can be raised without fear of any discrimination, retaliation or harassment.

#### **Please Report!**

All employees, directors, officers, and consultants of the Corporation (collectively, "**Representatives**") are encouraged to promptly report either orally or in writing to their immediate supervisor, all evidence of activity by a department or Representative that may constitute any of the following:

- questionable accounting practices;
- inadequate internal accounting or financial controls;
- the misleading or coercion of auditors or other third party advisors;
- disclosure of fraudulent or misleading financial information;
- instances of corporate fraud;
- any material misrepresentation in any written or oral disclosure made by or on behalf of the Corporation;
- breaches of any of CWC's corporate governance policies; and
- any activity which may violate CWC's Code of Business Conduct & Ethics or any of its other policies or procedures.

In instances where a satisfactory response is not received from your immediate supervisor, or if you are uncomfortable addressing your concerns to your supervisor, you may contact any senior officer of the CWC.

In instances where a satisfactory response is not received from such senior officer, or if you are uncomfortable addressing your concerns to a senior officer, you may contact the **Hotline**, an independent, interactive telephone service provider that is available 24 hours a day, 7 days a week at: **1-844-597-9874**. Your concerns will be reported to the Chairman of the Audit Committee on a secure, confidential and anonymous basis.

Representatives are encouraged to provide as much specific information as possible when communicating concerns, including names, dates, places and events that took place, the Representative's perception or opinion of why the incident(s) may be a violation, and what action the Representative recommends be taken.

The Corporation assumes that all reports under this Policy are made in good faith. The Corporation will regard the making of any deliberately false or malicious allegations by a Representative as a serious disciplinary offence which may result in disciplinary action up to and including termination of employment or contract, as applicable.

## **Matter Investigation**

Initial inquiries will be made to determine whether an investigation is appropriate, and the form it should take. Some concerns may be resolved by agreed action without the need for investigation. Any complaint received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters will be addressed directly by the Audit Committee.

All allegations will be 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 corrective and disciplinary actions, if appropriate, which may include, alone or in combination: a warning or letter of reprimand; demotion, loss of an incentive payment; suspension without pay; or termination of employment.

CWC's Audit Committee or applicable delegate may enlist CWC employees and/or outside advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Code of Business Conduct and Ethics or any violations of other policies and procedures. In conducting any investigation, all reasonable efforts shall be taken to protect the confidentiality and anonymity of the complainant.

Records and information received regarding a complaint or concern shall be retained for a period of at least seven years.

## **All Unlawful Retaliation Prohibited**

CWC strictly prohibits unlawful retaliation against any Representative. Representatives shall be protected from retaliation, including any threats or form of discipline, reprisal, intimidation or other form of retaliation for participating in any activity protected by law.

Any individual who in good faith reports such incident described above will receive a response and will be protected from threats of retaliation, harassment, discharge, or other types of discrimination including but not limited to respecting compensation or terms and conditions of employment, that are directly related to the disclosure of such reports.

If any Representative or other person believes they have been unfairly or unlawfully retaliated against in respect of a report made by such Representative or person under this policy, they may file a complaint with their supervisor or with a senior officer in instances where they are uncomfortable filing the complaint with their supervisor. If such a person is uncomfortable filing the complaint with a supervisor or any senior officer, they may file their complaint with the Chair of the Board of Directors. Any complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. CWC will directly and thoroughly investigate the facts and circumstances.

**CWC ENERGY SERVICES**  
**HOTLINE 1-844-597-9874**

**Reviewed December 6, 2016**