

Vice President's Office – Whistleblower Policy

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Definition

SaskEnergy has a responsibility to conduct its business operations in a legal and proper manner. A proper manner means with honesty and integrity.

To that end, SaskEnergy is committed to compliance with the laws and regulations to which we are subject, and to the implementation and enforcement of policies and operating procedures that promote and foster proper practices and the proper treatment of employees, senior management, directors, customers and those with whom we do business.

SaskEnergy has a further responsibility to prevent, deter, uncover and eliminate wrongdoing. Sound management practices and our corporate duty to the public interest require that SaskEnergy establish a formal process for the reporting, investigation and elimination of wrongdoing.

The purpose of this Policy is to provide a mechanism for the reporting of actual or potential serious wrongdoing to a designated authority for investigation and appropriate action, and to protect those employees who report such wrongdoing in accordance with this Policy, as well as those who may be wrongly or falsely accused, from undue negative repercussions.

SaskEnergy acknowledges and understands that whistleblowing is an activity which is stressful and which, without implemented and enforced protections, can be a risky undertaking for an employee. This Policy is intended to provide the necessary protections and procedures to allow employees to meet the various mandatory reporting obligations and to bring forward other disclosures of wrongdoing with reasonable assurances and safeguards to prevent undue harm or risk to the employee.

In this Policy, all references to SaskEnergy include SaskEnergy Incorporated and each of its subsidiaries.

Purpose

Whistleblowing is the act by an employee of disclosing wrongdoing, which is under the control of SaskEnergy, in accordance with the procedures herein.

Wrongdoing includes any serious act or omission, intentional or not, which is illegal, contrary to the public interest (whether unethical, immoral, illegitimate or inappropriate) or contrary to SaskEnergy's policies or operating procedures, as well as requesting another person to commit, or the concealment of, any such wrongdoing.

Whistleblowers are not investigators. Neither do they determine what, if any, corrective, remedial or disciplinary action may be warranted where a disclosure of wrongdoing is substantiated.

Policy

This Policy applies to any SaskEnergy employee who seeks to report actual or potential wrongdoing of which the employee is aware by virtue of his/her employment.

All wrongdoing should be reported and addressed. This Policy is designed to assist in the uncovering and elimination of wrongdoing which, if unchecked, presents the following risks:

- harm to the health and safety of fellow employees or the public;
- gross financial loss to the Corporation or gross mismanagement of corporate resources;
- legal jeopardy; including possible prosecutions, fines, civil suits or other legal costs;
- the ability of the Corporation to carry on business;
- employee morale, undue employee turnover and negative Union relations; and,
- possible breaches of the Code of Business Conduct and Ethics Policy.

This Policy complements the existing procedures in the Code of Business Conduct and Ethics Policy. It is intended to be used in conjunction with both the mandatory reporting provisions of the Code and to report other actual or potential wrongdoing of the type or kind listed above.

This Policy is not, however, intended to replace or in any way diminish the responsibility of those in positions of authority, whether in-scope or out-of-scope, to promote and enforce SaskEnergy's various policies, operating procedures and other workplace rules. Neither is this Policy intended to replace or derogate from existing grievance or other internal investigative processes available to employees. SaskEnergy retains the prerogative to determine if any particular situation warrants an alternative investigative process.

Procedures

How to Disclose

Any disclosure of wrongdoing under this Policy is to be made to either the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary by means of:

1. in person,
2. by telephone,
3. in writing, or
4. via the internet.

Submissions in writing should be sent by interoffice or regular mail, in a sealed envelope marked "Personal and Confidential", which shall be forwarded, unopened, to either the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary. .

Employees who chose to report anonymously must use the anonymous/confidential third-party reporting mechanism by calling toll free 1-866-344-8644 or clicking on this web-based link www.clearviewconnects.com.

Be prepared to provide as much information as possible so that an adequate investigation can be conducted. An investigation will not be conducted into a disclosure which is not based on specifics or is without reasonable supporting evidence. Employees must also take reasonable care to ensure that the information is accurate and relevant. The information should be factual and should not contain conclusions or speculations. Employees must not undertake their own investigation or go looking for information which is not otherwise properly available to them in the course of their employment or to which they otherwise have a right of access. Improper accessing of information may itself constitute wrongdoing.

