

EDESA BIOTECH, INC.
WHISTLEBLOWER POLICY

This policy applies to all Edesa Biotech, Inc. employees worldwide, including part time, temporary and contract employees. We use the terms “Edesa,” the “Company,” “we,” “our” and “us” in this policy to refer to Edesa Biotech Inc., a British Columbia corporation.

I. STATEMENT OF POLICY

The Company is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject, as well as our Code of Ethics and Business Conduct (the “Code”). Accordingly, the Company will not tolerate any conduct that is in violation of such laws, regulations or our Code. Each employee has a responsibility to promptly report any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls and auditing matters, or other violations of Federal and State laws or of our Code (collectively “Misconduct”) in accordance with the provisions of this policy.

II. POLICY OF NON-RETALIATION

It is our policy to comply with all applicable laws that protect our employees against unlawful discrimination, retaliation, threats or harassment, as a result of their lawfully reporting information regarding, or their participation in investigations involving alleged Misconduct by the Company or its agents. Specifically, our policy is designed to prevent employees from being subject to disciplinary or retaliatory action by the Company or any of its agents or employees as a result of an employee’s:

- disclosing information to a government or law enforcement agency or a representative of the Company, where the employee has a good-faith, reasonable belief that the information demonstrates a violation or possible violation of a Federal or State law, rule or regulation;
- providing information, filing, testifying, or participating in a proceeding about to be filed, or otherwise assisting in an investigation or proceeding regarding any conduct that the employee reasonably and in good faith believes involved a violation or possible violation of a federal, state law, rule or regulation; or
- providing information to the Company’s representatives or other persons where the employee has a good faith and reasonable belief that the information discloses a violation or possible violation of our Code.

If any employee believes they have been subjected to any discrimination or retaliation or other action by us or our agents for reporting suspected Misconduct in accordance with this policy, they may file a complaint with our Compliance Officer by following the procedures set forth below under the heading “Method of Reporting.” If it is determined that an employee has experienced any improper employment action in violation of this policy, we endeavor to promptly take appropriate corrective action.

III. METHOD OF REPORTING

If you become aware of suspected Misconduct, you should report it to your manager. In turn, your manager is responsible for bringing your report to the attention of the Compliance Officer. The Company has designated our Chief Financial Officer as the Compliance Officer responsible for handling reports of suspected Misconduct. If suspected Misconduct relates to questionable accounting or auditing matters or any matter involving the Compliance Officer, the suspected conduct may instead be reported to our Chief Executive Officer. In such instances, all references in this policy to the “Compliance Officer” should be read to refer to our Chief Executive Officer. If you are not comfortable reporting the problem to your Manager, you may report it directly to the Compliance Officer or, alternatively, to the Chair of the Audit Committee and/or the Chair of the Board of Directors. The Compliance Officer (or Audit Committee or Board of Directors, if applicable) will investigate and assess your report to determine whether the information you reported constitutes a violation of the law or of Company policy. The Compliance Officer will notify the Chair of the Audit Committee and the Chair of the Board of Directors of all reports involving financial, accounting, internal accounting controls and auditing concerns.

IV. POLICY FOR RECEIVING AND INVESTIGATING REPORTS

Upon receipt of any reported violation of the Code by any person other than an executive officer of the Company, the Compliance Officer will determine whether the alleged information on the report alleges or contains allegations that might constitute a violation of the Code. The Compliance Officer, to the extent deemed appropriate, shall consult with the Audit Committee and Board of Directors with respect to conduct or results of any such investigation. The Compliance Officer will inform the reporting person (if their identity is known) that the report has been received and, to the extent the Compliance Officer determines is appropriate, provide him or her with the name of, and contact information for, the investigator(s) assigned to the report.

With respect to any other report pursuant to this policy, upon receipt of such report, the Compliance Officer will determine whether the information in the report alleges, or contains allegations that might constitute Misconduct. The Audit Committee and Board of Directors shall be notified promptly of reports of alleged Misconduct determined to involve accounting, internal auditing controls and auditing concerns, or alleged violations of the Code by executive officers or directors of the Company. The Audit Committee will, to the extent it deems appropriate, appoint one or more internal and/or external investigators to promptly and fully investigate claims of Misconduct, under the supervision of the Compliance Officer, or, in the case of (i) alleged Misconduct relating to accounting, internal accounting controls and auditing concerns or (ii) alleged violation of the Code by executive officers or directors of the company, under the supervision and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances. The Compliance Officer will inform the reporting person (if their identity is known) that the report has been received, and to the extent appropriate, provide him or her with the name of, and contact information for the investigator assigned to the report.

If the investigation confirms Misconduct has occurred, we will promptly take appropriate corrective action with respect to the person(s) involved, including possible termination of such person(s) employment, and will also take appropriate steps to correct and remedy any Misconduct.

V. RETENTION OF REPORTS

The Compliance Officer will maintain a log of all reports, tracking their receipt, investigation and resolution. Each member of the Audit Committee and, at the discretion of the Compliance Officer, other personnel involved in the investigation of reports, shall have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be retained for a period of three years.

VI. YOUR OBLIGATIONS

Read, Understand and Follow the Policy. When you receive this policy (or updated versions), you are expected to understand this policy and comply with its terms. Please discuss any questions you may have regarding this policy with your direct manager or the Compliance Officer to ensure you understand this policy.

Adopted Effective May 13, 2020