

# BAYLIN TECHNOLOGIES INC.

## Whistleblower Policy

**1. Purpose.** Baylin Technologies Inc. (“**Baylin**”, and together with its subsidiaries, the “**Company**”) is committed to the highest standards of ethical and legal business conduct. In keeping with this commitment, and the commitment to open communication and transparency, this Policy aims to provide an avenue for directors, officers, and employees of the Company to report concerns about conduct with reasonable assurance that they will be protected from reprisals or victimization for “whistleblowing” in good faith.

### **2. Unethical Activity**

**2.1 Responsibility to Report Unethical Activity.** Each director, officer and employee of the Company has an ongoing responsibility to report any activity or suspected activity of which he or she may have knowledge that (i) could reasonably be considered to be prohibited by Baylin’s Code of Business Conduct (the “**Code**”) or (ii) might otherwise be considered relevant to preserving the reputation of the Company.

**2.2 Clarification of Unethical Activity.** Although this Policy requires the reporting of any unethical activity, the following items are included for further clarity:

(a) any concern that a director, officer or employee has committed an actual or apparent breach of the Code or this Policy, the Confidentiality and Insider Trading Policy, the Corporate Disclosure Policy or the Conflict-of-Interest Policy for Directors and Officers of the Company;

(b) any complaint regarding accounting, internal controls, disclosure controls or auditing matters; and

(c) any good faith concern regarding questionable accounting or auditing matters.

**2.3 Responsibility to Report on Reasonable and Genuine Grounds.** Each director, officer and employee of the Company has a responsibility to report these activities in accordance with this Policy whenever he or she has reasonable and genuine grounds to believe (in good faith) that an incident has occurred, is occurring or is likely to occur.

### **3. Reporting Procedures**

**3.1 Procedure.** Any person wishing to submit a report within the scope of this Policy may do so on a confidential and anonymous basis in the following manner:

(a) to any of (i) the Chair of the Board of Directors of Baylin, (ii) the Chair of the Audit Committee of Baylin, (iii) the Chair of the Corporate Governance and Compensation Committee of Baylin (the “**Governance Committee**”) or (iv) the Chief Executive Officer of Baylin by providing notice of the concern or complaint (a “**Concern**”) in writing and sending it in a sealed envelope marked “**Confidential**” to the applicable recipient at the

head office address of Baylin (as shown on its website), marking clearly on the envelope - ***To be opened by the addressee only***; or

(b) alternatively, by providing notice of the Concern to Clearview, an independent third-party service provider engaged by Baylin to provide a confidential and secure method to report concerns, which may be done in one of the following ways:

(i) online through their secure website at [www.clearviewconnects.com](http://www.clearviewconnects.com);

(ii) by mail to – Clearview Connects, PO Box 11017, Toronto, Ontario, Canada M1E 1N0;

(iii) by Skype – search for: clearview-baylin. Select clearview-baylin and add to contacts, and click on the picture on the phone receiver in the upper right corner; or

(iv) by telephone (toll free) as follows:

from Canada or the United States – 1 844 859 0966

from Vietnam - +12280509

from China north - +10 800 714 2132

from China south - +10 800 140 2152

from South Korea - +00798142057198

**3.2 Information About the Concern.** If the person submitting the Concern (a “Complainant”) would like to discuss the matter, the Complainant should indicate this in the submission and include a telephone number or email address where the Complainant may be contacted. The submission should include an outline of the facts relevant to the matter being reported – complete details are not required in an initial report.

#### **4. Investigation Procedures and Confidentiality**

**4.1 Responsibility for Investigating the Report.** The Chair of the Governance Committee is responsible for investigating and addressing all Concerns submitted under this Policy unless the Chair of the Governance Committee is implicated in the Concern. In that case, references in this Policy to the Chair of the Governance Committee will be deemed to be references to any of the Chair of the Board of Directors, Chair of the Audit Committee and Chief Executive Officer. Any person who receives a report of a Concern will forward it to the Chair of the Governance Committee.

**4.2 Procedures.** The following procedures will apply to any Concerns raised under this Policy and any subsequent investigation:

(a) following receipt of a Concern, the Chair of the Governance Committee will investigate the matter and, if appropriate, recommend that the Company take corrective or disciplinary action; before making any recommendation, the Chair of the Governance

Committee may advise the Chair of the Board of Directors, the Chair of the Audit Committee or the Chief Executive Officer of the concerns raised and the proposed recommendation; and

(b) corrective or disciplinary action may include one or more of a warning, letter of reprimand, demotion, loss of pay or increase in pay, loss of bonus or other entitlement, suspension without pay, termination of employment, requirement to submit a resignation or civil or (reference for) criminal prosecution.

**4.3 Outside Assistance.** The Chair of the Governance Committee may enlist other directors, officers or employees, or retain, at the Company's expense, outside legal, accounting or other advisors to assist in conducting any investigation.

**4.4 Conduct of Investigation.** In conducting an investigation, the Chair of the Governance Committee will use reasonable best efforts to protect the confidentiality and anonymity of the Complainant, subject to the need to conduct a thorough investigation. As a result, it may be necessary to identify the Complainant, or it may be possible for third parties to deduce the Complainant's identity. Accordingly, anonymity and confidentiality cannot be guaranteed.

**4.5 Notice of Concern.** The Chair of the Governance Committee (in his or her discretion) may (i) advise any person who is the subject of or named in any report that they are part of an investigation and (ii) provide any such person with an opportunity to respond to the Concern.

**4.6 Reporting to the Board of Directors.** From time to time (but at least quarterly), the Chair of the Governance Committee will report to the Board of Directors or the Governance Committee any valid concerns, enquiries or complaints received under this Policy, including the results of any investigation.

**4.7 Reporting to the Audit Committee.** The Chair of the Governance Committee will report to the Chair of the Audit Committee promptly following receipt of any Concern relating to the Company's internal controls or the integrity of its financial results and may cede control of any investigation into those matters to the Chair of the Audit Committee.

**4.8 Records.** The Chair of the Governance Committee will take steps to ensure records regarding reports subject to this Policy are maintained in a secure manner for at least five years.

**5. No Retaliation.** This Policy is intended to encourage and enable directors, officers and employees to raise serious concerns within the Company's structure, rather than seeking resolution outside the Company. Accordingly, the Company will not permit retaliation or harassment of any kind against any person for raising a Concern under this Policy that is made in good faith. However, allegations that are malicious, or concerns that are not genuine or known to be false, may result in disciplinary action being taken against the Complainant.

**6. Amendments.** The Board of Directors of Baylin must approve any amendments or other changes to this Policy, following a recommendation of the Governance Committee, other than for non-substantive or other minor amendments or changes, which may be approved by the Chair of the Governance Committee.

**7. Effective Date.** This Policy has been in effect since 2016 and was reviewed by Baylin's Corporate Governance and Compensation Committee July 14, 2022.