

## **COMPUTER MODELLING GROUP LTD. WHISTLEBLOWER POLICY**

Adopted by the Board of Directors May 25, 2005  
and amended 2009, 2010, 2012, 2013 and November 12, 2014

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### **PURPOSE**

As a public company, the integrity of Computer Modelling Group Ltd. ("CMG") is paramount. CMG's financial information guides the decisions of the Board of Directors of CMG (the "Board of Directors"), and is relied upon by our securityholders and the financial markets. For these reasons, CMG must maintain a workplace where CMG will retain and treat all complaints concerning;

- (i) questionable accounting, internal accounting controls, or auditing matters or the misleading or coercion of auditors (collectively "Questionable Accounting/Audit Matters");
- (ii) the reporting of fraudulent or misleading financial information to our securityholders, regulatory agencies or the financial markets;
- (iii) corrupt practices and bribery contravening CMG's Anti-Corruption Policy ("Possible Corrupt Practices")
- (iv) breaches of CMG's Disclosure Policy and violations of CMG's Code of Business Conduct, including harassment of any person or persons;
- (v) any material misrepresentation in any written or oral disclosure made by, or on behalf of, CMG (collectively, (i) to (v) is referred to as "Reportable Events")
- (vi) and where directors, officers, employees, consultants and agents (collectively, "Service Providers") can raise these concerns free of any discrimination, retaliation or harassment.

CMG recognises the value of transparency and accountability in its administrative and management practices, and therefore also supports the disclosure of conduct which results in a violation of law by CMG or in a substantial mismanagement of CMG's resources and if proven constitutes a criminal offence or reasonable grounds for dismissal of the person engaging in such conduct (referred to herein as "grave misconduct").

Therefore, it is the policy of CMG to encourage Service Providers, when they reasonably believe that Reportable Events or grave misconduct have occurred or are occurring, to report those concerns to CMG management (on an anonymous basis, if Service Providers so desire) or to raise those concerns by corresponding directly with the Chairman of the CMG Audit Committee, on an anonymous basis, as described below. All reports will be taken seriously and will be promptly investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported, and the quality of the information provided. Where Reportable Events or grave misconduct have occurred, those matters will be corrected and, if appropriate, the persons responsible will be disciplined.

In addition, CMG is committed to providing a work environment in which Service Providers, when they reasonably believe that Questionable Accounting/Audit Matters have occurred, or that fraudulent financial information has been reported to our securityholders, regulatory agencies or the financial markets, Possible Corrupt Practices have occurred and/or that grave misconduct has occurred, can raise those concerns free of discrimination, retaliation or harassment. Accordingly, CMG strictly prohibits discrimination, retaliation or harassment of any kind against any Service Provider who, based on the Service Provider's reasonable belief that such conduct or practices have occurred or are occurring, reports that information.

## REPORTING AND INVESTIGATION

If you have reason to believe that you have become aware of Reportable Events and/or of grave misconduct, you must immediately report those facts in writing to your immediate supervisor or to the Chairman of the CMG Audit Committee. Any submission to the Chairman of the CMG Audit Committee can be sent in confidence to:

Chairman of the CMG Audit Committee  
3710 33 Street N.W.  
Calgary, Alberta T2L 2M1  
Email: peter.kinash@replicon.com

If you wish to remain anonymous, your written communication should clearly indicate this wish for anonymity. Bear in mind that an anonymous submission may not allow for all follow-up questions and may limit CMG's ability to investigate the reported matter. All confidential concerns may be forwarded to the Chairman of the Audit Committee, at the address noted above, in a sealed envelope labelled, **"To be opened by the Chairman of the Audit Committee only."** Any such envelopes received by CMG will be forwarded promptly and unopened to the Chairman of the Audit Committee.

If you later believe that you have been subject to discrimination, retaliation or harassment for having made a report under this Policy, you must immediately report those facts to your immediate supervisor or to the Chairman of the CMG Audit Committee. It is imperative that you bring the matter to CMG's attention promptly so that any concern of discrimination, retaliation or harassment can be investigated and addressed promptly and appropriately.

