

Appendix 1-D

NWP Whistleblower Policy



WHISTLEBLOWER POLICY

1. Purpose

The Company and its subsidiaries (collectively, the “Company”) requires its directors, officers and employees to observe high standards of business conduct and are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company. Accordingly, the Company is committed to fostering a culture that encourages, supports and maintains high standards of honest and ethical behaviour, corporate compliance, social responsibility and good governance.

The Company has adopted this policy to support this culture by encouraging Stakeholders to report incidents of wrongdoing and ensuring that each Stakeholder that reports wrongdoing is protected.

This policy has been drafted to comply with the Company’s obligations under the *Canadian Business Corporations Act* (R.S.C., 1985, c. C-44) (**Canadian Business Corporations Act**) and any other applicable laws.

This policy will be made available to officers and employees of the Company, on the Company website and in such other ways as will ensure the policy is available to employees and persons wishing to use it.

2. Who does this policy apply to?

This policy applies to all:

- (a) current and former employees, volunteers, directors, officers, associates, agents, consultants, suppliers (including employees of suppliers), contractors (including employees of contractors); and
- (b) relatives, dependents, spouses, or dependents or a spouse of any of the above,

(together, **Stakeholders**).

The protections in this policy will also apply to anyone who has made a disclosure of information relating to the Company to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblower protection laws.

It is a condition of any employment or engagement by the Company that all employees, officers and contractors of the Company must comply at all times with this policy.

Subject to paragraph “Amendments”, the Company may amend this policy from time to time to ensure that it remains effective and meets best practice standards.

3. Reportable conduct

A Stakeholder should make a report under this policy if a Stakeholder reasonably suspects that conduct or a state of affairs exists in relation to the Company that is any of the following:

- (a) any concern that an employee, director or officer of the Company has committed an actual or apparent violation of the Company’s Code of Business Conduct or any other policy or procedure of the Company;
- (b) any actual or apparent violation of the Company’s Disclosure and Insider Trading Policy;
- (c) any complaint regarding accounting, internal controls, disclosure controls or auditing matters including dishonest, fraudulent or corrupt practices;

- (d) a danger or significant risk to public safety or the financial system;
- (e) any good faith concerns regarding questionable accounting or auditing matters;
- (f) a breach of any legal obligation, including regulatory or contractual obligations or requirements; or
- (g) any other kind of misconduct or improper state of affairs or circumstances,

(together, **Reportable Conduct**).

The protections under this policy and the Corporations Act do not apply to disclosures that:

- (h) do not relate to Reportable Conduct;
- (i) disclosures that relate only to personal work-related grievances and do not otherwise relate to Reportable Conduct; or
- (j) the disclosure of Reportable Conduct that is false, untrue or incorrect.

4. Reporting Procedures

The Company has several channels for making a report if a Stakeholder becomes aware of any issue or behaviour the Stakeholder considers to be Reportable Conduct.

The Company has appointed an independent director (**Designated Officer**) to receive and handle disclosures by Stakeholders.

A Stakeholder that disclosed Reportable Conduct with the Designated Officer is entitled to protection under this policy and the Canadian Business Corporations Act. Protection applies from the time the disclosure is made regardless of whether the disclosing Stakeholder recognises at the time of making the disclosure that a concern relates to Reportable Conduct.

A disclosing Stakeholder may choose to remain anonymous whilst disclosing the Reportable Conduct, during the investigation of the matter and once the investigation of the matter is finalised.

In circumstances where a disclosing Stakeholder does not wish to raise a concern in respect of Reportable Conduct with the Designated Officer, concerns may be raised with:

- (a) a lawyer, where the information is disclosed for the purpose of obtaining advice about the whistleblower protection regime established in the Corporations Act;
- (b) the Company's internal or external auditor;
- (c) the Canadian Securities Administrators (CSA);
- (d) the Canadian Association of Professionals in Regulatory Affairs (CAPRA); or
- (e) the Public Servants Disclosure Protection Act prescribed to be an authorised recipient of whistleblower concerns for the purpose of the PSDPA.

Where a disclosing Stakeholder believes that Reportable Conduct is a matter of public interest (**Public Interest Disclosure**) or an emergency due to some imminent threat or danger (**Emergency Disclosure**), a disclosing Stakeholder can make a disclosure to:

- (a) a journalist; or
- (b) a member of Parliament,

however, prior to making a Public Interest Disclosure or Emergency Disclosure a disclosing Stakeholder must contact an independent legal advisor for information in respect to the criteria for making Public Interest Disclosures or Emergency Disclosures.

Reportable Conduct should be raised in the following manner:

- (c) Any disclosing Stakeholder may submit, on a confidential, anonymous basis if the Stakeholder so desires, any good faith concerns regarding any item within the scope of this policy.
- (d) All such concerns shall be set forth in writing and forwarded as private and confidential to the Designated Officer, who is required and obliged to investigate and resolve all and any reports, unless a disclosure is a Public Interest Disclosure or Emergency Disclosure.
- (e) Correspondence should be clearly labelled as follows:
Private and Confidential, to the Designated Officer. Submitted in accordance with the Company's Whistleblower Policy.

