



# Whistle Blower Policy

## INTRODUCTION

Cielo Waste Solutions Corp. (“Cielo” or “the Company”) is committed to operating its business in ways that meet the highest standards of honesty, integrity, ethics and professionalism. At Cielo our policies, procedures, and financial controls are the foundation for excellence. Our culture is such that we demand that our Representatives report suspected non-compliance and we, in turn, support those that raise concerns. We understand that reporting concerns provides us the opportunity to intervene and to continuously improve.

This Policy supports our culture through procedures for the receipt, review and retention of Complaints by Representatives or others.

## Reporting of Complaints

- All Complaints, whether received Anonymously, shall be treated as Confidential.
- Leaders within Cielo will actively encourage and support those who report a Complaint and Representatives who report a Complaint in good faith will be protected against retaliation.
- All Complaints will be reported. The Representative may choose the reporting path with which they are most comfortable. Options for reporting include the Representative’s supervisor, another member of the Cielo executive, or the Whistle Blower Hotline. The key is that the Complaint is reported. Cielo wishes to reinforce reporting lines and strongly encourages reporting directly to your manager or the Executive Member of Cielo responsible for the operations or the business unit to which the concern relates.
- Where a Representative wishes to remain Anonymous or is not comfortable reporting their Complaint within their reporting line or to another Cielo leader, they should report through the Whistle Blower Hotline.
- Recipients of Complaints within the reporting line are obligated to report suspected breaches to both the function accountable for the administration of the applicable policy or procedure and to the Corporate Secretary and General Counsel. If the complaint concerns the Corporate Secretary and General Counsel or a policy or activity for which the Corporate Secretary and General Counsel is responsible, the suspected breach shall be communication to the Lead Director.
- In addition, all Complaints that concern accounting, internal accounting controls or auditing matters will be immediately forwarded to the Chair of the Audit Committee and Lead Director by the recipient.

## **Retaliation Against Complainant Prohibited**

- Any effort to retaliate against any person making a Complaint in good faith is strictly prohibited and shall be reported immediately to the Corporate Secretary and General Counsel. Any concerns in relation to the Corporate Secretary and General Counsel shall be reported to the Lead Director.
- A summary of any effort to retaliate and the results of the investigation shall be reported to the Audit Committee.

## **Malicious Allegations Prohibited**

- Any deliberately false or malicious allegations by a Representative may result in disciplinary action up to and including termination of employment, contract or consulting services.

## **Treatment of Complaints Reported Through the Whistleblower Hotline**

- Although a person making an Anonymous Complaint may be advised that maintaining anonymity could hinder an investigation, the anonymity of the complainant shall be maintained, if permitted by law, until they indicate that they no longer wish to remain Anonymous.
- Complaints received by the Whistle Blower Hotline shall be initially summarized by the independent service provider who shall direct them to the Lead Director for handling, after the Lead Director has made appropriate safeguards to assure anonymity. Following the initial review of the complaint, the Lead Director may forward the complaint to the Chair of the Audit Committee for handling in accordance with Company policy.
- The Lead Director shall determine the appropriate course of action for the investigation and remediation of the Complaint. All investigations of a Complaint received by the Whistle Blower Hotline will be conducted independent of the business unit or function which is the subject of the Complaint. Such investigation and remediation may include directing the Corporate Secretary and General Counsel to manage the investigation and report on the remediation of Complaints to the Audit Committee.
- As deemed appropriate by the Lead Director, and at the Company's expense, the Company may engage independent advisors including legal counsel, investigators or forensic accountants other than the Company's external auditor for the purpose of investigating or remediating any Complaint.
- Treatment of Complaints shall include taking reasonable and necessary steps to prevent further similar violations.
- The Audit Committee shall receive a quarterly report in relation to any Complaints and any trends with a view to continuously improving policy, processes, culture and awareness.

## **Retention of Records of Complaints**

Records pertaining to a Complaint are the property of Cielo and shall be retained:

- In compliance with applicable laws and any Company document retention policies;
- Subject to safeguards that ensure their Confidentiality and, when applicable, the anonymity of the complainant; and,

- In such a manner as to maximize their usefulness for overall compliance or governance programs.

## DEFINITIONS

**“Anonymous”** means unknown authorship, and without designation that might lead to information about the authorship. Anonymity is not compromised by assignment of a code or other designation with which a person can communicate without revealing their identity. Persons providing Complaints shall remain Anonymous to the full extent allowed under applicable law.

**“Complaint”** means any concern or question as to whether Cielo or a Representative has failed to do what is right and acted with integrity including:

- failing to comply with any applicable law, Company control, policy or procedure including the Code of Business Conduct and Ethics, the Disclosure and Insider Trading Policies;
- any questionable accounting or auditing matters;
- an error in the financial records of the Company; or
- an error in the preparation, evaluation, review or audit of any financial statement or consolidated financial condition of the Company.

Examples include:

- Changing work from one project to other projects to stay on budget;
- “Side deals” or “under the table” dealings with contractors for the benefit of someone other than Cielo;
- Receiving personal kickbacks or significant gifts from contractors or vendors;
- Bias in the tendering process;
- Inappropriate recording or reporting of revenues, or lack thereof;
- Inappropriate classification of assets and/or liabilities;
- Misuse or embezzlement of Company assets; and
- Inappropriate occurrences at a Company event.

**“Confidential”** means authorized for access by only those persons who have a need to know. A need to know normally arises from an obligation to investigate or to take remedial or disciplinary action.

**“Representatives”** includes directors, officers, employees, contractors, agents or others that have concerns about questionable financial or operational matters including a breach of policy or procedure.

**“Whistle Blower Hotline”** is a telephone number, web page or e-mail address managed by an independent service provider and available for receiving Anonymous Complaints from any source. The Whistle Blower Hotline access number, web or e-mail address shall be posted on the Company’s internal websites.