

# WHISTLEBLOWER POLICY

## 1. INTRODUCTION

Response Biomedical Corp. (the “**Company**”) is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure obligations, accounting practices, accounting controls and auditing practices.

Pursuant to its charter, the Audit Committee (the “**Committee**”) of the Board of Directors of Company is responsible for ensuring that process exists whereby persons can report any Concerns relating to the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the “**Policy**”).

Concerns may be raised by any employee, officer, director or consultant of the Company or its subsidiaries or affiliates. Concerns may also be raised by third parties, such as stockholders, vendors, customers and competitors of the Company. Persons with Concerns are strongly encouraged to take advantage of this Policy and to raise such Concerns in the manner described in this Policy.

For the purposes of this Policy, the term “**Concerns**” is intended to be broad and comprehensive and to include questionable accounting and auditing matters as well as any other matter which a person suspects is illegal, unethical, in violation of accounting principles, contrary to the policies of the Company or in some other manner not right or proper. Examples would include actual, alleged or suspected:

- failure to comply with the Company’s corporate reporting and disclosure requirements;
- violation of any applicable law, rule or regulation;
- violation of the Company’s Code of Conduct;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries including failure to disclose to auditors all relevant information regarding transactions and other accounting entries;
- fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- deficiencies in, or noncompliance with, the Company or any of its subsidiaries’ internal policies and controls;
- misrepresentation, lack of full disclosure or a false statement by or to a director, officer, employee or accountant of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports;
- instances of fraudulent influence, coercion, manipulation or misleading of the Company’s auditors;
- deviation from full and fair reporting of the Company's consolidated financial condition; and
- attempts to conceal any of the foregoing.

## 2. COMMUNICATION OF THE POLICY

To ensure that all directors, officers and employees of the Company are aware of the Policy, a copy of the Policy will be distributed to all directors, officers and employees. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers and employees will be provided with a copy of this Policy and will be educated about its importance.

### **3. REPORTING ALLEGED VIOLATIONS OR COMPLAINTS**

#### **3.1 Reporting Concerns**

Any person with a Concern relating to the Company or any subsidiary of the Company may anonymously submit (unless submitted via email) their Concern to the Chairman of the Audit Committee (the “**Chairman**”) of the Company using any one of the following methods:

- a) **Telephone:**
  - a. English speaking USA and Canada: (877) 472-2110 (not available from Mexico)
  - b. Spanish speaking North America: (800) 216-1288 (from Mexico user must dial 001-800-216-1288)
- b) **Website:** <http://www.lighthouse-services.com/responsebio>
- c) **E-mail:** [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)
- d) **Fax:** (215) 689-3885 (must include company name with report)
- e) **Mail:** Lighthouse Services, Inc. 1125 Blyth Court, Blue Bell, PA 19422 (must include company name with report)

#### **3.2 Anonymity and Confidentiality**

If reporting persons wish to disclose their identity, they may do so. Concerns may also be raised anonymously. Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the situation. Persons with Concerns should understand that if an anonymous report cannot be properly investigated without additional information, the Company may have to close the matter for lack of sufficient information.

All submissions to the Chairman will, to the extent possible, be treated on a confidential basis, taking into account the need to conduct an adequate investigation and review.

### **4. NO ADVERSE CONSEQUENCES**

It is the Company’s policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation as a result of their lawfully reporting information regarding, or their participation in investigations involving Concerns related to the Company or its agents. A submission regarding a Concern may be made by a director, officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a Concern or provides assistance to the Audit Committee, management, the Company’s auditors, or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Concern. However, allegations that ultimately prove not to be substantiated and which are found to have been made maliciously or with knowledge that they were false will be viewed as a serious disciplinary offense.

In addition, the Company’s policy is designed to prevent employees, officers and directors from being subject to disciplinary or retaliatory action by the Company or any of its agents or employees as a result of such person’s:

- disclosing information to a government or law enforcement agency or a representative of the Company, where the person making the disclosures has a good-faith, reasonable belief that the information demonstrates a violation or possible violation of a federal, state or provincial law, rule or regulation;
- providing information, filing, testifying or participating in a proceeding filed or about to be filed, or otherwise assisting in an investigation or proceeding regarding any conduct that the disclosing person reasonably and in good faith believes involves a violation or possible violation of a federal, state or provincial law, rule or regulation; or

- providing information to the Company's representatives or other persons where the disclosing person has a good-faith, reasonable belief that the information discloses a violation or possible violation of our Code of Conduct.

## **5. TREATMENT OF SUBMISSIONS**

5.1 The following steps will be taken with respect to each Concern submitted:

- the question, report or concern will be taken seriously,
- each concern will be reviewed by the Audit Committee, the Company's legal counsel, or such other person as the Audit Committee determines to be appropriate,
- confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review,
- prompt and appropriate corrective action will be taken when and as warranted.

5.2 Persons against whom a complaint or concern has been made, will be presumed innocent unless or until the investigation reveals a violation has occurred.

## **6. RETENTION OF RECORDS**

The Audit Committee shall retain all records relating to any Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

## **7. REVIEW AND WAIVER OF POLICY**

7.1 The Committee will review and evaluate this Policy on a periodic basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Concerns.

7.2 Waivers of this Policy may be made by the Audit Committee, however any waiver pertaining to a director or officer of the Company may only be made by the Company's board of directors.

## **8. QUERIES**

If you have any questions about how this Policy should be followed in a particular case, please contact Response Audit Committee Chair using any of the methods described in Section 3.1 above.