Action and Results

On receiving a disclosure, the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary shall immediately register the receipt in a log and open a file for the same, which shall be kept in a secure location. He/she will acknowledge receipt of any disclosure made in writing or by e-mail. Where an employee has made a submission via the third-party reporting mechanism, ClearView will acknowledge receipt of the submission.

He/she shall then determine whether the disclosure alleges wrongdoing which is properly covered by this Policy and will do a preliminary review to determine if the disclosure is credible and genuine. If so, he/she shall conduct, or direct, an internal investigation which protects the integrity of this Policy and is in keeping with the provisions of this Policy.

The Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary may, in his/her sole discretion, consult with any member of management who is not a subject of the allegations in the disclosure and who may have appropriate and necessary expertise to assist in conducting the investigation, to either act as a consultant through the investigation, or to assist in recommending appropriate action.

The Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary shall have access to all books and records of SaskEnergy. SaskEnergy's directors, senior management and other employees are expected to fully cooperate in an investigation. Failure to do so on the part of any employee may be met with discipline. The Discipline Policy will apply.

Investigations will be undertaken as quickly as possible, having regard to the nature and potential risk associated with the disclosure. When the alleged wrongdoing constitutes an imminent significant threat to health or safety or could have serious financial or legal consequences for SaskEnergy, either the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary may take whatever action he/she deems appropriate in the circumstances to prevent potential or actual wrongdoing before an investigation has been undertaken or completed.

All parties to an investigation will be treated fairly.

At the conclusion of the investigation, if either the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary determine that the disclosure has been substantiated, he/she will determine and implement, or recommend, after consultation with the supervisor and divisional Executive Member corrective, remedial or disciplinary actions to be taken. Each individual case will require discretion and judgment. Discipline will depend on the nature and the severity of the wrongdoing. Appropriate measures will also be taken to prevent further violations. The personal motivation of the person making the disclosure will not affect the consideration of whether or not the disclosure is valid.

Unless there exists a legal requirement or other public interest to the contrary, the person who made the disclosure of wrongdoing will be informed of the outcome of the investigation to the extent it is possible to do so.

The Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary will maintain the log of complaints and individual disclosure files, tracking the receipt, actions taken and the outcome. These records are the property of SaskEnergy and will be maintained in accordance with applicable laws and SaskEnergy's document retention policies, subject to appropriate safeguards to ensure their confidentiality, but also in a manner which will serve SaskEnergy's overall compliance initiatives.

Twice annually, either the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary will provide the Governance Committee of

the Board of Directors with a summary of the number and nature of any reported disclosures of wrongdoing and the status, or the conclusions and outcome, of any investigations. He/she will advise the Governance Committee of the Board of Directors promptly of any disclosure which may have significant and material consequences for SaskEnergy.

Confidentiality

Any disclosure made in accordance with this Policy is considered confidential but on the record.

The names of those involved in a disclosure of wrongdoing or an investigation, and the circumstances relating to the alleged wrongdoing will not be shared with anyone except as is necessary to investigate the disclosure, to take corrective, remedial or disciplinary action with regard to a substantiated wrongdoing, to comply with this Policy, or where required by law. Any sharing of information will be carefully and sensitively evaluated, and done on a need-to-know basis as determined by the designated investigating authority, and can arise in the course of, or as a result of an investigation.

Any employee, senior management or director who is privy to information regarding a disclosure of wrongdoing, whether he/she made the disclosure, is entrusted with information in the course of an investigation, or otherwise has knowledge relating to the disclosure, is expected to hold the information in confidence. The failure to do so by any employee may be met with discipline. The Discipline Policy will apply.

Protections

This Policy offers protections from retaliation or threats of retaliation against employees who, in good faith, make a disclosure of wrongdoing in accordance with the procedures herein.

Good faith means that the employee has a reasonable and genuine belief that wrongdoing has occurred or is occurring and is not making the disclosure for personal gain or with an improper motive, and is not making a repeated disclosure where a matter has already been disclosed and a determination has been made.

