


Speak-Up Standard


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DocuSigned by:

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Policy Document Approver

DocuSigned by:

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Speak-Up Standard

Document Administration

Document Management

Document Owner (Name, Title)	Kelly Stark-Anderson, Executive Vice President, Corporate Affairs, General Counsel and Corporate Secretary
Document Administrator (Name, Title)	Petya Dombalova, Corporate Director Legal & Compliance
Document Approver (Group or Name, Title)	Executive Committee
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1	Initial (2005)
2	Revised (2006: amended to add EthicsPoint hotline channel for reporting misconduct and raising concerns)
3	Revised (2014: revised to further enhance the speak-up requirements and align with the Audit Committee Mandate)
4	Revised (2017: revised to align with the revamped <i>Code of Business Conduct and Ethics</i> ; name changed from <i>Whistleblower Policy</i> to <i>Speak-up & Reporting Policy</i>)
5	Revised (2022: Replaces the <i>Speak-up & Reporting Policy</i> ; reformatted and amended to comply with the <i>Policy Document Management Standard</i> the revised <i>Code of Business Conduct and Ethics</i>)

Related Policy Documents

Document Number	Document Title
<i>GRP-PO-LEG-01 V.9.0</i>	<i>Code of Business Conduct and Ethics</i>



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1. Defined Terms

The following terms and acronyms are integral to the understanding of this Standard and have the meanings assigned within this Section or as referenced herein:

Term	Definition
Anti-Bribery and Anti-Corruption Laws (ABC Laws)	All laws pertaining to bribery and corruption, that are applicable to the Company, including, but not limited to, the Canadian <i>Corruption of Foreign Public Officials Act</i> , the Canadian <i>Criminal Code</i> and anti-bribery and anti-corruption laws in the jurisdictions in which the Company carries on business. ABC Laws also include the anti-bribery and anti-corruption rules of any international financial institution with which the Company does business.
Board Member(s)	As a group or individually, any member of the DPM Board or any member of the board of directors of any DPM subsidiary or any individual delegated equivalent authority by the shareholder(s) of such entity.
Business Function and Business Function Head	A team of Employees with a designated cost centre, or multiple cost centres, accountable for establishing and maintaining business systems, including through Policy Documents, internal controls, and applications; managing or supporting implementation; and providing ongoing support to other Employees and relevant Third Parties. The Business Function Head is the individual accountable for the Business Function.
Business Unit and Business Unit Head	DPM and each of its Sites, individually. The Business Unit Head is the individual accountable for the Business Unit.
CGNC	The Corporate Governance & Nominating Committee of the DPM Board.
Code	The Code of Business Conduct and Ethics adopted by the DPM Board, as available on the Company's website and in the Policy Document Library at DPM Connected.
Community	In aggregate, persons or groups of persons living and/or working in areas adjacent to Company operations, or at distance, and that are, or reasonably can be expected to be, economically, socially, or environmentally impacted by the Company's activities.
Company	DPM and all its directly and indirectly owned subsidiaries, collectively.
Company Information	Information, in any media or format, that is Processed by the Company for a specific business purpose determined by the Company.
Compliance Professional	The Corporate Compliance Officer or any other member of the Legal & Compliance Function at Corporate or Site, or any other individual who has been assigned compliance accountabilities for a Business Unit by the respective Business Unit Head.
Confidential Information	Any non-public Company Information.
Corporate	DPM's head office located in Toronto, Canada and/or a Corporate Function, regardless of location.



