

APIVIO SYSTEMS INC.

WHISTLEBLOWER POLICY

1.0 INTRODUCTION

Apivio Systems Inc.¹ 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 relating to corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other processes for the prevention of fraud (collectively “Governance Concerns”).

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

For the purposes of this Policy, “Governance Concerns” is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of Apivio or in some other manner not right or proper. Examples would include:

- a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- b) violation of Apivio’s Code of Conduct Policy;
- c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Apivio;
- d) fraud or deliberate error in the recording and maintaining of financial records of Apivio;
- e) deficiencies in or noncompliance with Apivio’s internal policies and controls;
- f) misrepresentation or a false statement by or to a director, officer or employee of Apivio respecting a matter contained in the financial records, reports or audit reports; or
- g) deviation from full and fair reporting of Apivio’s financial condition.

2.0 COMMUNICATION OF THE POLICY

To ensure that all directors, officers, employees, consultants and contractors of Apivio (“Subject Persons”) are aware of the Policy, a copy of the Policy will be distributed to all Subject Persons or, alternatively, they will be advised that the Policy is available on Apivio’s website for their review. All Subject Persons will be informed whenever significant changes are made. New Subject Persons will be provided with a copy of this Policy and will be educated about its importance.

3.0 REPORTING ALLEGED VIOLATIONS OR COMPLAINTS

3.1 Reporting Concerns

Any person with a Governance Concern may submit his or her concern to the Chairman of the Audit Committee of Apivio in writing, by telephone or by e-mail as follows:

In Writing: The Chairman of the Audit Committee
Apivio Systems Inc.
150 – 3751 Shell Road
Richmond, British Columbia, Canada V6X 2W2

¹ This Policy applies to Apivio Systems Inc. and all of its subsidiaries. Accordingly this Policy will refer to Apivio and all its subsidiaries as “Apivio” or the “Company”.

3.1 Reporting Concerns (continued)

By Telephone: (604) 641-4802

By e-mail: john.kim@nortonrosefulbright.com

3.2 Anonymity and Confidentiality

All submissions will be treated on a confidential and anonymous basis. All submissions will be dealt with in accordance with the provisions of Section 5.0 below.

4.0 NO ADVERSE CONSEQUENCES

A submission regarding a Governance Concern may be made by any Subject Person without fear of dismissal, disciplinary action or retaliation of any kind. Apivio will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a Governance Concern or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Governance Concern.

5.0 TREATMENT OF GOVERNANCE CONCERN SUBMISSIONS

Governance Concerns will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate including, but not limited to, external legal counsel. The Audit Committee will implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Governance Concern.

6.0 RETENTION OF RECORDS

The Audit Committee will retain all records relating to any Governance 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 will include records of all steps taken in connection with the investigation and the results of any such investigation.

7.0 REVIEW OF POLICY

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

8.0 QUERIES

If you have any questions about how this Policy should be followed in a particular case, please contact the Chief Executive Officer or the Chief Financial Officer.

9.0 PUBLICATION OF THE POLICY ON WEBSITE

This Policy will be posted on Apivio's website at: www.apivio.com

Original Approval Date: August 27, 2014

Approved by: Audit Committee
Board of Directors