



**Xtraction Services Holdings Corp.**

**WHISTLEBLOWER POLICY**

***Dated: March 2020***

Employees, consultants, contractors, directors and officers of the Company (each considered the “Protected Party”), may report on a confidential and anonymous basis, any complaints by either internal or external means, following the procedures set out in Sections 1 and 2 below. Both processes are confidential and anonymous.

**1. Reporting Complaints Internally**

- a) A Protected Party wishing to report a complaint using internal means may refer a complaint to the Designated Officer, who will treat all disclosures in confidence and will involve only those individuals who need to be involved in order to investigate such complaint.

Designated Officer:

**Joseph Fazzini**  
**CFO**

**Xtraction Services Corp.**  
1901 Avenue of the Stars, Suite 120  
Los Angeles, CA 90067  
Email: JFazzini@XtractNow.com

OR

- b) A Protected Party may refer a complaint directly to [garyherm@gmail.com](mailto:garyherm@gmail.com), and independent director and Chairman of the Audit Committee.

**2. Reporting complaints**

- a) Should a Protected Party provide his or her telephone number, mailing address or email address, he or she will be contacted by the independent director within three business days following receipt of the email.
- b) All complaints received by the Chair of the Audit Committee will be forwarded directly to the Designated Officer, as soon as possible whereby an immediate response will be forthcoming within five business days of receipt. Should a complaint involve the Designated Officer, such person will



not be sent a copy and instead, the report shall be forwarded directly to the Chief Executive Officer.

### **3. Complaints Received from Members of the Public**

Complaints received from a member of the public will be advised to report their Complaint directly to the Designated Officer as set out in Section 1 above or to the Chairman of the Audit Committee, as set out in Section 2 above.

#### ***Investigating & Reporting Complaints***

##### **1. Communicating Reminders of the Process**

The Company will also periodically communicate reminders to Staff Members of the process for reporting complaints.

##### **2. Manner of Investigation**

The Designated Officer will review and assess the seriousness of all complaints promptly and determine, in consultation with others, if necessary, the manner in which complaints will be investigated, using internal and/or external resources, and will determine who will lead such investigation. In most instances, investigation of a complaint under this Policy will be led by the CFO in collaboration with one of the independent directors. If upon initial assessment of the complaint it appears that the complaint could materially affect the financial statements of the Company or the integrity of the Company's system of internal controls, the Designated Officer will advise the Chair of the Audit Committee immediately. It is anticipated that in the ordinary course, the Designated Officer will complete the assessment of each complaint and assign the investigation of such complaint generally within ten business days of receiving such complaint.

Persons assigned the investigation of complaints will:

- i. treat each report, as well as its investigation and disposition, on a confidential basis in accordance with the Policy;
- ii. The Designated Officer and/or Chairman of the Audit Committee will take all reasonable steps to ensure that if requested, such person's anonymity is maintained;
- iii. will involve in each investigation only those persons who need to be involved in order to properly carry out such investigation; and



- iv. conduct each investigation in a timely manner.

### **3. Monitoring the Status of the Investigation**

The investigation of all complaints will be monitored on an ongoing basis by the Designated Officer.

Depending on the nature of a complaint and its materiality as determined in the first instance by the Designated Officer, and in particular, with respect to any complaint or complaints that could materially affect the financial statements of the Company or the integrity of the Company's system of internal controls, the Designated Officer will keep the Chair of the Audit Committee and the Chief Executive Officer (except to the extent any such persons are allegedly implicated in the complaint) apprised of the status of the investigation for purposes of ensuring compliance with regulatory requirements, including the timely and continuous disclosure obligations of the Company and the certification obligations of the Chief Executive Officer and Chief Financial Officer of the Company.

### **4. Report to the Audit Committee**

On a quarterly basis (as of the end of each fiscal quarter), or more frequently upon request, the Designated Officer and/or the independent directors as appropriate will prepare a report to be provided to the Audit Committee specifying, among other things:

- a) the number of complaints received during the prior fiscal quarter;
- b) all complaints received, by relevant category, during the prior fiscal quarter;  
and
- c) the reporting avenues used by persons reporting complaints.

In addition, if requested by the Audit Committee, the Designated Officer will report on the effectiveness of the reporting system during the prior fiscal quarter.

The Audit Committee may request special treatment for any particular complaint, including the retention of outside counsel or other advisors in accordance with the terms of the Audit Committee Charter.