

MEDEXUS PHARMACEUTICALS INC.

WHISTLEBLOWING POLICY

Effective Date: June 9, 2021

1. Objective and Scope

Medexus Pharmaceuticals Inc. (the “**Corporation**”) is committed to maintaining a workplace in which the Corporation can receive, retain and address all complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters. In addition, the Corporation encourages outside third parties to report material and relevant accounting or auditing complaints to the proper persons within the Corporation. To achieve this goal, the Board of Directors of the Corporation has delegated to the Audit Committee of the Board of Directors of the Corporation (the “**Audit Committee**”) the responsibility for establishing procedures for (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

This Whistleblowing Policy (this “**Policy**”) has been adopted by the Audit Committee to establish and describe procedures governing the receipt, retention, investigation and treatment of submissions concerning suspected wrongdoing or misconduct (“**Submissions**”), to encourage employees, officers and directors of the Corporation, as well as other stakeholders, to report Submissions in a timely way and to protect employees who make good faith reports from retaliation.

2. Examples of Submissions

Submissions covered by this Policy include the following:

- Tampering with any accounting or audit-related records or documents of the Corporation (in any format, including electronic records such as emails) or destroying any Corporation accounting or audit-related records or documents (except as otherwise permitted or required by any records retention policies or guidelines as may be adopted by the Corporation from time to time).
- Fraud or deliberate error in the preparation, evaluation, review or audit of any of the Corporation’s financial statements.
- Fraud or deliberate error in the recording and maintaining of the Corporation’s financial records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or misleading classification of expenditures).
- Deficiencies in or non-compliance with the Corporation’s internal accounting controls (for example, circumventing the internal control compliance process).
- Misrepresentations or omissions regarding matters contained in the Corporation’s financial records, financial reports or audit reports.

- Any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external auditor of the Corporation in connection with the preparation, examination, audit or review of any financial statements or other records of the Corporation.
- Auditor independence concerns.
- Retaliation or retribution against an individual who makes a complaint under this policy.

3. Method of Reporting

The Audit Committee is responsible for administering this Policy. The General Counsel or Chief Legal Officer, or, if none are currently employed, the Chief Financial Officer of the Corporation (for the purpose of this policy, “**Compliance Officer**”) has also been designated to assist in the administration of this Policy and to receive any Submissions made under this Policy. Issues and concerns regarding accounting, internal accounting controls or auditing matters may be reported to any member of the Audit Committee or to the Compliance Officer.

Reports can be submitted in writing to any member of the Audit Committee or to the Compliance Officer, provided that any request for confidential treatment should be made in writing using a sealed envelope marked with the following legend:

CONFIDENTIAL – TO BE OPENED ONLY BY [NAME(S)/TITLE(S)]

4. Confidentiality and Anonymity

Where a Submission is made with a request for confidential treatment, in accordance with applicable law and any rules or requirements adopted by securities regulatory authorities and any stock exchange upon which the Corporation’s securities are listed, the identity of the person making the Submission and information that could reasonably be expected to reveal such person’s identity will be revealed only (i) to the person to whom the Submission was made, (ii) to the members of the Audit Committee, (iii) to such other persons as the Compliance Officer, the Chair of the Audit Committee, or the Chair of the Board of Directors, reasonably determines advisable in order to carry out an adequate evaluation or investigation of the matters described in the Submission, or (iv) as may be required by law, applicable regulatory authorities or a court of competent jurisdiction.

All Submissions can be submitted anonymously if so desired and no attempts will be made by the Corporation to identify the sender. However, should you choose to make a Submission anonymously, please be advised that the Corporation may not be able to adequately investigate and resolve the matters specified in your Submission if you fail to provide sufficient information.

5. Investigation and Reporting

Any Submissions received by the Compliance Officer or any member of the Audit Committee shall promptly be reported to the attention of the Chair of the Audit Committee and the Compliance Officer, as applicable. All Submissions shall be reviewed by the Audit Committee and, if the Audit Committee determines that the matter requires further investigation, it will direct or authorize the Chair of the Audit Committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management and the General Counsel of the Corporation, if any, to reach a satisfactory conclusion.

It is expected that the Chair of the Audit Committee will report to the Board of Directors of the Corporation any Submission that they believe may be material to the Corporation, as well as on the results of the applicable investigation.

6. Receiving and Investigating Reports

If contact information is provided, the Compliance Officer will notify the sender of the complaint and acknowledge receipt of the reported or suspected violation within 10 business days. All reports will be investigated by the Corporation. An investigation of any matter brought to the Corporation's attention as a result of these procedures will not in any way be, or be deemed to be, a determination that any actions or inactions that are the subject of the report have in fact occurred or are improper.

7. Non-Retaliation

Any allegation that proves not to be substantiated and which proves to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense and may result in disciplinary action up to and including termination.

However, none of the Corporation nor any officer, director or employee of the Corporation will take any reprisal or retaliation measures (including those that are prohibited by law), including to end the employment of, demote, discipline, suspend or impose a penalty related to the employment of any employee of the Corporation or intimidate or coerce any employee of the Corporation in relation to their employment (or threaten to do any of the foregoing) based upon any lawful action taken by or on behalf of that employee (i) with respect to the good faith reporting of complaints or concerns under these procedures, seeking advice with respect to such reporting, or indicating a good faith intent to make such a report, (ii) in co-operating with or participating in an internal investigation of a report pursuant to these procedures, (iii) in providing information, causing information to be provided, or otherwise assisting in an investigation regarding any conduct which the employee reasonably believes constitutes criminal conduct or a violation of applicable laws, where the information or assistance is provided to or the investigation is conducted by a regulatory, legislative or law enforcement authority, or (iv) in filing, causing to be filed, testifying, participating in, or otherwise assisting in a proceeding filed or about to be filed relating to alleged criminal conduct or an alleged violation of applicable laws.

Any act of retaliation should be reported immediately to any member of the Audit Committee or to the Compliance Officer. An employee, officer or director who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

8. Retention of Reports

The Audit Committee will retain, as part of the records of the Audit Committee, any Submissions under this Policy (including any reprisals as required by applicable law), tracking their receipt, investigation and resolution, for a period of at least six years.

9. Acting in Good Faith

Persons filing a Submission under this Policy should be acting in good faith and have an honest belief that the Submission is well-founded, including a reasonable factual or other basis. Any

Submissions based on allegations that are without basis, cannot be substantiated or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

10. Review of Policy

The Audit Committee shall review this policy on a periodic basis to determine whether the procedures established under this policy operate effectively in respect of the receipt, retention and treatment of reports and in providing a confidential and anonymous procedure as may be required by applicable laws.

The Board of Directors may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability against the Corporation.

* * * * *

As adopted by the Board of Directors on June 9, 2021.