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Term	Definition
Corporate Compliance Officer	The Executive Vice President, Corporate Affairs, General Counsel & Corporate Secretary of DPM or any other Employee appointed as Corporate Compliance Officer by the DPM Board.
Corporate Function	Each or any of Legal & Compliance, Finance, Commercial, Business Optimization, Assurance & Advisory Services, Information Technology, Innovation, Human Resources, Sustainability, Corporate Development and Technical Services & Operational Excellence at Corporate.
DPM	Dundee Precious Metals Inc. (the parent company incorporated in Canada).
DPM Board	As a group, all members of the board of directors of DPM.
Employee	An individual engaged by the Company on a full-time or part-time permanent, fixed term, or temporary basis, as well as a secondment employee, student, intern or apprentice. For clarity, Employees also include officers.
EthicsPoint	A platform operated by an independent Third Party, contracted by the Company to provide all stakeholders, including Board Members, Employees, and External Stakeholders, with a mechanism to make confidential and, at their discretion, anonymous Speak-Up Reports, to serve as a central repository for all Speak-Up Reports, and to facilitate Corporate Compliance Officer oversight.
Executive Committee	As a group, the President & Chief Executive Officer and all executive vice presidents and senior vice presidents of DPM.
External Stakeholder	An external party (individual, company, or other entity) that can reasonably be expected to be impacted by the Company's activities or whose actions can reasonably be expected to affect the ability of the Company to meet its purpose and successfully achieve its strategic objectives. External Stakeholders include, but are not limited to, Third Parties, existing and potential shareholders, Communities, Public Officials, government authorities, and non-governmental organizations (NGOs).
Indigenous Peoples	Distinct social and cultural groups, identified by national or international law, regulations and/or agreements or through self-identification, that share collective ancestral ties to the lands and natural resources where they live, occupy or from which they have been displaced and can subscribe to their customary or elected leaders and organizations for representation that are distinct or separate from those of the mainstream society or culture.
Information Breach	The deliberate or inadvertent disclosure of Company Information to anyone, who does not have a legitimate business purpose to access such Company Information, and/or the theft of, loss of, destruction of, alteration of or unauthorized access to Company Information because of a breach of security (e.g., improper storage or deliberate attempts by unauthorized external parties).
Information Subject	An identified or identifiable natural person to which Personal Information relates.



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Term	Definition
Investigation	An objective and reliable determination into the facts and circumstances of a reported Misconduct.
Investigator	An individual or an organization assigned to conduct an Investigation, by a Compliance Professional or, as applicable, by the DPM Board Chair or the CGNC Chair.
Management	As a group, all or some of the members of the Executive Committee, Business Unit Heads, Business Function Heads and Reporting Managers.
Material Information	Each or either of a material fact or material change, defined respectively as: <ul style="list-style-type: none"> • A fact that significantly affects, or reasonably would be expected to have a significant effect on, the market price or value of the securities of the Company; or, • A change in the business, operations or capital of the Company that reasonably would be expected to have a significant effect on the market price or value of any of the securities of the Company and includes a decision to implement such a change if such a decision is made by the board of directors or by senior management of the Company who believe that confirmation of the decision by the board of directors is probable.
Misconduct	Any violation of the Company's <i>Code of Business Conduct and Ethics</i> , any other Policy Document, or any law or regulation applicable to the Company.
Personal Information	Any information relating to an Information Subject, including an identifier such as a name, an identification number, tax number, social security number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural, or social identity of that Information Subject.
Policy Document	Each or any of a Policy, Standard, Procedure or Guideline created by or for the Company or one or more of its Business Units.
Processed	In the context of Company Information, the verb "to process", includes manual and automated activities related to collection, recording, storage, retrieval, use (i.e., organization, adaption, alteration, consultation, alignment, or combination), disclosure (i.e., transmission, dissemination, or otherwise making available), restriction, erasure and destruction.



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Term	Definition
Public Official	<p>Each or any of the following:</p> <ul style="list-style-type: none"> • An official or an employee of a government authority, whether executive, legislative, or judicial, of a country or of a political subdivision of a country; • A person in a position of authority at a public international organization (such as the United Nations, the World Bank or the International Monetary Fund); • A person in a position of authority at a government-owned or government-controlled company; • An official of a political party or a candidate for public office; • An elected or hereditary official or an employee of any governing authority representing Indigenous Peoples; or • Any other person who acts at the instruction or for the benefit of any of the above.
Reporter	The individual making a Speak-Up Report within the scope of the Code and this Standard.
Reporting Manager	The Employee to whom an individual reports in accordance with his or her employment arrangement, or pursuant to the Employee's accountability for services contracted to Third Parties.
Site and Site Head	Each and any DPM operation together with directly supporting management service companies, as well as each and any advanced exploration property or development project. The Site Head is the individual accountable for the Site.
Speak-Up Report	Matters and circumstances pertaining to Misconduct or ethical concerns reported by a Reporter or documented by a Compliance Professional.
Third Party	An individual, company, or other entity, that is interested in entering into or has an existing business relationship with the Company. Third Parties include, but are not limited to, suppliers, contractors, advisors, consultants, agents, brokers, lobbyists, donation and sponsorship beneficiaries, customers, and joint venture, merger, and acquisition partners.
Workplace	Company-controlled or other premises at which Company health and safety protocols apply to any Board Member, Employee, Third Party, or other External Stakeholder visiting or working at those premises.

