



## WHISTLEBLOWER PROGRAM

### PURPOSE

Gear Energy Ltd. ("**Gear**") is committed to the highest standards of openness, honesty and accountability. The integrity of the financial and other information of Gear is vital as it guides the decisions of the Board of Directors of Gear ("**Board**") and is relied upon by our shareholders, financial markets and other stakeholders.

For these reasons Gear must cultivate an environment where individuals can confidentially and anonymously report complaints and concerns regarding accounting, internal controls or auditing matters without the fear of victimization, discrimination or disadvantage. This requires a program by which the appropriate body can receive, retain and investigate all reports of complaints and concerns regarding accounting, internal controls, auditing matters and matters set forth in Gear's Code of Business Conduct and Ethics.

### WHISTLEBLOWER PROTECTION

The Whistleblower Program is established for employees, management, officers, directors, contractors, consultants, vendors, customers and committee members of Gear.

### REPORTABLE CONDUCT

This program is designed to encourage the reporting of complaints and concerns regarding accounting, internal controls or auditing matters, including, but not limited to:

- suspect, questionable, unethical, and unlawful accounting and auditing policy, practices or procedures;
- intentional breach of or failure to implement accounting and auditing policy, practices or procedures approved by the Board of Directors;
- inadequate internal controls;
- the misleading or coercion of auditors;
- suspected violations of Gear's Code of Business Conduct and Ethics;
- disclosure of fraudulent or misleading financial information; and
- instances of corporate fraud.

## **WHO IS PROTECTED?**

Any person who makes a disclosure or raises a concern under this program will be protected if the person:

- discloses the information in good faith;
- believes it to be substantially true;
- does not act maliciously or make false allegations; and
- does not seek any personal or financial gain.

## **REPORTING A COMPLAINT**

Complainants can be anonymously reported via email, telephone or post. In instances where a satisfactory response is not received from your immediate supervisor, or if you are uncomfortable addressing your concerns to your supervisor any senior officer of Gear may be contacted.

In instances where a satisfactory response is not received from such senior officer, or if you are uncomfortable addressing your concerns to a senior officer, the Chairman of the Audit Committee (the "**Committee**") of Gear may be contacted by mail, telephone or email as follows:

Harry English  
 c/o Burnet, Duckworth & Palmer LLP  
 2400, 525 — 8 Avenue SW  
 Calgary, Alberta T2P 1G1  
 Attention: Ted Brown

Telephone: (403) 200-8310  
 Email: [harryenglish54@gmail.com](mailto:harryenglish54@gmail.com)

Employees and consultants are encouraged to provide as much specific information as possible including names, dates, places and events that took place, the employee's or consultant's perception of why the incident(s) may be a violation, and what action the employee or consultant recommends be taken.

## **INVESTIGATING A REPORT**

Gear will respond positively to concerns raised hereunder. Reporting parties should not forget that investigating your concerns is not the same as either accepting or rejecting them.

Where appropriate, the matters raised may:

- be investigated by management, the Audit Committee, Internal Audit, or legal counsel;
- be referred to the police;
- be referred to the external auditor; or
- form the subject of an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries may be made to determine whether an investigation is appropriate and, if so, what form it should take.

The overriding principle which Gear will have in mind is the best interests of Gear and its shareholders.

Some concerns may be resolved by agreed action without the need for further investigation or action. If urgent action is required, it may be taken before an investigation is completed.

Within fifteen (15) working days of a concern being raised, the responsible officer will write to the reporting party:

- acknowledging that the concern has been received;
- indicating how he/she proposed to deal with the matter;
- giving an estimate of how long it will take to provide a final response;
- telling the reporting party whether any initial enquiries have been made; and
- telling the reporting party whether further investigations will take place and if not, why not.

The amount of contact between the officers considering the issues and the reporting party will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, Gear will seek further information from the reporting party.

Gear will take steps to minimize any difficulties which the reporting party may experience as a result of raising a concern. For instance, if the reporting party is required to give evidence in criminal or disciplinary proceedings, Gear will arrange for the reporting party to receive advice about the procedure.

In determining what further actions to take, considerations include, but are not limited to:

- the alleged wrongdoer;
- seriousness of the allegation;
- credibility of the allegation; and
- urgency of an investigation and resolution.

## **CONFIDENTIALITY**

The investigating body will respect the confidentiality of any complainant who so requests, but can only do so to the extent permitted by the law. However, it must be appreciated that it will be easier to follow up and to verify complaints if the complainant is prepared to give his or her name.

## **VICTIMIZATION, DISCRIMINATION AND HARASSMENT**

Gear will not tolerate any attempts, to any degree, on the part of anyone to sanction or detriment in any way a complainant who reported a complaint or concern in good faith. Any such attempt should be reported immediately to a senior officer of Gear or the Chairman of the Committee.

**RECORDS**

The Committee shall retain for a period of three (3) years all records relating to reports submitted under this program.

November 3, 2021