

CO2 GRO Inc.

Policies and Procedures

Whistleblower Policy

Reporting Complaints

1. Internally

- a) A Company staff member wishing to report a complaint using internal means may refer a complaint to the Designated Officer, who will treat all disclosures in confidence and will involve only those individuals who need to be involved in order to investigate such complaint.

Designated Officer:

Stephen Gledhill
Corporate Secretary
CO2 GRO Inc.
C/O Miller Thomson, Alex Lalka
40 King St. W., Suite 5800
PO Box 1011
Toronto, ON M5H 3S1
Phone #: 416-347-0197
Email: stephen.gledhill@co2gro.ca

OR

- b) A Company staff member may refer a complaint to mmboyd@rogers.com, which will only be accessed by the Chair of the Audit Committee, if it has not been effectively addressed after being raised internally with the Designated Officer or if the complaint relates to the conduct of the Designated Officer.

2. From Members of the Public

A Company staff member who receives a complaint from a member of the public should advise the Complainant to report their complaint directly to the Designated Officer as set out in Section 1 above as set out in Section 2 above.

Communicating and Investigating Complaints

1. Communicating Reminders of the Process

The Company will also periodically communicate reminders to Staff members of the process for reporting complaints.

2. Manner of Investigation

The Designated Officer will review and assess the seriousness of all complaints promptly and determine, in consultation with others, if necessary, the manner in which complaints will be investigated, using internal and/or external resources, and will determine who will lead such investigation. In most instances, investigation of a complaint under this Policy will be led by the Corporate Secretary in collaboration with one of the independent directors. If upon initial assessment of the complaint it appears that the complaint could materially affect the financial statements of the Company or the integrity of the Company's system of internal controls, the Designated Officer will advise the Chair of the Audit Committee immediately. It is anticipated that in the ordinary course, the Designated Officer will complete the assessment of each complaint and assign the investigation of such complaint generally within ten business days of receiving such complaint.

Persons assigned the investigation of complaints will:

- i. treat each report of a complaint, as well as its investigation and disposition, on a confidential basis in accordance with the Policy;
- ii. if the complaint was made through the Hotline and if so desired by the person reporting the complaint, take all reasonable steps to ensure that such person's anonymity is maintained;
- iii. will involve in each investigation only those persons who need to be involved in order to properly carry out such investigation; and
- iv. conduct each investigation in a timely manner.

3. Monitoring the Status of the Investigation

The investigation of all complaints will be monitored on an ongoing basis by the Designated Officer.

Depending on the nature of a complaint and its materiality as determined in the first instance by the Designated Officer, and in particular, with respect to any complaint or complaints that could materially affect the financial statements of the Company or the integrity of the Company's system of internal controls, the Designated Officer will keep the Chair of the Audit Committee, the Chief Executive Officer and the Chief Financial Officer (except to the extent any such persons are allegedly implicated in the complaint) apprised of the status of the investigation for purposes of ensuring compliance with regulatory requirements, including the timely and continuous disclosure obligations of the Company and the certification obligations of the Chief Executive Officer and Chief Financial Officer of the Company.

4. Report to the Audit Committee

On a quarterly basis (as of the end of each fiscal quarter), or more frequently upon request, the Designated Officer and/or the independent directors as appropriate will prepare a report to be provided to the full Audit Committee specifying, among other things:

- a) the number of complaints received during the prior fiscal quarter;
- b) all complaints received, by relevant category, during the prior fiscal quarter; and
- c) the reporting avenues used by persons reporting complaints.

In addition, if requested by the Audit Committee, the Designated Officer will report on the effectiveness of the reporting system during the prior fiscal quarter.

The Audit Committee may request special treatment for any particular complaint, including the retention of outside counsel or other advisors in accordance with the terms of the Audit Committee Charter.

Effective: February 15, 2019