



**POLICIES & PROCEDURES**

---

**WHISTLEBLOWER POLICY**

---

**1. PURPOSE AND SCOPE**

Rubellite Energy Inc. ("**Rubellite**" or the "**Company**") is committed to the highest standards of openness, honesty and accountability. The integrity of the financial and other information of the Company is vital as it guides the decisions of Rubellite's Board of Directors and is relied upon by our shareholders, financial markets and other stakeholders. Furthermore, the Company is compelled to the highest level of integrity in all aspects of our business and operations.

To that end, this Whistleblower Policy establishes a mechanism whereby individuals can confidentially and anonymously raise concerns and report complaints regarding questionable business practices without fear of reprisal. This requires a process by which the appropriate body within the organization can become aware of concerns and receive, retain and investigate all reports of complaints regarding unethical conduct, perceived or otherwise.

This policy applies to all directors, officers, full-time and part-time regular employees, consultants, contractors, customers, suppliers, and other business partners of Rubellite or its subsidiaries (collectively the "**Employees**"). Consultants, contractors, suppliers, customers and other business partners of Rubellite are expected to develop and enforce corporate governance policies and/or practices that are consistent with those of Rubellite, including, without limitation, this Whistleblower Policy, and which will apply to their staff providing services for or on behalf of Rubellite.

Positions identified in this policy refer to positions held at Perpetual Energy Inc. ("**Perpetual**") in its capacity as Manager per the Management Services and Operating Agreement, to the extent these positions are not held by full time or part time regular employees of Rubellite.

**2. POLICY**

**Reportable Conduct**

This process is designed to encourage the reporting of complaints and concerns regarding questionable business practices including, but not limited to:

- any perceived violation of Rubellite's Business Code of Conduct including all policies of the Company, or law, and/or any questionable business practice;

- suspect, questionable, unethical, and unlawful accounting and auditing policy, practices or procedures;
- intentional breach of or failure to implement additional accounting and auditing policy, practices and procedures specifically approved by the Board of Directors; any perceived violation to any safety and/or environmental policies of the Company;
- inadequate internal accounting controls;
- the misleading or coercion of auditors;
- disclosure or reporting of fraudulent or misleading financial information;
- instances of corporate fraud; and
- any perceived violation to Rubellite's Workplace Anti-Violence, Harassment and Discrimination Policy.

### **Who is protected?**

Any person who makes a disclosure or raises a concern under this policy will be protected if the person:

- discloses the information in good faith;
- believes it to be substantially true;
- does not act maliciously or make false allegations; and
- does not seek any personal or financial gain.

### **Reporting a Concern**

Concerns should be reported to any member of the Executive Team, anonymously or otherwise, by mail, telephone, fax or e-mail.

### **Filing a Whistleblower Report**

In instances where a satisfactory response to a concern is not received, or in the event of an anonymous report, where responsive action is not evident, or if you are uncomfortable addressing your concerns to a member of the Executive Team, a Whistleblower Report can be made to the Chairman of the Audit Committee, anonymously or otherwise, by mail, telephone or e-mail as follows:

Attention: Holly Benson – Private and Confidential  
3200, 605 – 5th Avenue S.W.  
Calgary, Alberta T2P 3H5

Telephone: (403) 689-9833

E-mail: [whistleblower@rubelliteenergy.com](mailto:whistleblower@rubelliteenergy.com)

When making a Whistleblower Report to the Chairman of the Audit Committee, please be sure to indicate whether it is intended to be made on an anonymous basis.

Employees are encouraged to provide as much specific information as possible including names, dates, places and events that took place, the Employee's perception of why the incident(s) may be improper, what action the Employee recommends be taken and any specific details for follow-up communication.

## Investigating a Whistleblower Report

The Company will investigate all Whistleblower Reports received in accordance with this Policy. Where appropriate, the matters raised may:

- be investigated by senior management, the Audit Committee, internal audit, or legal counsel;
- be referred to the police;
- be referred to the external auditor; and/or,
- form the subject of an independent inquiry.

In order to protect reporting parties, those accused of misdeeds or possible malpractice, and third parties, initial inquiries may be made to determine whether an investigation is appropriate and if so, what form it should take.

Some concerns may be resolved by mutually-agreeable action without the need for further investigation. If urgent action is deemed to be required, such action may be taken before an investigation is completed.

Within fifteen (15) working days of a concern being raised through a Whistleblower Report the reporting party will receive a letter:

- acknowledging that the concern has been received;
- reciting the reporting party's suggestion as to how the matter should be dealt with;
- giving an estimate of how long it will take to provide a final response;
- telling the reporting party whether any initial inquiries have been made; and,
- telling the reporting party whether further investigations will take place and if not, why not.

The amount of contact between the persons considering the issues and the reporting party will depend on the nature of the matters raised, the potential difficulties involved, and the clarity of the information provided. If necessary, the Company will seek further information from the reporting party, and will do so discreetly.

The Company will take steps to minimize any difficulties which the reporting party may experience as a result of raising a concern. For instance, if the reporting party is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the reporting party to receive independent advice about the procedure.

In determining what further actions to take, considerations include, but are not limited to:

- the alleged wrongdoer;
- the seriousness of the allegation;
- the credibility of the allegation; and
- the urgency of an investigation and resolution.

### **Confidentiality**

The investigating body will respect the confidentiality of any reporting party who so requests, but can only do so to the extent permitted by the law and may need to reveal the identity of the reporting party so as to permit a thorough and effective investigation. In the event of needing to reveal the identity of the reporting party, the reporting party will be notified in advance of the Company making such disclosure and, in so doing, the Company will use care and discretion to reasonably address the sensitivities and concerns of the reporting party. Reporting parties should also recognize that it is easier to follow up and verify complaints if the reporting party is prepared to give his or her name.

### **No Discrimination, Retaliation or Harassment**

The Company will not tolerate any attempts, to any degree, on the part of anyone, to in any way sanction, retaliate against, harass, or discriminate against a reporting party who reported a complaint or concern in good faith. Any such attempt should be reported immediately to a member of the Audit Committee or the Chairman of the Committee.

### **False, Malicious and Bad Faith Reports**

The sensitive nature of corporate and professional reputation demands that the Company view very seriously any report that proves to be wholly unsubstantiated or which proves to have been submitted knowing it to be false, with malicious intent, or in bad faith. The Company regards the making of such reports as a serious disciplinary offence which may result in disciplinary action up to and including dismissal for cause.

### **Records**

The Audit Committee shall retain for a period of three (3) years all records relating to Whistleblower Reports submitted under this process.