

SUPERIOR PLUS CORP.
WHISTLEBLOWER POLICY

Policy: Whistleblower Policy	Responsible Executive: Vice-President, Corporate Risk and Compliance
Effective Date: August 8, 2016	Policy Review Cycle: Annually
Supersedes: Version approved by the Board on July 30, 2015	Contact: Corporate Risk and Compliance
Approved by: Board of Directors	

1. Policy Intent

- 1.1 Superior Plus Corp. (“Superior” or “Corporation”) is committed to fostering a culture of honesty, integrity and ethical behaviour by enabling individuals to raise concerns and/or submit complaints relating to suspected wrongdoing or Unacceptable Behaviour without fear of retaliation.
- 1.2 This Whistleblower Policy (the “Policy”) establishes a framework for reporting and investigating suspected Fraud and concerns regarding questionable accounting or auditing practices.
- 1.3 The intent of this Policy is to inform and encourage Superior Representatives that suspected Fraud and concerns regarding questionable accounting or auditing practices or Unacceptable Behaviour must be immediately reported. Superior does not condone directly or indirectly, retaliation or retribution against employees, contractors and their respective employees, who report concerns in Good Faith.

2. Definitions

“Fraud” means any intentional illegal, irregular or dishonest act by one or more persons, including those who oversee third-party contracts and leases, involving the use of deception to obtain an illegal, unjust or improper advantage or benefit whether or not for personal gain.

Fraudulent activities include but are not be limited to the following:

- any impropriety in the handling or reporting of money or financial transactions;
- the false representation or misrepresentation of a material fact (i.e. commission) or the intentional concealment of a material fact (i.e. omission) for the purpose of inducing another to act upon it;

- any other dishonest or deceitful conduct or act;
- asset misappropriation or theft, such as any act of stealing or redirecting corporate assets to an employee or other person without the knowledge and approval of the Corporation, for the benefit of the employee or other person; and
- manipulating any corporate data, financial statements, information, records or reports possibly to cover mistakes or Fraud, or to improve financial, operating, or statistical results or to gain unfair advantage in a contract.

“Good Faith” means when a report is made without malice or consideration of personal benefit and the person has a reasonable basis to believe that the report is true. A report does not have to be proven to be true to be made in good faith. Good faith is lacking when the report is known to be malicious or false.

“Senior Leadership Team” means those Superior Representatives that hold the title of Vice President or senior.

“Superior Representatives” means members of the Board of Directors of Superior (the “Board” or “Directors”), officers and employees of Superior, contractors/consultants and their respective employees, collectively referred to as “Superior Representatives”.

“Unacceptable Behaviour” means any activity which violates Superior’s Code of Business Conduct & Ethics.

3. Application

- 3.1 This Policy applies to all members of the Board of Directors of Superior (the “Board” or “Directors”), officers and employees of Superior, contractors/consultants and their respective employees, collectively referred to as “Superior Representatives”.
- 3.2 Superior expects Superior Representatives to act in accordance with the highest degree of ethics and integrity, as set forth in this Policy and Superior’s Code of Business Conduct and Ethics.

4. Policy Requirements, Roles and Responsibilities

The requirements of National Instrument 52-110 issued by the Canadian Securities Administrator ensures that the Audit Committee establish procedures for:

- a) the receipt, retention and treatment of complaints received by Superior regarding accounting, internal accounting controls, or auditing matters; and
- b) the confidential, anonymous submission by employees of Superior of concerns regarding questionable accounting or auditing matters.

4.1 The Audit Committee of the Board of Directors:

- a) acts in accordance with its roles and responsibilities pursuant to the Audit Committee Mandate which stipulates that the Audit Committee must establish, review and monitor procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or audit matters and the confidential, anonymous submission by employees of Superior, concerns regarding questionable accounting or auditing practices that relate to the Corporation. The Whistleblower Committee has been delegated the responsibility to manage the above-noted mandate.
- b) reviews with Superior's management and the Vice-President, Corporate Risk and Compliance the applicable Complaints and Reporting Procedures, as outlined in Section 4.4.

