



HOME CAPITAL GROUP INC.
HOME TRUST COMPANY

Whistleblower Policy

Reviewed: March 8, 2016

Next Review Date: March 8, 2017

Policy Ownership:	Human Resources	
Document Version Number:	5.0	
Previous Version Approval Date:	March 11, 2015	
Reviewed by:	Executive Management Committee	February 29, 2016
Approved by:	Audit Committee and the Board	March 8, 2016

Contents

- 1. INTRODUCTION 1**
 - 1.1 Purpose 1
 - 1.2 Scope 1
- 2. POLICY PRINCIPLES 2**
 - 2.1 Raising and Reporting a Concern 2
 - 2.2 Acknowledgement 3
 - 2.3 Review, Investigation, Documentation and Reporting 3
 - 2.4 Follow-up 4
 - 2.5 Confidentiality 4
 - 2.6 Protection from Retaliation 4
- 3. ROLES AND RESPONSIBILITIES 5**
 - 3.1 Employees 5
 - 3.2 People Leaders and Senior Management 5
 - 3.3 Senior Vice-President, Human Resources and Senior Vice-President, Chief Compliance Officer & Chief Anti-Money Laundering Officer and Executive Vice-President Corporate Counsel & Secretary 5
 - 3.5 Senior Vice-President, Chief Compliance Officer & Chief Anti Money Laundering Officer 6
 - 3.6 Chair of the Audit Committee and the Board of Directors 6
- 4. MONITORING AND REPORTING 7**
 - 4.1 Policy Monitoring 7
 - 4.2 Policy Reporting 7
- 5. REVIEW AND DEVELOPMENT CYCLE 7**
- 6. OTHER RELATED DOCUMENTS 8**
- 7. EFFECTIVE DATE 9**
- 8. REVISION HISTORY 9**
- 9. CONFIDENTIALITY 9**
- 10. DEFINITIONS 9**

1. Introduction

The Whistleblower Policy ("the Policy") is consistent with the Code of Conduct and Ethics Policy ("the Code") which is founded on the company's core values: Passion, Risk Awareness, Optimism, Service, Professionalism, Ethics and Respect. Our values are our foundation and they fuel the behaviours we expect Employees to demonstrate as representatives and ambassadors of our Company.

Home Capital Group Inc. and its subsidiaries ("the Company") cultivate a culture where employees and external stakeholders are able to report, without fear of retaliation, any alleged wrongdoing or misconduct which may occur or be suspected of occurring at the Company. Even if you suspect there may have been alleged wrongdoing or misconduct, you are obligated to report it immediately. By doing so, you will help the Company manage reputational risk and any personal risk to you.

The Policy guides employees through all aspects of the Whistleblower program including the reporting of suspected or actual, unlawful or inappropriate misconduct relating to material financial accounting, internal accounting controls, auditing matters, compliance with legal and regulatory requirements, and breaches of the Code.

This Policy is provided to all employees upon hire and is also available on the Home Trust intranet and the Home Capital Group Inc. external website. Employees are required to review and attest to their understanding of this Policy annually.

1.1 Purpose

The Whistleblower Policy is designed as a control which ensures that business misconduct or other wrongdoing is not covered up, and that employees and external parties have a confidential reporting vehicle to raise concerns for review and investigation. At the same time, the Policy protects the whistleblower from retaliation for disclosures made in good faith.

1.2 Scope

This Policy applies to all Employees (as defined in the Definitions), of Home Capital Group Inc. and its subsidiaries.

2. Policy Principles

All Employees have a responsibility to report Code concerns. The Policy addresses principles relating to the following concerns:

- **Accounting Allegations**
Financial accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of Home Trust's accounting policies. Examples include: falsification or destruction of business or financial records; misrepresentation of financial information; non-adherence to internal financial policies or controls.
- **Legal Allegations**
Compliance with legislative and regulatory requirements. Examples include: theft; fraudulent activities; unlawful or improper payments.
- **Code Allegations**
Any potential breaches of the Code of Conduct. Examples include: insider trading; conflict of interest concerns; short selling; non-adherence to internal compliance policies.
- **Retaliation or Retribution Against an Individual who Reports a Concern**
Retaliation against employees who allege misconduct related to the above allegations. Examples include: termination; suspension; demotion; harassment or discrimination of an Employee reporting a concern in good faith in accordance with this Policy.

2.1 Raising and Reporting a Concern

Employees have a duty to report real or perceived concerns.

The Company has a process to encourage employees to report concerns that contravene or are thought to contravene our Code of Conduct and Ethics Policy or situations where wrongdoing is suspected. Employees are required to report wrongdoings as soon as they become aware of the situation, with as many facts and as much detailed information as possible.

