

ADENTRA INC.
(together with its subsidiaries, the “Corporation”)

“WHISTLE BLOWING” POLICY

I. STATEMENT OF POLICY

The Audit Committee (the “Audit Committee”) of the Corporation complies with the requirements of National Instrument 52-110 Audit Committees (“NI 52-110”), as amended. The Committee has written terms of reference (the “Terms”) which set out the Committee mandate and responsibilities.

Pursuant to the Terms, the Committee has established procedures for:

- a. the receipt, retention and treatment of complaints received by the Corporation regarding questionable accounting, internal accounting controls, or auditing matters and
- b. the confidential, submission by employees and of concerns regarding questionable accounting or auditing matters.

II. REPORTING PROCEDURE

Employees of the Corporation may report a concern regarding questionable accounting or auditing matters to the Committee anonymously or provide their name to enable better follow-up. Employees of the Corporation may report a suspected complaint by leaving a personal voice mail message with the Chair of the Audit Committee (the “Chair”), at the following phone number 778-721-8844.

Only the Chair will have access to the voice mail messages left by employees to ensure the confidentiality of any reported concern.

The role of the Committee is to oversee the work of the external auditor and any financial accounting, reporting and public disclosure on behalf of the board of directors. Accordingly, employees should report serious matters, such as accounting fraud, which they do not feel comfortable reporting through normal channels. Employees should not report minor complaints to the Committee, nor should they report to personnel matters the Committee for other than allegations of retaliation.

A report submitted to the Committee can be provided completely anonymous. The report should focus on facts, rather than speculations or general conclusions. Because the report is anonymous, employees should include as much specific information as possible to allow for proper assessment and investigation of the report. If employees wish the Committee to be able to contact them to further investigate, they should provide their contact information.

III. POLICY FOR RECEIVING AND INVESTIGATING REPORTS

Upon receipt of any report by any person other than an executive officer or director of the Corporation, the Chair will determine whether the information alleged in the report alleges or contains allegations that might constitute a serious concern. To the extent the Chair deems appropriate, he or she will appoint one or more internal and/

or external investigators to promptly and fully investigate the report under their supervision. The Chair shall, to the extent deemed appropriate, consult with the Committee with respect to conduct or results of any such investigation. The Chair will inform the reporting person (if his or her identity is known) that the report has been received and, to the extent appropriate, provide him or her with the name of, and contact information for, the investigator assigned to the report.

IV. RETENTION OF REPORTS

The Chair will maintain a log of all reports, tracking their receipt, investigation and resolution. Each member of the Committee and, at the discretion of the Chair, other personnel involved in the investigation of reports, shall have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be retained for a period of three years.

V. EMPLOYEE OBLIGATIONS

1. Read and Understand the Policy.

When employees receive this policy (or updated versions), employees are expected to understand this policy and comply with its terms and encouraged to discuss any questions they may have regarding this policy the Chair to ensure they understand this policy.

2. Follow the Policy.

Employees must act in accordance with this policy and may be periodically required to certify in writing their compliance with this policy.