



JCM Power Corporation

WHISTLEBLOWER POLICY

DOCUMENT CONTROL

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1. PURPOSE

JCM Power Corporation, its subsidiaries and its affiliates (collectively “JCM”), as applicable, expects each director, officer, employee, and contractor to comply with all applicable laws. JCM is committed to promoting honesty and integrity and maintaining the highest ethical standards in all its activities. Consistent with these values, JCM does not tolerate any illegal or unethical behaviour, including fraud, criminal acts, regulatory violations, manipulation of accounting and auditing records, or any breach of the Code (defined below) or any other policies, procedures, or practices established by JCM.

2. DEFINITIONS

Term	Description
Administrator	Person designated to oversee the day-to-day administration of the Whistleblower Policy, including receiving, tracking, and reporting on Incidents reported as set out in Appendix A.
Board	JCM’s board of directors.
Code	The Code of Conduct and if applicable, any similar Policy.
Employee Reporter	JCM employee or contractor reporting Incidents under the Whistleblower Policy.
Incident	<p>One or more violations or suspected violations of the Code, applicable laws, or JCM’s accounting, financial reporting, internal accounting controls, or auditing policies and procedures, or related matters, including, but not limited to, the following non-exhaustive list of examples:</p> <ul style="list-style-type: none"> ■ Suspected violations of applicable law, whether civil or criminal, including breaches of occupational health and safety legislation. ■ Suspected violations of corporate policies or guidelines of JCM or the Code. ■ Questionable accounting, internal accounting controls, auditing practices, or accounting or auditing irregularities. ■ Experiencing or observing discrimination, harassment, sexual misconduct, workplace violence, substance abuse, violations of human rights, or similar behaviours. ■ Any falsification of contracts, books, records, reports, or accounts. ■ Direct or indirect participation in any bribes, kickbacks, improper profit-sharing arrangements, illegal gratuities or improper inducements or payments to any public official or other acts of corruption or bribery. ■ Fraud against or involving JCM or any party having a business relationship with JCM or its subsidiaries or affiliates. ■ Risk to JCM’s assets, property, or resources.

Term	Description
	<ul style="list-style-type: none"> ■ Concerns about JCM’s business practices. ■ A matter likely to receive negative media or public attention. ■ Any retaliation against any Reporter for intending to make or making a good faith report under the Whistleblower Policy.
Investigator	The person or persons designated by the board with responsibility for investigating and bringing closure to reported incidents.
Policy	This Whistleblower Policy.
Reporter	An Employee Reporter or a director, officer or other person reporting incidents in accordance with this Policy, including but not limited to suppliers, business partners, consultants, agents and representatives.

3. APPLICATION

This Policy applies to each Incident reported, and the procedures, protections and other provisions of this Policy are for the benefit of every director, officer, employee, and contractor of JCM.

4. NO RETALIATION

JCM will not, in relation to the reporting of any Incident under the Policy, permit any form of retaliation or reprisal (including discharge, demotion, transfer, suspension, threat, intimidation, harassment or any other form of discrimination) by any person or group, directly or indirectly, against any Reporter, witness or interviewee who, truthfully and in good faith:

- Reports an Incident in accordance with this Policy;
- Lawfully provides information or assistance in an investigation regarding any conduct with the Reporter reasonably believes constitutes a violation of applicable laws, the Code or any other JCM policies;
- Files, causes to be filed, testifies, participates in or otherwise assists in a proceeding related to a violation of applicable laws, the Code or any other JCM policies;
- Provides a law enforcement officer with information regarding the commission or possible commission of an offence, unless the individual reporting is one of the violators; or
- Assists the Investigator, management or any other person or group (including any governmental or regulatory authority) in the investigation of an Incident.

Any director, officer, employee, or contractor who retaliates against a Reporter, witness or otherwise in violation of this section could face disciplinary action, up to and including termination of the person’s employment or position with JCM.

If any person believes that retaliation or reprisal has occurred, that person may submit a complaint pursuant to this Policy after the person knew or ought to have known that the retaliation or reprisal occurred.