Retaliation or a threat of retaliation against such an employee, or against any witness or other participant in an investigation is strictly prohibited and will not be tolerated. The Discipline Policy will apply. Any agent or contractor of SaskEnergy who retaliates against an employee will be subject to any remedies permitted by law including possible termination of the relationship with SaskEnergy.

Retaliation means any detriment to an employee's employment status or circumstances and may include:

- dismissal;
- demotion;

- suspension;
- discipline;
- harassment;
- transfer to an undesirable or inappropriate location or assignment; and,
- discrimination.

Retaliation or threats of retaliation against an employee who cooperates or assists in an investigation under this Policy is strictly prohibited and will not be tolerated. The Discipline Policy will apply.

Any employee who reasonably believes that he/she is being subjected to retaliation by another employee, senior management, director or agent of SaskEnergy as a result of making a disclosure of wrongdoing or cooperating or assisting in an investigation must promptly inform the person conducting the investigation. Reasonable and appropriate actions will be taken to protect the employee from retaliation. This protection does not extend so far as to insulate the employee from any repercussions if the employee was involved or complicit in the disclosed wrongdoing.

No employee or senior management of SaskEnergy who is not involved in an investigation under this Policy shall make any effort, or tolerate any effort, to ascertain the identity of any person involved in an investigation, whether that be the person who made the disclosure, the person who allegedly committed the wrongdoing or any witnesses. The Discipline Policy will apply.

If there is reasonable evidence that a disclosure of wrongdoing was not made in good faith, disciplinary action may be taken against the employee who made the disclosure. The Discipline Policy will apply. If an investigation uncovers no wrongdoing or if the alleged wrongdoing cannot be substantiated, but there is no evidence that the disclosure was not made in good faith, no action will be taken against the employee who made the disclosure.

Other Assistance

In order to assist those with knowledge of actual or potential wrongdoing to disclose such, where a disclosure of wrongdoing has been made in good faith and otherwise in accordance with this Policy, and where the wrongdoing has been substantiated, SaskEnergy may, with regard to the particular circumstances of each case, in its discretion, provide the following:

- legal advice or assistance;
- financial support for substantiated expenses;
- time away from work;
- job transfer;
- employment buyout; and,
- assistance in securing employment outside SaskEnergy.

All employees are encouraged to access SaskEnergy's Employee and Family Assistance Program for personal counseling which may be desired or required to deal with the emotional issues which may accompany or result from making a disclosure of wrongdoing in accordance with the procedures herein.

Senior Management and Board Members

A disclosure of actual or potential wrongdoing by a member of SaskEnergy's senior management or a member of SaskEnergy's Board of Directors should be reported as follows:

- wrongdoing by an Executive member is to be reported to either the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary;
- wrongdoing by either the Vice President, Human Resources or the Vice President, General Counsel and Corporate Secretary is to be reported to the President and CEO;
- wrongdoing by the President and CEO is to be reported to the Chair of the Governance Committee of the Board of Directors;
- wrongdoing by a member of the Board of Directors is to be reported to the Chair of the Governance Committee of the Board of Directors; and,
- wrongdoing by the Chair of the Governance Committee of the Board of Directors is to be reported to the Chair of the Board of Directors.

The person receiving the disclosure of wrongdoing shall investigate in accordance with the provisions of this Policy.

Other Avenues

Any designated investigating authority under this Policy may, as deemed necessary or appropriate by such authority, retain independent legal, financial or other professional advisors to investigate any disclosure of wrongdoing, report the results of their investigation(s), and provide recommendations for appropriate corrective or remedial action.

If any investigation under this Policy leads to the reasonable conclusion that a crime has, or may have been, committed, the results of the investigation shall be reported to the appropriate law enforcement agency.

If any investigation under this Policy leads to the reasonable conclusion that an employee or member of the Board of Directors has engaged in conduct which is, or may be, a violation of an applicable code of conduct of any professional association of which the person is a member, or to which the person belongs, the results of the investigation will be reported to the professional association by the designated investigating authority.

It is possible that certain issues cannot satisfactorily be investigated internally, or should not be investigated internally. Where deemed necessary or appropriate by the

designated investigating authority under this Policy, such person may refer a disclosure of wrongdoing to an appropriate external authority for investigation or further action.