The term "our" as used herein refers collectively to the Company and Board Members, Employees, and Third Parties, as applicable. The terms "you" and "your" as used herein refer collectively to Reporters.



Speak-Up Standard

2. Purpose and Scope

The Purpose of the *Speak-Up Standard* (this Standard) is to facilitate the reporting of Misconduct, as well as any other concerns related to ethical issues.

This Standard sets out the parameters and “how to” instructions for reporting Misconduct and provides a high-level overview of steps that will be followed once a Speak-Up Report has been made.

This Standard is applicable across the Company and is to be followed by Board Members, Employees, Third Parties, or other External Stakeholders who wish to report Misconduct or raise a concern.

3. Speak-Up Requirements

To promote ethical conduct, our Code establishes a duty for Board Members and Employees to report any known, potential, or suspected Misconduct and sets the same expectations with respect to our Third Parties.

3.1 Misconduct

Misconduct includes, but is not limited to, any instance of or situation involving the following:

- Accounting and external financial reporting and disclosure matters;
- Bribery and corruption;
- Conflicts of interest;
- Discrimination or harassment;
- Falsification of or omissions in books and records;
- Improper gifts and hospitality or political contributions;
- Insider trading;
- Non-compliance with laws and regulations or Policy Documents, including the override of internal controls, money laundering, embezzlement, and anti-competitive practices;
- Retaliation against a Reporter;
- Theft, misappropriation, or misuse of Company assets, including sabotage or vandalism;
- Unauthorized disclosure of Company Information;
- Unethical behaviour that impacts the Company’s reputation or its license to operate; and
- Unsafe Workplace behaviour.

To assist Reporters, Misconduct reporting categories with descriptions have been developed to align with the topics introduced and explained in the Code, see Appendix B – Misconduct Reporting Categories.



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3.2 Reporting Channels

There are four confidential reporting channels available to you as a Reporter:

- Channel 1: Your Reporting Manager or any other member of Management (includes Company contact for Third Parties);
- Channel 2: Any Compliance Professional;
- Channel 3: The Chair of the Audit Committee of the DPM Board; and
- Channel 4: EthicsPoint.

Refer to Appendix A – Speak-Up Quick Reference Chart for contact details.

3.3 Protection of Reporters

The Company is committed to protecting Reporters from all forms of direct and indirect retaliation.

The Company will not discharge, demote, suspend, or in any manner retaliate, and shall not condone any retaliation, direct or indirect, against any Reporter who honestly and in good faith:

- Raised a concern or reported a Misconduct;
- Sought advice about providing information, expressed an intention to provide information, or provided information regarding any actual or suspected Misconduct; or
- Assisted or expressed an intention to assist the Company or any law enforcement or other government authority in an investigation or proceeding related to Misconduct.

Any Board Member or Employee who retaliates, or threatens to retaliate, whether express or implied, against a Reporter who honestly and in good faith took any of the above actions, is subject to corrective action, including termination of their employment or relationship with the Company.

If you believe you have been subject to any retaliation, speak-up and report such retaliation using one of the reporting channels listed in Subsection 3.2: Reporting Channels.

3.4 Protection of Information

The Company will protect Confidential Information and Personal Information contained within Speak-Up Reports, and any documentation created during the course of any Investigation, in accordance with applicable laws, regulations, and Company requirements.

4. Speak-Up Process

The reporting process begins when you “speak-up”. Managers or Company Compliance Professionals are then involved in “follow-up”. Lastly, the Corporate Compliance Officer “reports-out”. See Appendix C – Speak-Up Process .



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4.1 Speak-Up

To “speak-up” means that when you “see something that does not seem right, say something” using one of the reporting channels listed in Subsection 3.2: Reporting Channels. This includes anything that comes to your attention in the course of your assigned duties or in dealings with other individuals internal or external to the Company, including, without limitation, the Company’s external auditor and legal advisors, law enforcement and other government authorities, Communities, etc.