Reports may be emailed directly to the Designated Officer or posted to Suite 810, 789 Pender Street Vancouver, BC V6C 1H2.

If the disclosing Stakeholder would like to discuss any matter with the Designated Officer, the disclosing Stakeholder should indicate this in the submission and include a telephone number at which he or she may be contacted.

A disclosing Stakeholder may make a disclosure to the Designated Officer openly or anonymously, in person, by phone or email and during or outside of business hours.

5. Investigation procedures

The Designated Officer will assess all disclosures made under this policy to determine whether:

- (a) the disclosure constitutes Reportable Conduct that falls within the scope of this policy;
- (b) sufficient evidence to substantiate or refute the matters raised in the disclosure exist and does not require formal investigation.

Where it is determined that a formal investigation is required, the Designated Officer will determine as soon as practicable, having regard to the nature and content of the Reportable Conduct, the process for conducting the investigation, including:

- (a) advising the Chief Executive Officer (or equivalent), the Chief Financial Officer (or equivalent) and the Audit and Risk Committee (if relevant) of Reportable Conduct concerns received, prior to the date of his or her final report, unless the Designated Officer determines that it would be inappropriate in the circumstances;
- (b) whether any necessary corrective and disciplinary action is required, where appropriate; and

- (c) whether the Designated Officer will require assistance from other employees, directors or officers of the Company, or retain, at the Company's expense, outside legal, accounting or other in conducting any investigation.

During a formal investigation, the Designated Officer will provide the disclosing Stakeholder with regular updates, the frequency and timeframes of which may vary depending on the nature of the Reportable Conduct, providing the disclosing Stakeholder can be contacted without compromising the anonymity of the disclosing Stakeholder.

Each investigation conducted under this policy must be conducted in a thorough, objective, fair and independent manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and any other relevant circumstances.

The Designated Officer shall report any valid inquiries or Reportable Conduct received, including the results of an investigation, to the Company's Board of directors.

A Stakeholder not satisfied with the outcome of an investigation may request a review of the findings.

The Designated Officer shall retain records in relation to Reportable Conduct disclosures in a secure manner for a period of not less than five years.

6. Fair treatment of stakeholders implicated in reportable conduct

Using his or her best judgment, the Designated Officer shall advise any Stakeholder that the Stakeholder has been named in an investigation of Reportable Conduct:

- (a) as and when required by the principles of natural justice and procedural fairness, including by giving the opportunity to respond to the Reportable Conduct in writing; or
- (b) prior to any actions being taken in respect of the Reportable Conduct.

Any Stakeholder named in an investigation of Reportable Conduct shall be informed of the outcome of the investigation, if any.

Any investigations of Reportable Conduct must be kept confidential and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper performance of an investigation of Reportable Conduct.

7. Protection of Whistleblowers

In conducting his or her investigation, the Designated Officer shall use his or her reasonable best efforts to protect the confidentiality and anonymity of the Stakeholder making a disclosure, subject to the Designated Officer's need to conduct a thorough investigation.

Information concerning Reportable Conduct disclosures may only be disclosed without the disclosing Stakeholder's consent if:

- (a) such information does not contain the disclosing Stakeholder's identity;
- (b) the Company has taken all reasonable steps to reduce the risks that the disclosing Stakeholder's identity will be revealed from the information; or
- (c) the disclosure is reasonably necessary to investigate the Reportable Conduct thoroughly.

Any disclosures of a disclosing Stakeholder's identity or information likely to reveal the identity of the disclosing Stakeholder will be made on a strictly confidential basis and with the disclosing Stakeholder's consent, subject to the exceptions in the Public Servants Disclosure Protections Act (PSDPA), and or with the purpose of obtaining legal advice or representation.

The Company will not permit retaliation, harassment or any other kind of detrimental conduct as described in the Canadian Business Corporations Act against a disclosing Stakeholder.

Upon the resolution of an investigation, the disclosing Stakeholder may seek compensation through the courts if the disclosing Stakeholder has suffered loss or injury because of a disclosure of Reportable Conduct or if the Company failed to take reasonable steps to prevent a person from causing loss, damage or some other detriment to the disclosing Stakeholder for disclosing Reportable Conduct.

A disclosing Stakeholder will be protected from any retribution from the Company with regards to Reportable Conduct disclosed in respect of any breaches of civil, criminal or administrative liability in relation to making a disclosure.

Release of information to a person not involved in an investigation (other than those authorised), without consent of the disclosing Stakeholder, will be a breach of this policy.

8. Further support for disclosing stakeholders

The Company will take all reasonable steps to ensure that a disclosing Stakeholder is:

- (a) supported throughout the process of disclosing Reportable Conduct and any subsequent investigation;
- (b) receives the appropriate protections outlined in paragraph "Protection of Whistleblowers" above;
- (c) acknowledged prior to and informed of any updates in relation to Reportable Conduct disclosures or subsequent investigations or conclusions of an investigation in a timely manner.

9. Amendments

Revisions, amendments or alterations to this policy can only be implemented following consideration and approval by the Board.

10. Approval and review details

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