

**SYNEX INTERNATIONAL INC.**  
**AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**  
**WHISTLEBLOWER POLICY**

**General**

Synex International Inc. (the “Company”) requires its directors, officers and employees to observe high standards of professionalism and ethical conduct in maintaining the financial records of the Company. Pursuant to its Charter, the audit committee of the Board of Directors of the Company (the “Audit Committee”) is responsible for reviewing (on a confidential basis if necessary) all complaints or submissions received from employees of the Company regarding accounting or auditing matters concerning the Company. In order to carry out its responsibilities under its Charter, the Audit Committee has adopted this Whistleblower Policy.

For the purposes of this Policy, all accounting or auditing matters which are the subject of a complaint or submission are referred to as an “Accounting Irregularity”.

**No Retaliation**

No officer or employee who in good faith has reported an Accounting Irregularity shall suffer harassment, retaliation or adverse employment consequence. An officer or employee who retaliates against someone who has reported an Accounting Irregularity in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seeking a resolution outside the Company.

**Reporting Violations**

It is the responsibility of all directors, officers and employees to report any suspected Accounting Irregularity in accordance with this Whistleblower Policy. The Company maintains an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the supervisor of the employee would be in the best position to address an area of concern. He or she would be expected to be more knowledgeable about the issue and would presumably appreciate being brought into the process. It is the responsibility of the supervisor to help the employee find a solution to the problem.

If the employee is not comfortable speaking with his or her supervisor or is not satisfied with the response from the supervisor, he or she is encouraged to speak with any other person in

management. Supervisors and managers are required to report any suspected Accounting Irregularity, either to the President of the Company, or to any member of the Audit Committee. The Audit Committee has specific and exclusive responsibility to investigate all reported violations. For suspected fraud or securities law violations, or when an employee is not satisfied or uncomfortable with following the above open door policy of the Company, he or she should contact the Chairman of the Company or any member of the Audit Committee directly. All complaints will be reported to the Audit Committee within five days of receipt.

### **Investigations of Complaints**

The Audit Committee is responsible for investigating and resolving all reported complaints and allegations concerning an Accounting Irregularity. The Audit Committee may retain independent legal counsel, accountants or others to assist in its investigations.

### **Accounting and Auditing Matters**

Pursuant to its Charter, the Audit Committee is responsible for addressing all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing procedures. The President is required to immediately notify the Audit Committee of any complaint of which he or she is aware and to work with the Committee until the matter is resolved.

### **Acting in Good Faith**

Anyone filing a complaint concerning a suspected Accounting Irregularity must be acting in good faith and have reasonable grounds for believing the information disclosed indicates an Accounting Irregularity. Any allegation that cannot be substantiated and which proves to have been made maliciously, or is knowingly false, will be viewed as a serious disciplinary offence.

### **Confidentiality**

Complaints or submissions concerning a suspected Accounting Irregularity may be submitted on a confidential basis by the complainant or may be submitted anonymously. Every complaint or submission will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Handling of Reported Violations**

The Chair of the Audit Committee will notify the sender and acknowledge receipt of the reported suspected Accounting Irregularity within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

The Company shall retain records of complaints for a period of no less than seven years as a separate part of the records of the Audit Committee.

### **Privacy Violations**

In addition to these rules regarding accounting, internal accounting controls and auditing matters, recent privacy legislation, the *Personal Information Protection and Electronic Documents Act* (Canada) (“*PIPEDA*”) and the *Personal Information Protection Act* (British Columbia) (“*PIPA*”), provide that any person who has reasonable grounds to believe that there has been a contravention of either of *PIPEDA* or *PIPA* may notify the relevant Privacy Commissioner.

An organization must not dismiss, suspend, discipline, harass or otherwise disadvantage an employee or deny an employee a benefit because the employee, acting in good faith and on the basis of reasonable belief, has disclosed to the Privacy Commissioner that the organization has contravened or is about to contravene either of *PIPEDA* or *PIPA*. Members of the public may lodge anonymous complaints to avoid the possibility of retaliation.

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