



## **EMERALD HEALTH THERAPEUTICS, INC.**

### **WHISTLEBLOWER POLICY**

#### **1. PURPOSE OF THIS POLICY**

1.1 Emerald Health Therapeutics, Inc. (the “Company”) has adopted the Code of Ethics and Business Conduct (the “**Code**”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle Blower Policy (the “**Policy**”) has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

#### **2. REPORTING RESPONSIBILITY**

2.1 It is the responsibility of all directors, officers, and employees to comply with the Code and to report suspected violations in accordance with the Policy.

#### **3. AUDIT COMMITTEE RESPONSIBILITIES**

3.1 All complaints and concerns (“**Reports**”) will be forwarded to the Audit Committee in accordance with the procedures set forth herein. The Audit Committee Chair shall be responsible for investigating, and making appropriate recommendations to the Board of Directors, with respect to:

- (a) accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the accounting policies (an “**Accounting Allegation**”) of the Company;
- (b) compliance with legal and regulatory requirements (a “**Legal Allegation**”); and
- (c) retaliation against employees of the Company who make Accounting Allegations or Legal Allegations (a “**Retaliatory Act**”).

#### 4. PROCEDURES FOR MAKING AND RECEIVING A REPORT

4.1 The Company has an open-door policy and suggests that employees, contractor, or other individuals affiliated with the Company share their questions, concerns, suggestions or complaints with their immediate supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to submit a report through the Company's Confidential system – Xpera ConfidenceLine, which is managed by a third party and provides for anonymity.

4.2 For allegations of fraud, securities law, or human rights concerns, or when you are not satisfied or uncomfortable reporting directly to a supervisor, manager or Human Resources, individuals should contact the Company's Audit Committee Chair through the Company's Confidential system – Xpera ConfidenceLine, using one of the contact methods below.

Reports can be submitted in English or French by way of the following channels:

- **Online at - [www.emeraldhealth.confidenceline.net](http://www.emeraldhealth.confidenceline.net)**
- **By phone at - 1-800-661-9675**

4.3 The Company's Audit Committee Chair is responsible for investigating and resolving all reports and allegations concerning violations of the Code and, at his discretion, shall advise the President and CEO and the Board. The Company's Audit Committee Chair is required to report his compliance activity to the Audit Committee and the Board at least quarterly. The Company's Audit Committee Chair is Punit Dhillon

4.4 The Audit Committee Chair will notify the sender and acknowledge receipt of the suspected violation within fifteen business days. All reports will be promptly investigated by the Audit Committee Chair, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the matter.

4.5 The Audit Committee Chair has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

4.6 Complaints that involve incidents that may constitute a danger or risk to a member of the organization or member of the public may also be reported directly to the local authorities.

## **5. ACTING IN GOOD FAITH**

5.1 If an individual makes an allegation in good faith and the allegation is not confirmed by subsequent investigation, no action will be taken against that individual. However, if the investigation reveals that an individual has made deliberately false or malicious or vexatious allegations, such instances will be viewed as serious offences which are likely to result in disciplinary action.

## **6. PROTECTION OF WHISTLEBLOWERS**

6.1 The Audit Committee Chair, the Audit Committee and the Board shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who in good faith makes an Accounting Allegation or Legal Allegation; reports a Retaliatory Act; or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report. The Audit Committee and the Board shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes an Accounting Allegation or Legal Allegation or reports a Retaliatory Act and who asks that his or her identity as the person who made such Report remain confidential.

## **7. RETENTION OF RECORDS**

7.1 The Audit Committee shall retain for a period of seven years all records relating to any Accounting Allegation or Legal Allegation or report of a Retaliatory Act and to the investigation of any such Report. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

## **8. CONFIDENTIALITY**

8.1 Reports may be submitted on a confidential basis by the complainant. Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **9. RELATED DOCUMENTS**

9.1 Refer to the Company's Ethics & Code of Business Conduct