As the first reporting channel, Board Members and Employees are encouraged to contact Management. Similarly, Third Parties are encouraged to contact their designated Company contact. In any situations where you are uncomfortable making a Speak-Up Report in this way, you may use one of the other reporting channels listed in Subsection 3.2: Reporting Channels.

When making a Speak-Up Report using EthicsPoint, you may call the dedicated phone lines or submit the Speak-up Report via the internet. If you choose to call EthicsPoint, a trained intake specialist will document your concern. If alternatively, you choose to access EthicsPoint via the internet, you will be asked to complete a form providing detailed information of your concern or the suspected or known Misconduct.

EthicsPoint allows you to file anonymous Speak-Up Reports. It does not log or identify the telephone number from which calls are made or generate logs of computer IP addresses for Speak-up Reports submitted via the internet. If you choose to remain anonymous, it is important to check regularly for status updates or information requests from the Compliance Professional who is managing the Investigation. To do so, you must keep the password you have created for your Speak-Up Report and the identification code, called the “Report Key”, generated by EthicsPoint. If you have provided your name and contact details with your Speak-up Report, you may be contacted directly for further assistance during the follow up, including any Investigation.

Regardless of the selected reporting channel, your Speak-Up Report must be factual and include specific and detailed information to enable follow-up. See Appendix B – Misconduct Reporting Categories for detailed descriptions and examples of Misconduct by category. A failure to provide specific details in a Speak-up Report may impede the ability of the Company to properly investigate your concern or the reported Misconduct.

4.2 Follow-Up

Filing a Speak-Up Report triggers a follow-up process that will be managed by the Compliance Professionals, and which may involve:

- A Speak-Up Report handling process including documentation, an initial assessment, and notifications in accordance with Company processes;
- An Investigation in accordance with Company processes and applicable laws;
- A recommendation on corrective action(s) in accordance with the Code; and,



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- Feedback to you as the Reporter, and other Employees, depending on the nature of the Speak-Up Report and the outcome of the Speak-Up Report handling process.

As a result of the initial assessment, Reporters or the Speak-Up Report may be redirected to another Company report handling process if the matter pertains to an employment issue, health, safety, or environmental incident or an Information Breach

If an Investigation is launched, you are expected and required to cooperate by providing truthful and relevant information and by answering pertinent and reasonable questions. Unless you have chosen to remain anonymous, you may also be asked to speak with an Investigator.

4.3 Report-Out

The Corporate Compliance Officer must keep the Executive Committee informed as regards to all Speak-Up Reports and related Investigations (except for Speak-Up Reports related to members of the Executive Committee). On at least a quarterly basis, the Corporate Compliance Officer must report to the DPM Board and its applicable committee(s) on the number and nature of Speak-Up Reports received during the most recent quarter, together with the status of any on-going Investigations and summarized findings and recommendations for Investigations completed during the same quarter. To the extent possible, the inclusion of Personal Information in these reports must be avoided.

5. Role Relationships, Authorities, and Accountabilities

To facilitate compliance with this Standard, certain roles are defined in Section 1: Defined Terms, and related relationships and accountabilities are prescribed herein.

5.1 Corporate Compliance Officer

The Corporate Compliance Officer is accountable for the Speak-Up process described in this Standard. This includes promptly notifying the Executive Committee and the Chair of the appropriate committee of the DPM Board of any Speak-Up Reports.

5.2 Other Compliance Professionals

Working together with the Corporate Compliance Officer, who has the overall accountability for the Speak-Up process, the other Compliance Professionals are primarily accountable for supporting this Standard within their respective Business Unit(s). When advised by Management or otherwise notified of Misconduct or ethical concerns, Compliance Professionals are accountable for managing related follow-up within their Business Unit(s) and keeping the Corporate Compliance Officer informed.

5.3 Management

When approached by a Reporter, Management must:



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- Listen carefully and remain neutral;
- Notify the accountable Compliance Professional and/or submit a completed “Manager Incident Report” (the “Speak-Up Report (Form for Management)”) is available on DPM Connected); and,
- Comply with Company requirements with respect to Confidential Information and Personal Information.

Management is also accountable for supporting Compliance Professionals in gathering information, if and as requested.

5.4 Reporters

Reporters may be Board Members, Employees, Third Parties, or other External Stakeholders. Reporters are accountable for reporting all Misconduct, promptly, in good faith, and in accordance with the processes described in this Standard, as well as for reporting any other wrongdoing or concerns related to ethical matters.