All complaints under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. All Service Providers have a duty to cooperate in the investigation of Reportable Events or of grave misconduct, or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters. In addition, a Service Provider shall be subject to disciplinary action, including the termination of their employment or contract, if the Service Provider fails to cooperate in an investigation, or deliberately provides false information during an investigation. If, at the conclusion of its investigation, CMG determines that a violation of policy has occurred, CMG will take effective remedial action commensurate with the severity of the offence. This action may include disciplinary action against the accused party, including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy.

## DISCRIMINATION, RETALIATION OR HARASSMENT

CMG strictly prohibits any discrimination, retaliation or harassment against any person who reports incidents of Reportable Events or of grave misconduct, based on the person's reasonable belief that such misconduct occurred. CMG also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of complaints about Questionable Accounting/Auditing Matters, of the reporting of fraudulent financial information, Possible Corrupt Practices or of grave misconduct.

Any complaint that any Service Providers are involved in discrimination, retaliation or harassment related to the reporting or investigation of Reportable Events or of grave misconduct shall be promptly and thoroughly investigated. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, including discharge, will be taken.

## RETENTION

All documents related to the reporting, investigation and enforcement of this Policy, as a result of a report of Questionable Accounting/Audit Matters, the reporting of fraudulent financial information to our securityholders, regulatory agencies or the financial markets, Possible Corrupt Practices or grave

misconduct, or of the discrimination, retaliation or harassment of a Service Provider that made such a report, shall be kept in a secure location and in accordance with CMG's record retention policy and applicable law.

### **ADDITIONAL ENFORCEMENT INFORMATION**

In addition to CMG's internal complaint procedure, Service Providers should also be aware that certain federal and provincial law enforcement agencies are authorized to review Questionable Accounting/Audit Matters, or potentially fraudulent reports of financial information, or Possible Corrupt Practices matters. CMG's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates CMG's policies will be viewed as unacceptable under the terms of employment at CMG. Certain violations of CMG's policies and practices could even subject CMG and any individual Service Providers involved to civil and criminal penalties. Before issues or behaviour can rise to that level, Service Providers are encouraged to report suspicion of Reportable Events or of grave misconduct, or discrimination, retaliation or harassment related to such reports. Nothing in this Policy is intended to prevent a Service Provider from reporting information to the appropriate agency when the Service Provider has reasonable cause to believe that the violation of a federal or provincial statute or regulation has occurred.

### **MODIFICATION**

The Audit Committee or the Board of Directors of CMG can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal and provincial regulations and/or accommodate organizational changes within CMG. Please be advised that if a modification is made to this Policy, an email will be distributed to all CMG Service Providers with reference to the revised document copy maintained on CMG's internal computer network and the full Policy will be emailed to international CMG Service Providers.

Please sign the acknowledgment form below and return it to CMG Human Resources. This will let CMG know that you have received the Whistleblower Policy and are aware of CMG's commitment to a work environment free of discrimination, retaliation or harassment for reporting of Questionable Accounting/Audit Matters, fraudulent financial information, Possible Corrupt Practices, or grave misconduct as well as your obligations to report such information.

**ACKNOWLEDGMENT AND AGREEMENT REGARDING THE  
COMPUTER MODELLING GROUP LTD.  
WHISTLEBLOWER POLICY**

This is to acknowledge that I have received a copy of CMG's Whistleblower Policy. I understand that, as a public company, the integrity of the financial information of CMG is paramount. I further understand that CMG is committed to a work environment free of discrimination, retaliation or harassment for Service Providers who have raised concerns regarding Questionable Accounting/Audit Matters, or reporting of fraudulent financial information, or Possible Corrupt Practices, or of grave misconduct as defined in CMG's Whistleblower Policy and that CMG specifically prohibits discrimination, retaliation or harassment whenever a Service Provider makes a good faith report regarding such concerns. Accordingly, I specifically agree that to the extent I have concerns that I reasonably believe to be related to Questionable Accounting/Audit Matters, or reporting of fraudulent financial information, or Possible Corrupt Practices, or of grave misconduct, or which is otherwise in violation of CMG's policies, I will immediately report such conduct in accordance with CMG's Whistleblower Policy.

I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, CMG and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title