5. REPORTING INCIDENTS

- Incidents must be reported promptly by Reporters to someone who can address them promptly. In most cases involving an Employee Reporter, this will be the employee's supervisor.
- If an Employee Reporter believes that in the circumstances it would not be appropriate to report an Incident to their supervisor, the Employee Reporter may report the Incident to any officer or other member of JCM's management team to whom the person believes it would be appropriate to report the Incident.
- Where a supervisor or other member of management receives an Incident report, it must be promptly forwarded to the Administrator.
- Suspected fraud or violations of applicable laws should be promptly reported directly to the Administrator.
- Reporters may report their concerns under this Policy through several channels. They should choose the channel that is most appropriate given the nature of their concern.
 - To the Administrator; or
 - To the Chief Executive Officer ("CEO") of JCM Power Corporation; or
 - To the Chair of the Board of Directors ("Chair") of JCM Power Corporation.
- Access to Incident reports is strictly controlled to prevent interference with, and ensure the independence, effectiveness, and integrity of any ensuing Incident investigation. Upon receiving an Incident report, the Administrator will forward it to the CEO and Chair (provided such individuals are not related to or the subject of the Incident).
- Where other Organization policies contain their own specialized reporting procedures, those other procedures should be used whenever possible instead of the reporting procedures herein.

6. INVESTIGATION AND OVERSIGHT

- The Administrator will serve as the Investigator for Incidents of a general nature that are not more appropriately investigated by another person. Where an Incident pertains to a matter more appropriately investigated by another person, the Administrator will consult with the CEO and the Chair to assign an appropriate internal or external Investigator to investigate the Incident. No person will be appointed to investigate an Incident where the person is or could reasonably be perceived to be in a conflict of interest, or otherwise impartial or unbiased in conducting the investigation.
- All Incidents will be promptly investigated, and appropriate corrective actions will be taken if warranted by the Investigation.
- All persons (including the Reporter) must fully cooperate in the Investigator's investigation.
- The Investigator may involve other persons in the investigation as deemed appropriate (including members of JCM's management).

- The status, and to the extent possible the outcome, of an Incident investigation will be communicated to the Reporter in a timely manner either through direct communication, if the Reporter provided his or her name.

7. ACTING IN GOOD FAITH

- A Reporter must act in good faith and have reasonable grounds for believing that the information disclosed is true.
- Incidents found to have been made in bad faith, maliciously, or which were known to be false when made, will be viewed as a serious offence that could give rise to disciplinary action, up to and including termination of employment with JCM.

8. CONFIDENTIALITY AND ANONYMITY

- All Incident reports will be treated as confidential, and each report and the identity of the Reporter will be kept confidential to the extent permissible by law and feasible to permit proper investigation and resolution. Reports will only be accessible to people that the Investigator determines have a “need to know” and where such access will not otherwise compromise or interfere with the independence, effectiveness, and integrity of the investigation. Ordinarily, a need to know arises from an obligation to investigate or to take remedial action based on the information contained in the Incident report. For clarity, sharing Incident information in a manner required by this Policy will not be considered a breach of confidentiality.
- Reports of Incidents must be supported by sufficient information and evidence to enable a proper investigation, particularly in the case of anonymous Incident reports, since the Investigator may not be able to seek further details from the Reporter. Incident reports should include:
 - the date(s) of the Incident(s);
 - the identity of the individuals and witnesses involved;
 - a description of the specific actions or omissions that constitute the Incident;
 - how the Reporter became aware of the Incident;
 - any steps taken by the Reporter to date with respect to the Incident; and
 - any materials or documents relevant to support or evidence the Incident.
- While this Policy facilitates anonymous reporting and protects Reporter anonymity, such measures may hinder the effective investigation of an Incident. Also, as a practical matter, it is possible that the identity of an anonymous Reporter may become known during the Incident investigation or resolution or may be subject to legal disclosure requirements. Therefore, JCM encourages Reporters to only report anonymously where necessary, given the inherent difficulty in properly investigating, following up on, and resolving anonymously reported Incidents. If a Reporter remains anonymous and does not provide sufficient detail regarding the Incident (as per details above), the Investigator may not be able to initiate or complete a comprehensive Incident investigation.

9. POLICY REVIEW

This Policy shall be reviewed annually along with updates to the Code.

10. QUESTIONS AND CONCERNS

Any questions concerning this Policy should be directed to the Legal team.