6. Effective Date and Review of this Policy Document

This Standard must be reviewed every two years and updated when necessary, subject to approval by the Executive Committee. For oversight purposes, this Standard will also be submitted for information and discussion to the CGNC and the Audit Committee of the DPM Board.

7. Compliance with this Policy Document

Failure to comply with this Standard may subject a Board Member, Employee, or Third Party to corrective action by the Company, as described in the Code.

8. Appendices

The following appendices are integral to the understanding of the Code and this Standard:

- Appendix A – Speak-Up Quick Reference Chart
- Appendix B – Misconduct Reporting Categories
- Appendix C – Speak-Up Process Overview



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Appendix A – Speak-Up Quick Reference Chart

Reporting Channel	Contact Information
1. Management	As applicable to each Board Member, Employee, or Third Party
2. Any Compliance Professional	<ul style="list-style-type: none"> • DPM: ethicscanada@dundeeprecious.com • DPM Chelopech and DPM Krumovgrad: ethicsbulgaria@dundeeprecious.com • DPM Tsumeb: ethicstsumeb@dundeeprecious.com • DPM Ecuador: ethicsecuador@dundeeprecious.com • DPM Serbia: ethicsserbia@dundeeprecious.com
3. EthicsPoint	<p>WEB: www.ethicspoint.com</p> <p>TELEPHONE:</p> <p>Canada & US: Toll-free at +1-866-870-0733</p> <p>Bulgaria: Toll-free using AT&T Direct Dial Access at 00-800-0010 followed by 866-870-0733</p> <p>Ecuador: Toll-free using AT&T Direct Dial Access at 1-800-225-528 or 1-999-119 followed by 1-866-870-0733</p> <p>Bulgaria, Namibia: +1-503-601-4965*</p> <p>* Long distance charges may apply. This telephone number can accept collect/reverse charge calls, if the service is available in the country from which you are making the call. To have the long-distance call charges applied to EthicsPoint, call your local phone operator and request a reverse charge call to the above number.</p>
4. The Chair of the Audit Committee of the DPM Board of Directors	<p>EMAIL: AuditChair@dundeeprecious.com</p> <p>MAIL (envelop when marked "Confidential" will be forwarded unopened to the Chair of the Audit Committee):</p> <p>In care of André Boivin Cassels, Brock & Blackwell LLP 2100 Scotia Plaza, 40 King Street West Toronto, ON M5H 3C2 Canada</p>



Appendix B – Misconduct Reporting Categories

Misconduct and ethical concerns must be reported under one of the following reporting categories:

Reporting Category	Reporting Category Description
Accounting and external financial reporting and disclosure matters	The recording, analysis, or reporting of financial transactions, in a way that is inconsistent with the Company's system of internal control over reporting and disclosure, or applicable accounting and financial reporting rules and practices that result in an error or a misstatement in the Company's external financial reporting and disclosure. Misconduct in this category may involve falsification of or omissions in books and records or the override of internal controls and may result in fraudulent financial reporting or non-compliance with securities laws and regulations.
Bribery and corruption involving a Public Official	Bribery is the offering, promising, giving or authorizing, directly or indirectly, the transfer of anything of value to a Public Official for the purpose of obtaining or maintaining a business or any business advantage for the Company. Corruption is the misuse of entrusted power for private gain. Anything of value includes both cash and non-cash benefits, such as gifts and hospitality, offers of employment, directing business to a particular individual or company or other favours. Facilitation payments paid to Public Officials fit within this category. Misconduct in this category may result in non-compliance with ABC Laws.
Commercial bribery	Commercial bribery includes extending a bribe or any other improper incentive to, or receiving a bribe or any other improper incentive from, a Third Party or any other External Stakeholder, to induce, obligate, reward, or cause that person to behave improperly and/or to obtain an advantage for the Company or for oneself. Misconduct of this type may involve inappropriate gifts or hospitality and/or conflicts of interest.
Conflicts of interest	An actual or perceived conflict of interest may impact the independence and objectivity of a Board Member or Employee. Conflicts of interest may arise as a result of family relationships, improper dealings with Third Parties, being engaged in activities that compete with the Company's interest, certain personal financial interests, and other outside activities. Conflicts of interest may involve improper gifts and/or hospitality and may result in commercial bribery.
Discrimination	Uninvited and unwelcome treatment of an Employee or Third Party because of their gender identity or expression, religion, ethnicity, sexual orientation, or beliefs, including for example bias in hiring, bias in assignments, wrongful termination, bias in promotions, bias in educational decisions, or unfair compensation. Misconduct of this type negatively impacts equal opportunity.