If an allegation is made in good faith, but it is not validated through a review, no action will be taken. If, however, an allegation is made frivolously, maliciously or for personal gain, disciplinary action may be taken against the employee. Intentionally or recklessly accusing an individual of breaching this Policy, which the employee knows, or reasonably ought to know, is false, is a serious matter and is subject to disciplinary action.

Every reported incident will be acknowledged within twenty-four hours of receipt (factoring in weekends and public holidays) with the exception of anonymous reports.

This Policy encourages employees to come forward in person wherever possible. Concerns expressed anonymously are much less powerful, but will be considered based on a number of factors including the seriousness of the issues raised, the credibility of the concern, and the likelihood of confirming the allegation through credible sources and/or documentary evidence.

Reporting

An Employee can use any of the following methods to raise a concern:

- Call the Code of Conduct and Whistleblower Hotline: 1-877-746-2490
- Contact Human Resources: **416-601-3073**
- Submit a **'Reporting A Concern'** form, signed or anonymously. The form is available on the Company's Corporate Compliance Intranet site.

OR

- In the event that an Employee is not comfortable raising their concern through one of the options above, or their concern specifically relates to the President and Chief Executive Officer, the Senior Vice-President Human Resources, or the Senior Vice-President, Chief Compliance Officer & Chief Anti Money Laundering Officer they can contact:

The Chair of the Audit Committee

Refer to the **'Reporting Code Concerns and Conflicts of Interest' Procedures** document for more details.

Individuals outside of the organization can raise a concern through the Whistleblower Hotline.

2.2 Acknowledgement

Every reported concern will be acknowledged within twenty-four hours (factoring in weekends and public holidays) with the exception of anonymous reports.

2.3 Review, Investigation, Documentation and Reporting

The Company agrees to commence a review/investigation of all received concerns within twenty-four hours of receipt, regardless of the channel in which it was received. All concerns received will be documented and tracked until such time as the investigation is closed.

2.4 Follow-up

At a minimum, we will advise employees of the status of the review/investigation, that the review/investigation has been concluded and, where possible, share the steps that were taken to resolve or prevent future occurrences, respecting the privacy of all those involved.

2.5 Confidentiality

Unless compelled by judicial or other legal process to reveal the identity of the person who makes an allegation under this Policy, the individual will remain confidential. No effort to ascertain the identity of any person or group who makes a report anonymously will be tolerated.

2.6 Protection from Retaliation

The Company shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who in good faith makes an allegation or report under this Policy, and who provides assistance to management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a report. Anyone who retaliates in any way against a person who has made a good faith allegation will be subject to disciplinary action.

3. Roles and Responsibilities

The following is intended to set out the responsibilities for employees, people leaders, senior management, Human Resources and the Board to support the Whistleblower Policy, but it is not meant to be exhaustive.

3.1 Employees

Employees are expected to:

- Ensure understanding and compliance with the Whistleblower Policy and any policies, guidelines and procedures that support the Whistleblower Policy;
- Identify and immediately report any suspected or known violation of wrongdoing;
- Complete annual training.

3.2 People Leaders and Senior Management

In addition to an Employee's responsibilities, you are expected to:

- Ensure that all employees who report to you understand and comply with the Code;
- Ensure that all annual training (and attestations) are completed in the timeframe required;
- Encourage an environment of open communication and high ethical standards;
- Be familiar with the laws and regulatory requirements that apply to the Company and your specific areas.

3.3 Senior Vice-President, Human Resources and Senior Vice-President, Chief Compliance Officer & Chief Anti-Money Laundering Officer and Executive Vice-President Corporate Counsel & Secretary

In addition to the applicable Employee, People Leader and/or Senior Management responsibilities, you are expected to:

- Commence a review/investigation of all received concerns within twenty-four hours of receipt (factoring in weekends and public holidays), regardless of the channel in which it was received;
- Document, track, investigate and report on concerns reported, ensuring that as much information as possible is gathered to fully investigate the concern raised;

- Engage subject matter experts as required in order to satisfactorily investigate the concern raised;
- Provide timely notification to the Audit Committee Chair of all Whistleblower complaints;
- Track all concerns raised and report to the Executive Committee on a monthly basis, the Audit Committee and Board of Directors quarterly, or on an as-needed basis;
- Ensure the approved Whistleblower Policy is immediately posted by Human Resources on the Home Capital Group Inc. website and internal website following approval from the Board.

3.5 Senior Vice-President, Chief Compliance Officer & Chief Anti Money Laundering Officer

- Complete a thorough and independent review/investigation of all concerns brought to their attention that specifically relate to a member of the Human Resources team;
- Document, track, investigate and report concerns regarding Code breaches.

3.6 Chair of the Audit Committee and the Board of Directors

The Board of Directors has ultimate responsibility for the Policy. The Board of Directors have delegated its responsibilities to the Audit Committee.