4.2 The Whistleblower Committee must:

- a) establish and monitor the Complaints and Reporting Procedures to enable persons to anonymously submit complaints or concerns, and to protect the confidentiality of the information submitted, while enabling a thorough, effective and confidential investigation to be conducted;
- b) monitor the Complaints and Reporting Procedures in place;
- c) review and oversee the investigation and resolution of complaints, including the identification and remediation of deficiencies, if any, and
- d) Submit reports to the Audit Committee with respect to the Complaints and Reporting Procedures and any significant complaints or concerns received.

4.3 Superior Representatives must:

- a) act in Good Faith;
- b) promptly report concerns of suspected Fraud and questionable accounting or auditing practices through the Complaints and Reporting Procedures as set out in this Policy; and
- c) immediately report any retaliation against any person submitting a complaint or a concern directly to the individual's reporting manager, a member of the Senior Leadership Team, the Whistleblower Committee (care of the Vice President, Corporate Risk & Compliance), or in writing to the Chair of the Audit Committee.

4.4 Complaints and Reporting Procedures

Superior representatives are encouraged to promptly report either orally or in writing to their immediate supervisor, all evidence of activity by a department or Superior Representative that may constitute any of the following:

- questionable accounting practices;
- inadequate internal accounting controls;
- the misleading or coercion of auditors;
- disclosure of fraudulent or misleading financial information;
- instances of corporate fraud;
- any material misrepresentation in any written or oral disclosure made by or on behalf of Superior;
- breaches of any of Superior's corporate governance policies; and
- any activity which may violate Superior's Code of Business Conduct & Ethics.

Reports may be made via *ConfidenceLine*, an independent, interactive telephone service provider that is available 24 hours a day, 7 days a week at: 1-800-661-9675, in French, English and Spanish. *ConfidenceLine* is also available via the internet at www.superiorplus.ConfidenceLine.net. Concerns will be reported to the third-party company designate on a secure, confidential and anonymous basis.

The Vice President, Corporate Risk and Compliance will serve as the designated recipient of *ConfidenceLine* submissions. The Vice President, Human Resources & Talent will serve as the designated recipient when the Vice President, Corporate Risk and Compliance is absent.

Records and information received regarding a complaint or concern shall be retained by Superior for a period of at least seven years.

4.5 Senior Level Complaint Procedures

- 4.5.1 All complaints that involve any members of the Senior Leadership Team (whether through a *ConfidenceLine* submission or otherwise) will be routed in accordance with the Decision Chart below.

4.5.2 Decision Chart:

ConfidenceLine Submission Involves:	Complaint Recipient	Investigation and Decision on Remedial Action*
Board of Directors	Senior Vice-President and Chief Legal Officer	Chair of the Board ** Chair of the Audit Committee **
President & CEO Senior Vice-President and Chief Financial Officer Senior Vice-President and Chief Legal Officer Divisional Presidents	Chair of the Audit Committee	Chair of the Board ** Chair of Audit Committee **
All Vice Presidents or Senior Vice Presidents of the Corporation	Senior Vice-President and Chief Legal Officer	President & CEO Senior Vice-President and Chief Financial Officer Senior Vice-President and Chief Legal Officer

*The individuals stated below will form an investigation team as deemed appropriate.

**The Chair of the Governance and Nominating Committee will lead any investigations should the Chair of the Board or Audit Committee be named in a Whistleblower submission.

4.6 All Unlawful Retaliation Prohibited

Superior strictly prohibits and does not tolerate unlawful retaliation against any Superior Representative, who in Good Faith reports such incidents as described above (Section 4.4). Superior Representatives shall be protected from retaliation, including any threats or form of discipline, reprisal, intimidation or other form of retaliation for participating in any activity protected by law.

5. Contact Information

Should any Superior Representative wish to contact the Audit Committee of Superior directly, all such concerns shall be set forth in writing and forwarded in a sealed envelope to the Chair of the Audit Committee. The envelope should be labeled with a legend such as: "To be opened by the Audit Committee only" and addressed to:

200 Wellington St. West, Suite 401, Toronto, Ontario M5V 3C7

If a Superior Representative would like to discuss any matter with the Audit Committee, please indicate this in the submission and include a telephone number at which he or she can be reached, should the Audit Committee deem such communication appropriate.