

**STELLA-JONES INC.**

**WHISTLE BLOWING PROCEDURES**

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Legal requirements oblige Stella-Jones to have set procedures in place in the event that any employee of Stella-Jones, or its subsidiaries, wishes to:

- report any violation of the Stella-Jones Code of Business Conduct and Ethics; or
- submit any complaints or concerns regarding Stella-Jones' internal accounting controls or other accounting or auditing matters.

1. **Code of Business Conduct and Ethics:** Any employee who notes a violation to the Code of Business Conduct and Ethics may notify his or her immediate supervisor or communicate with Stella-Jones Inc.'s Vice-President, General Counsel and Secretary by mail, e-mail, or telephone as follows:

Ms. Marla Eichenbaum  
Vice-President, General Counsel and Secretary

Stella-Jones Inc.  
3100 de la Côte-Vertu, Suite 300  
Saint-Laurent, Québec, H4R 2J8

Tel.: (514) 940-3889

E-mail: [meichenbaum@stella-jones.com](mailto:meichenbaum@stella-jones.com)

Alternatively, violations to the Code of Business Conduct and Ethics may be reported anonymously and confidentially through a third party reporting system as follows:

- Online through a secure website at <http://www.clearviewconnects.com>.
- Over the phone through the Stella-Jones Inc. dedicated toll-free number 1-844-851-6848
- By mail through the confidential post office box at:

P.O. Box 11017  
Toronto, Ontario  
M1E 1N0

2. **Accounting Matters:** Stella-Jones Inc.'s Audit Committee is legally required to establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Complaints or concerns regarding internal accounting controls and accounting or auditing matters are to be reported directly to Mr. George J. Bunze, Chairman of the Stella-Jones Inc. Audit Committee.

Mr. Bunze may be contacted by telephone or e-mail as follows:

Mr. George J. Bunze  
Chairman, Audit Committee

Tel.: (514) 231-5779

E-mail: [bunze@sympatico.ca](mailto:bunze@sympatico.ca)

Alternatively, complaints or concerns regarding internal accounting controls and accounting or auditing matters may be reported anonymously and confidentially through a third party reporting system as follows:

- Online through a secure website at <http://www.clearviewconnects.com>.
- Over the phone through the Stella-Jones Inc. dedicated toll-free number 1-844-851-6848
- By mail through the confidential post office box at:

P.O. Box 11017  
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Complaints or concerns relating to internal accounting controls and any questionable accounting or auditing matters, include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement;
- fraud or deliberate error in the recording and maintaining of financial records;
- deficiencies in or non-compliance with internal financial controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports; or
- deviation from full and fair recording of expenses and liabilities and reporting of financial condition.

### **3. No Retribution to Whistle Blowers**

Stella-Jones will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee with respect to:

- good faith reporting of violations of the Code of Business Conduct and Ethics or complaints regarding Accounting Matters, or
- providing information or causing information to be provided, or otherwise assisting in an investigation in regards to violations of the Code of Business Conduct and Ethics or complaints regarding Accounting Matters.

### **4. Treatment of Complaints**

Upon receipt of a report or complaint, acknowledgement of receipt will be communicated to the sender. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Reviewed and approved by the Board of Directors on December 12, 2016.