



ANAERGIA INC.

Whistleblower Policy

Approved by the Board of Directors on August 12, 2021

ANAERGIA INC.
WHISTLEBLOWER POLICY
(The “Policy”)

To all directors, officers and employees of Anaergia Inc. (the “**Company**”):

1. Whistleblowing

Every 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 relating to the integrity of the Company’s financial reporting, a breach of the Company’s policies, or which might otherwise be considered sensitive in preserving the reputation of the Company.

The following items are included for further clarity:

- (a) Any complaint regarding accounting, internal controls, disclosure controls or auditing matters.
- (b) Any good faith concerns regarding questionable accounting or auditing matters.
- (c) Any actual or apparent violation of the Company’s Disclosure Policy or Insider Trading Policy.
- (d) Any actual or apparent violation of the Company’s Code of Conduct or Anti-Corruption Policy.

It is the responsibility of each employee, officer and director to report such activities in accordance with the Company’s policies whenever he or she has reasonable and *bona fide* grounds to believe that such an incident has occurred, is occurring or is likely to occur. This Policy establishes methods of reporting requesting confidentiality and/or anonymity.

2. Reporting Procedures

Concerns can be reported in the following manner:

- (a) All such concerns may be set forth in writing and forwarded to the Chair of the Audit Committee (the “**Chair**”) as follows:
 - (i) in a sealed correspondence to the following address:

Audit Committee Chair
c/o Legal Department
Anaergia Inc.
4210 South Service Road
Burlington, Ontario, L7L 4X5

The correspondence should contain within it a sealed envelope clearly labeled as follows:

To be opened by the Chair of the Audit Committee only. Submitted in accordance with the Company's Whistleblower Policy.

If the complainant would like to discuss any matter with the Chair, the complainant should indicate this in the submission and include a telephone number and/or email address at which he or she may be contacted.

- (b) If the complaint or concern involves the Audit Committee, the complainant may instead direct the correspondence in (a) above to the Chair of the Governance, Compensation and Nominating Committee.
- (c) Alternatively, a concern can be raised via the Company's confidential reporting hotline run by Lighthouse Services, LLC (Lighthouse) by filing a report through the online link at www.lighthouse-services.com/anaergia or a local phone number (the phone number will vary by location). The information about the confidential reporting hotline will be posted at each office location in a public space accessible to all directors, officers, and employees of the Company. If a report is submitted through the online link the report will be made available as outlined below through Lighthouse's case management system (CMS). If a report is submitted by phone it will be answered confidentially by Lighthouse and a report will be created within the CMS. The report notice will be sent to the Chair and a summary of the incident reported will also be provided to the Chair of the Company's Governance, Compensation, and Nominating Committee (unless the complainant identifies the Governance, Compensation, and Nominating Committee as a concern). Should the complainant identify the Audit Committee as a concern, then the details shall be referred to the Chair of the Company's Governance, Compensation, and Nominating Committee and not the Audit Committee.

3. Investigation Procedures

- (a) The Chair is responsible for investigating and resolving all complaints or concerns submitted under this Policy (provided that, in the event such complaints or concerns involve the Audit Committee, the Chair of the Company's Governance, Compensation and Nominating Committee, or his or her designee within such Committee, shall undertake such investigation and resolution in the same manner as provided for the Chair under this Policy). At his or her discretion, he or she shall advise the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the Chair of the Company's Governance, Compensation and Nominating Committee, and/or the Audit Committee of complaints or concerns received, prior to the date of his or her final report.

- (b) Following the receipt of any complaints or concerns submitted under this Policy, the Chair will investigate each matter reported and will recommend that the Chief Executive Officer take corrective and disciplinary action, if appropriate.
- (c) Corrective and disciplinary action may include a warning or letter or reprimand, demotion, loss of salary increase or bonus, suspension without pay, termination of employment and/or civil or criminal prosecution.
- (d) The Chair may enlist other employees, officers or directors of the Company, or retain, at the Company's expense, outside legal, accounting or other advisors to assist in conducting any investigation.
- (e) In conducting his or her investigation, the Chair shall use his or her reasonable best efforts to protect the confidentiality and anonymity of the complainant, subject to the Chair's need to conduct a thorough investigation. While the Chair must use his or her reasonable best efforts to maintain anonymity, it may be necessary to identify the complainant or it may be possible for third parties to deduce the complainant's identity. For these reasons, anonymity cannot be guaranteed.
- (f) Using his or her best judgment, the Chair shall advise any employee, officer or director that has been named in a complaint or concern at an appropriate time during the investigation. If appropriate, the person named will have an opportunity to respond to the complaint or concern in writing, and that response will be included in the final report of the Chair.
- (g) The Chair shall report any valid inquiries or complaints received, including the results of his or her investigation, to the full Audit Committee and the board of directors of the Company.
- (h) The Chair shall report at least quarterly to the Audit Committee on this Policy and his or her activities under it and shall immediately report on any matters under this Policy relating to the Company's internal controls and the integrity of its financial results.
- (i) The Chair shall retain records regarding complaints reported in a secure manner for a period of no less than five years.

4. No Retaliation

This Policy is intended to encourage and enable employees, officers or directors to raise serious concerns within the Company, rather than seeking resolution outside the Company. Accordingly, the Company does not permit retaliation or harassment of any kind against individuals for complaints submitted under this Policy that are made in good faith. However, malicious complaints or complaints known to be false may result in disciplinary action being taken against the complainant.

5. Amendments

Revisions, amendments or alterations to this Policy can only be implemented following consideration and approval by the board of directors of the Company.

6. Review

The Company's Governance, Compensation and Nominating Committee shall review this Policy at least annually or otherwise as it deems appropriate, and, if applicable, propose recommended changes to the board of directors of the Company.