Specifically the Chair of the Audit Committee is responsible to:

- Ensure that any Whistleblower Policy reporting is received and reviewed;
- Ensure that proper reviews/investigations are completed and that appropriate corrective action is taken;
- Ensure that any concerns received regarding the President and Chief Executive Officer, the Senior Vice-President Human Resources, or the Senior Vice-President, Chief Compliance Officer & Chief Anti Money Laundering Officer, are immediately communicated to the Chair of the Board;
- Ensure the appropriate parties are engaged to complete the review/investigation of any concerns raised regarding the President and Chief Executive Officer, the Senior Vice-President Human Resources, or the Senior Vice-President, Chief Compliance Officer & Chief Anti Money Laundering Officer;
- On an annual basis, every Board member must review the Whistleblower Policy and attest their compliance with the Policy.

4. Monitoring and Reporting

4.1 Policy Monitoring

The completion of training and attestations related to the Whistleblower Policy are monitored by Human Resources.

4.2 Policy Reporting

Internal and external concerns reported through the Whistleblower program are reported by the Senior Vice-President of Human Resources, or where an incident involves a member of the Human Resources team, the concern will be reported by the Senior Vice-President, Chief Compliance and Chief Anti Money Laundering Officer, or where the concern is regarding the President and Chief Executive Officer, the Senior Vice-President Human Resources or the Senior Vice-President, Chief Compliance & Chief Anti Money Laundering Officer, the concern will be reported by the Chair of the Audit Committee immediately to the Chair of the Board.

If a concern comes from an external source through the Ombudsman and the Executive Vice-President Corporate Counsel & Secretary, the concern will be directed to the Senior Vice-President, Human Resources, the Senior Vice-President, Chief Compliance and Chief Anti Money Laundering Officer, or the Chair of the Audit Committee.

There are four levels of reporting:

1. Senior Vice-President, HR and/or Senior Vice-President, Chief Compliance and Chief Anti Money Laundering Officer and/or Executive Vice-President Corporate Counsel & Secretary
2. Executive Committee
3. Chair of the Audit Committee
4. Board of Directors

5. Review and Development Cycle

The Whistleblower Policy is subject to review at least on an annual basis.

The Executive Committee will review and recommend the Policy for approval to the Audit Committee who will review, approve and recommend the Policy for approval to the Board of Directors.

6. Other Related Documents

The Policies listed below are available to Employees, and provide additional information with respect to the Company's expectations of Employees, and how we ensure we are compliant with applicable legislative and regulatory requirements.

Document Name	Link
Acceptable Use Policy	
Accessibility Policy	
Anti-Fraud Policy	
Code of Conduct and Ethics Policy	
Human Rights, Equal Opportunity and Harassment Policy	
Information Security Policy	
Insider Trading Policy	
Occupational Health and Safety Guideline	
Privacy Code	
Privacy Policy	
Records Management Policy	
Reporting a Whistleblower Concern Document	
Workplace Violence Policy	

7. Effective Date

Compliance with this Policy is to take effect immediately following approval by the Board of Directors.

8. Revision History

Version	Date	Author and Group	Revision Description
4.0	February 11, 2015	Human Resources	Annual Review
5.0	March 8, 2016	Human Resources	Annual Review

9. Confidentiality

This policy is available to the public through the Home Capital Group Inc. website.

10. Definitions

Breach - is defined as non-compliance with an applicable law, regulation, internal policy or procedure.

Directorship, Corporate Directorship - A member of the board of directors where it oversees the activities of a corporation other than Home Capital Group and its subsidiaries.

Employees - refers to the Company's directors, full-time employees, part-time employees, temporary employees and contractors employed by Home Capital Group Inc. and any of its subsidiaries.

Legislative Requirements - Refers to an applicable law undertaking to legislative authority or provision, section, subsection, order, term, condition and procedure that requires the Company to do (or prohibits the Company from doing) certain things or to act or conduct its affairs in a particular manner.

People Leaders - are defined as anyone who has employees reporting to them.

Policies - in the Whistleblower Policy the use of the word policies, includes company guidelines, procedures and practices

Retaliation - an action against an individual who has reported a concern

Regulatory Investigation - The process of gathering and examining evidence conducted by a regulatory body that may be connected to behaviour that allegedly contravenes the Company's policies, procedures or guidelines.

Regulatory Requirements - Refers to an applicable law, regulation, guideline, undertaking to regulatory authority or provision, section, subsection, order, term, condition or internal policy and procedure that requires the Company to do (or prohibits the Company from doing) certain things or to act or conduct its affairs in a particular manner.

Wrongdoer - a person who behaves illegally or dishonestly.

Wrongdoing - the act of doing something illegally or dishonestly

Senior Management - is defined as anyone holding a position titled Vice-President and above.