



Whistleblower Policy

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C o n f i d e n t i a l

		
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Introduction

kneat.com, inc. (“kneat.com” or the “Company”) is committed to maintaining the highest standards of business conduct and ethics in its accounting standards and disclosures, internal accounting controls, and audit practices. It is the policy of the Company to comply with and require its directors, officers, and employees to comply with all applicable legal and regulatory requirements relating to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against shareholders. Every employee has the responsibility to assist the Company in meeting these requirements.

The Company’s Code of Business Conduct and Ethics policy, internal controls and corporate reporting and disclosure procedures are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against the shareholders. Even the best systems of control and procedures, however, cannot provide absolute safeguards against such violations. The Company has a responsibility to investigate and, if required, report to appropriate governmental authorities, any violations of this nature, and the actions taken by the Company to remedy them.

1 Purpose

(All references to alleged violations, concerns or complaints within this policy relate to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against the shareholders)

This policy governs the process through which employees and others (herein after referred to collectively as ‘employee’), either directly or anonymously, can notify the Company’s Chief Executive Officer (CEO) or the Audit Committee of the Company’s Board of Directors of such potential violations or concerns. In addition, this policy establishes a mechanism for responding to, and keeping records of, complaints from employees and others regarding these potential violations or concerns.

2 Scope

This policy covers the following areas:

- Reporting Alleged Violations or Concerns
- Investigation of Complaints
- Corrective Action
- No Retaliation
- Retention of Complaints and Documents
- Compliance with this Policy
- Certification
- Review of this Policy

		
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3 Policy

3.1 Reporting Alleged Violations or Concerns

If an employee reasonably believes that any Company employee or other person acting on behalf of the Company has violated any legal or regulatory requirements, the company's code of conduct and ethics policy or internal policy relating to accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the Company's financial statements, the employee should immediately report his or her concern to the CEO. Complaints should be marked **Personal and Confidential**, and sent to:

In writing: Eddie Ryan,
 Chief Executive Officer
 Kneat Solutions Limited
 Unit No 7
 Castletroy Park Business Centre
 Castletroy, Limerick, Ireland

By e-mail: eddie.ryan@kneat.com

Alternatively, a complaint can be made by telephone to: +353 61 203826

Any complaint made to the CEO, shall be recorded and promptly referred to the Audit Committee by the CEO.

If an employee is not comfortable reporting such a concern to the CEO, he or she should report the concern directly to the Company's Audit Committee. The Audit Committee is composed entirely of directors of the Company who are independent of the officers and management of the Company and it is solely responsible for investigating and responding to reports of violations regarding accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the Company's financial statements. Complaints to the Audit Committee should be marked **Personal and Confidential**, and sent to:

In writing: Chair of the kneat.com, Inc. Audit Committee
 C/O Fogler, Rubinoff LLP
 Lawyers
 77 King Street West
 Suite 3000, P.O. Box 95
 TD Centre North Tower
 Toronto, ON M5K 1G8

By email: whistleblower@kneat.com
 (Complaints sent to this email address will be received by the Chair of the Audit Committee)

Reports of alleged violations may be submitted to the CEO or the Audit Committee anonymously if the employee desires. Although anonymous reports may be submitted via any of the above methods, reports submitted by e-mail or telephone tend to be less likely to remain anonymous than those submitted in writing. All reports of alleged violations, whether or not they were submitted anonymously, will be kept in strict confidence to the extent possible, consistent with the Company's need to conduct an adequate investigation.

		
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Reports of alleged violations should be factual, rather than speculative or conclusory, and should contain as much specific detail as possible to allow for proper assessment. The complaint describing an alleged violation or concern should be candid and should set forth all the information that the employee knows regarding the allegation or concern. In addition, the complaint should contain sufficient corroborating information to support the commencement of an investigation. The Company may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate factual support.

3.2 Investigation of Complaints

Upon receipt of a complaint alleging a violation of any provincial or federal law or internal policy regarding accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the Company’s financial statements, the Chair of the Audit Committee, or a designated member of the Committee, will make a determination as to whether a reasonable basis exists for commencing an investigation into the complaint. To assist in making this determination, the Chair of the Audit Committee may conduct, or delegate authority to others to conduct, an initial, informal inquiry. If the Audit Committee or its designated member concludes that an investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the allegations. The Audit Committee shall have the authority to obtain assistance from the Company’s management, counsel or auditors, or to retain separate outside legal or accounting expertise as it deems necessary or desirable in order to conduct the investigation.

At each regularly scheduled quarterly meeting of the Audit Committee, the Chair of the Audit Committee will report to the committee any details surrounding complaints reported, and ongoing or

		
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concluded investigations regarding any complaints. The Chair will also report to the committee and the full Board any complaint that could have material consequences for the Corporation.

3.3 Corrective Action

The Audit Committee is ultimately responsible for determining the validity of each complaint and fashioning, with the input of its advisors and Company management, if requested, the appropriate corrective action. The Committee shall report any legal or regulatory noncompliance to Company management and ensure that management takes corrective action including, where appropriate, reporting any violation to relevant governmental authorities.

Any director, officer, or employee deemed to have violated any law, rule or regulation, or any internal policy regarding accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the Company’s financial statements, may be subject to disciplinary action, up to and including termination.

3.4 No Retaliation

Employees should feel confident to report violations as described above or to assist in investigations of such alleged violations. The Company will not tolerate retaliation or discrimination of any kind by or on behalf of the Company and its employees against any employee making a good faith complaint of, or assisting in the investigation of, any violation of government laws, rules, or regulations or the Company’s Code of Conduct and Ethics or internal policies regarding accounting standards or disclosures, internal accounting controls, or matters related to the internal or external audit of the Company’s financial statements.

Any allegations of retaliation will be fully investigated and if appropriate will be subject to disciplinary action, up to and including termination.

3.4.1 Acting in Bad Faith

Any allegations of complaints made in bad faith will be fully investigated and if appropriate will be subject to disciplinary action, up to and including termination.

3.5 Retention of Complaints and Documents

The Audit Committee shall retain all documents and records regarding any complaint for a period of seven (7) years.

It is illegal and against Company policy to destroy any corporate audit or other records that may be subject to or related to an investigation by the Company or any provincial, state or regulatory body.

3.6 Compliance with this Policy

All employees must follow the procedures outlined in this policy and cooperate with any investigation initiated pursuant to this policy. Adhering to this policy is a condition of employment. The Company must have the opportunity to investigate and remedy any alleged violations or employee concerns,

		
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and each employee must ensure that the Company has an opportunity to undertake such an investigation.

This policy does not constitute a contractual commitment of the Company and should not be construed as preventing, limiting, or delaying the Company from taking disciplinary action against any individual, up to and including termination, in circumstances (such as, but not limited to, those involving problems of performance, conduct, attitude, or demeanour) where the Company deems disciplinary action appropriate.

In addition, this policy in no way alters an employee’s at-will employment status with the Company, if such an at will arrangement exists. In this situation either the Company or an employee can terminate the employment relationship at the Company at any time, for any reason or no reason, with or without cause, warning, or notice.

3.7 Certification

Every employee on commencement of employment must sign an acknowledgement form confirming their understanding of this policy. Requests to make similar acknowledgements will be made on a periodic basis.

3.8 Review of the Policy

The Board of Directors will periodically review and evaluate the effectiveness of this Policy.