



**ORGANIGRAM HOLDINGS INC.**  
**(the “Corporation”)**

***WHISTLEBLOWER POLICY***

The following Whistleblower Policy (the “**Policy**”) was adopted by the board of directors of the Corporation (the “**Board**”) on August 26, 2019.

As indicated in the Code of Business Conduct and Ethics of the Corporation, the Corporation and its subsidiaries (collectively, the “**Organigram Entities**”) have a strong commitment to the conduct of their businesses in a lawful and ethical manner. Directors, officers, managers and employees of the Organigram Entities (collectively, “**Organigram Personnel**”) are expected to talk to supervisors, managers or other appropriate personnel about concerns they may have in respect of illegal or unethical behavior and when in doubt about the best course of action in a particular situation.

The Organigram Entities require honest and accurate recording and reporting of information. The Organigram Entities’ accounting records are relied upon to produce reports for management, directors, managers, securityholders, governmental agencies and persons with whom the Organigram Entities do business. All of the Corporation’s financial statements and the books, records and accounts on which they are based must appropriately reflect the Organigram Entities’ activities and conform to applicable legal, accounting and auditing requirements and to the Corporation’s system of internal controls.

**1. Confidential Complaint Procedures**

**A. Reporting Procedures**

Any employee with a good faith concern about any accounting or auditing matter or any other matter which such employee believes is in violation of the Code of Business Conduct and Ethics, including:

- (i) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Corporation,
- (ii) fraud or deliberate error in the recording or maintaining of financial records of the Organigram Entities,
- (iii) deficiencies in, or non-compliance with, the Organigram Entities’ systems of internal controls,
- (iv) misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Organigram Entities,
- (v) deviations from full and fair reporting of the Organigram Entities’ financial condition,

- (vi) failure to avoid or fully disclose any interest, relationship or activity that may be harmful or detrimental to the Corporation's best interests or that may give rise to a conflict of interest with any of the Organigram Entities,
- (vii) failure to preserve the confidentiality of confidential information,
- (viii) the pursuit of personal opportunities that are discovered through the use of corporate property, information or positions without the consent of the Board and/or using Organigram Entity property, information or positions for improper personal gain,
- (ix) the offer or receipt of any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship,
- (x) illegal payments to government officials,
- (xi) illegal discrimination or harassment of any kind, or
- (xii) any other matter,

can report those concerns directly to the Chair of the Audit Committee of the Corporation (the "Chair") on a confidential, and if desired, anonymous basis by e-mail at [auditchair@organigram.ca](mailto:auditchair@organigram.ca) or by telephone at 647-468-6470.

Confidentiality of complaints received by the Chair will be maintained to the fullest extent possible, consistent with the need to conduct an appropriate review. When possible, the Chair will acknowledge receipt of a complaint, although it is not the intention to communicate to the person making the complaint the status of its review or resolution.

## **B. Investigation Procedures**

- (i) Following the receipt of any complaints or concerns submitted hereunder, the Chair will investigate each matter reported and, if appropriate, will recommend that the Chief Executive Officer take corrective and disciplinary action. The Chief Executive Officer will document the actions taken and the consequences thereof, to the Chair and/or the Audit Committee, on a timely basis.
- (ii) Corrective and disciplinary action may include a warning letter or reprimand, demotion, loss of salary increase or bonus, suspension without pay, termination of employment and civil or criminal prosecution.
- (iii) The Chair may enlist other employees, officers or directors of the Corporation, or retain, at the Corporation's expense, outside legal, accounting or other advisors to assist in conducting any investigation.
- (iv) In conducting his or her investigation, the Chair shall use his or her reasonable best efforts to protect the confidentiality and anonymity of the complainant, subject to the Chair's need to conduct a thorough investigation. While the Chair must use his or her reasonable best efforts to maintain anonymity, it may be necessary to identify the

complainant or it may be possible for third parties to deduce the complainant's identity. For these reasons, anonymity cannot be guaranteed.

- (v) Using his or her best judgment, the Chair shall advise any employee, officer or director that has been named in a complaint or concern at an appropriate time during the investigation. If appropriate, the person named will have an opportunity to respond to the complaint or concern, in writing, and that response will be included in the final report of the Chair.
- (vi) The Chair shall report on this Policy, quarterly to the Audit Committee, regarding any valid inquiries or complaints received, or the absence thereof; the results of his or her investigation; and, any resulting actions by the Company or consequences thereto.
- (vii) The Chair shall immediately report, to the Board of Directors and the Chief Executive Officer, on any matters under this Policy relating to the Company's internal controls or the integrity of its financial results; or, that have the potential of creating significant reputational or financial risk to the Company.
- (viii) The Chair shall retain secure records regarding all complaints reported for a period of no less than five years.
- (ix) The Chair of the Audit Committee will maintain a log of all complaints that are received, tracking their receipt, investigation and resolution consistent with the form of log at Schedule A hereto.

## **2. Protection of Organigram Personnel**

The Organigram Entities will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Organigram Personnel in the terms and conditions of employment based upon any lawful actions with respect to good faith reporting of complaints as contemplated in these procedures.

The Policy is intended to encourage and enable Organigram Personnel to raise serious concerns within the Corporation, rather than seeking resolution outside the Corporation. Accordingly, the Corporation does not permit retaliation or harassment of any kind against individuals for complaints submitted hereunder that are made in good faith and an Organigram Personnel who retaliates against someone who has reported a violation in good faith under this Policy shall be subject to discipline up to and including termination of employment and/or termination of any consulting agreement. However, malicious complaints or complaints known to be false may result in disciplinary action being taken against the complainant.

**3. Acknowledgement of Receipt and Review**

I, \_\_\_\_\_ (name), acknowledge that on \_\_\_\_\_ (date), I received a copy of Organigram Holdings Inc.'s Whistleblower Policy and I read it, understood it and agree to comply with it.

\_\_\_\_\_

Signature

\_\_\_\_\_

Printed Name

\_\_\_\_\_

Date