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Reporting Category	Reporting Category Description
Falsification of or omissions in books and records	Incompletely recording or not recording financial or operational transactions or events in the Company's books and records, or altering, fabricating, falsifying, or forging all or any part of a record for the purpose of gaining an advantage or misrepresenting any part of the record. Misconduct in this category may result in fraudulent reporting or non-compliance with accounting and financial reporting standards, securities laws and regulations and ABC Laws.
Gifts and Hospitality	Gifts or hospitality solicited from a Third Party or another External Stakeholder by a Board Member or Employee, or gifts and/or hospitality offered by a Board Member or Employee to a Third Party or another External Stakeholder of inappropriate nature or value, to influence decision making to benefit either the Board Member, Employee, or the Company are considered inappropriate. Misconduct in this category may result in conflicts of interest or non-compliance with ABC Laws.
Harassment	Uninvited and unwelcome conduct in the Workplace that creates an intimidating, hostile, or offensive work environment, that unreasonably interferes with work performance, or that adversely affects employment opportunities, including Workplace violence, inappropriate or offensive communication or behavior such as bullying. Misconduct of this type is counter to mutual respect and may result in non-compliance with various laws and regulations.
Insider Trading	Insider trading includes directly or indirectly buying or selling DPM securities when in possession of Material Information that has not been publicly disclosed or providing such information to an External Stakeholder for the same purpose. Misconduct of this type will result in non-compliance with securities laws and regulations.
Money Laundering	Using, or attempting to use, Company systems to make the proceeds of a crime appear legitimate or part of a normal business transaction. Misconduct of this type may result in non-compliance with ABC Laws.
Non-compliance with Policy Documents	Any action or inaction that is in direct or indirect violation of the <i>Code of Business Conduct and Ethics</i> or any other Policy Document, including, but not limited to, the override of internal controls, that is not specifically described under another reporting category. Misconduct of this type may result in non-compliance with various laws and regulations.
Non-compliance with laws and regulations	Any illegal activity, act, or violation of a law, regulation, or operating permit or approval that is not specifically described under another reporting category. Misconduct of this type includes non-compliance with environmental laws, operating permits, and human rights legislation.



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Reporting Category	Reporting Category Description
Other Fraud	Intentional acts or omissions aimed to mislead the Company or an External Stakeholder to obtain improper financial benefit or to avoid an obligation. This category includes fraudulent acts that are not specifically described under another reporting category such as anti-competitive practices and embezzlement. Misconduct of this type may involve falsification of or omissions in books and records.
Reporter Retaliation	Retaliatory behaviour or threats thereof, including but not limited to demotion, transfer, termination, or bodily harm, targeted directly or indirectly at a Reporter. Misconduct of this type may involve harassment.
Theft, misappropriation, or misuse of assets, including sabotage or vandalism	The taking or removal, misappropriation or misuse, or willful destruction of the Company's property, equipment, or other assets (both tangible or intangible), or the hindering of a process including a work slowdown or implementation of computer virus.
Unauthorized disclosure of Company Information (other than insider trading)	An Information Breach or any other unauthorized, incomplete, misleading, or unlawful disclosures of any non-public Company Information about the Company, its business, financial performance, operating results, prospects, or Personal Information pertaining to Board Members, Employees, or Third Parties. Misconduct in this category may result in non-compliance with privacy laws and/or securities laws and regulations.
Unethical behaviour	Any other intentional wrongdoing or action that is in direct or indirect violation of the <i>Code of Business Conduct and Ethics</i> , any other ethical concern, or any other activity that could negatively impact the Company's reputation or license to operate that is not specifically described under another reporting category.
Unsafe Workplace behaviour	Failures of any kind pertaining to non-compliance with Policy Documents, "Golden Rules", supervisory directives, poor housekeeping, etc. or other activities resulting in threats to human life, health, or wellbeing. Misconduct of this type may involve non-compliance with laws and regulations.

Contact a Compliance Professional with any questions related to the above reporting categories and descriptions.



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Appendix C – Speak-Up Process

