

**HIGH TIDE INC.**  
**(THE “CORPORATION”)**  
**WHISTLEBLOWER POLICY**

The term “**whistleblowing**” refers to the act of calling attention to a questionable or illicit activity in an attempt to have it brought to an end.

**Purpose and Scope of the Whistleblower Policy**

To establish policies and procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, illegal or unethical behavior, and specific dangers to the public’s health and safety, including but not limited to, fraud, criminal acts, regulatory violations, manipulation of accounting and auditing records, or any breach of applicable regulators and internal requirements (collectively, the “**Complaints**”) that are made by the Corporation’s directors, officers, and employees (collectively, the “**Reporters**”).

To ensure treatment without any discrimination, retaliation, or reprisal and to encourage, support, and protection for the Reporter(s) and investigation participants as per applicable laws.

The audit committee (the “**Audit Committee**”) of the board of directors of the Corporation (the “**Board**”) is responsible under Canadian securities laws for the integrity of the financial reporting of the Corporation and for the system of internal controls, the audit process and monitoring compliance with the financial reporting laws applicable to the Corporation and to all other corporations, trusts, partnerships, or other entities which may be established by the Corporation. The integrity of Corporation and its financial information of the Corporation is of paramount importance to the Audit Committee and Board.

Pursuant to National Instrument 52-110 – *Audit Committees*, the Audit Committee is required to establish procedures for:

- (i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

The Audit Committee shall also review and address Complaints (including non-accounting or auditing related Complaints) in accordance with the procedures contained within this policy.

## The Corporation's Procedure

Reporters should submit any and all Complaints to Cornerstone Governance Corporation, an independent service provider, that provides a confidential and anonymous communication channel for reporting Complaints. Complaints can be made through the following secure and confidential sources:

- (i) toll free telephone and facsimile in Canada and the United States at **1-888-650-7768**; and
- (ii) internet submission by visiting <https://reporting.cornerstonegovernance.com>, entering the following:

**Login ID: hiti32WB**

This policy does not preclude the Reporter from using an internal reporting structure to report the Compliant. However, if the Reporter does not hold confidence in the Whistleblower hotline or internal process, Complaints may also be submitted by mail (or other means of delivery) to the head office of the Corporation marked "**Private and Confidential – Attention: Chair of the Audit Committee**". Envelopes so marked shall be forwarded unopened to the Chair of the Audit Committee.

Upon receiving a Complaint, the Chair of the Audit Committee will, depending upon the apparent urgency of the matter, call a meeting of the Audit Committee or add the Complaint to the agenda for consideration at the next regularly scheduled meeting of the Audit Committee.

The Audit Committee shall review and discuss, on a preliminary basis, the nature of the Complaint and the presented details and circumstances, persons presented as involved in the Complaint, internal controls or additional matters that may be called into question. In conducting this review, the Audit Committee will hold an *in-camera* session, and then may request the attendance, at its discretion, of the Chief Executive Officer, Chief Financial Officer, Corporation's auditor and/or person making the Complaint (if known and if such person is amenable), head of the Corporation's Legal Department and/or Human Resources Department and/or such other persons as it deems necessary. The purpose of the meeting and the nature of the Complaint shall have been communicated to all such attendees by notice prior to such meeting.

If the Audit Committee is satisfied upon a preliminary review that the Complaint has merit, the Audit Committee shall authorize the Chair of the Audit Committee to retain and consult with an appropriately qualified: (1) law firm; (2) internal department head or executive member; (3) external human resource professional; and/or (4) for accounting related complaints, a registered public accounting firm, within the meaning of applicable securities legislation, other than the independent auditor, as applicable and under the discretion of the Audit Committee, to review the Complaint.

Following the conclusion of its inquiries, the Audit Committee shall meet to determine the merit of the Complaint. Minutes of such meeting shall be kept in the normal course to ensure a record of the nature and treatment of the Complaint.

Upon reaching such determination, the Audit Committee will communicate its findings and recommendations to the Board. The Board shall consider and implement recommendations, as it deems advisable, to rectify any deficiencies identified in the Complaint and shall communicate such findings to management to move to action within the Corporation.

The Audit Committee shall ensure that confidentiality will be maintained throughout the investigatory process to the extent practicable and appropriate under the circumstances and the person who makes the Complaint (if known) may receive a written summary of the final determination, if deemed purposeful.

The Audit Committee shall retain all documentation regarding the Complaint, its preliminary review, any investigation, determination, and implementation of recommendations for a period of at least seven years.

### **Good Faith and No Retaliation**

The Reporter must act in good faith and have reasonable grounds for believing that the information disclosed is true. When acted up on in good faith, the Reporter shall not receive any retaliation and any such retaliation shall in and of itself be considered a serious breach of this policy and the representative(s) who caused such retaliation may face disciplinary action, which may result in the termination of an officer or employee or, in the case of a consultant, termination of the consulting contract and, if warranted, legal proceedings.

The Corporation reserves the right to discipline any individual who makes a Complaint without a good faith belief in the truth and accuracy of the information or who knowingly provides false information or makes false accusations, and such discipline may result in the termination of an officer or employee or, in the case of a consultant, termination of the consulting contract and, if warranted, legal proceedings.

No directors, officers, and employees may be adversely affected because an such individuals refused to carry out a directive which, in fact, constitutes corporate fraud, a violation of this policy, a violation of the law or presents a substantial and specific danger to the public's health and safety.

Any retaliatory action should immediately be reported to the Chairman of the Board.

### **Administration**

The Corporation, through the Chief Executive Officer shall be responsible for the dissemination of this policy to all directors, officers, and employees of the Corporation.

Document Title:	<b>WHISTLEBLOWER POLICY</b>
Document Reference:	
Effective Date:	January 25, 2022
First Released:	January 25, 2022 - original
Last Revised:	January 25, 2022
Last Reviewed:	January 25, 2022

Created By:				
Approved By:	Audit Committee			
Document Owner:				
Document Controller:				
Revision History:	Version	Date	Description / Key Changes	Revised By