

WAVEFRONT TECHNOLOGY SOLUTIONS INC.

WHISTLEBLOWER POLICY

General

Wavefront Technology Solutions Inc.'s and its subsidiaries and affiliated entities (the "Company") Code of Business Conduct and Ethics ("Code") requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

No Retaliation

No director, officer or employee who in *good faith* reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

Compliance Officer

The Company's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his discretion, shall advise the Chairman of the Board of Directors and/or the audit committee. The Compliance Officer has direct access to the audit committee of the board of directors and is required to report to the audit committee at least annually on compliance activity. The Company's Compliance Officer is the Chair of the Audit Committee, Mr. Walter Stelmaschuk.

Reportable Activities

All directors, officers and employees should report any evidence of activity ("**Reportable Activity**") by any Company officer, director, employee or retained consultant (including external auditors) that to his or her knowledge constitutes:

- (a) Accounting, auditing, or other financial reporting fraud or misrepresentation,

- (b) Violations of security, federal, state or provincial laws that could result in fines or civil damages payable by Wavefront, or that could otherwise significantly harm the Company's reputation or public image,
- (c) Unethical business conduct in violation of any Wavefront corporate policy, including, but not limited to, the Wavefront Code of Business Conduct and the Wavefront Conflicts of Interests Policy.

Accounting and Auditing Matters

The audit committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Reporting Violations

The Code addresses the Company's open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the President and Chief Executive Officer or Chief Financial Officer or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Company's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or complaints regarding corporate accounting practices, internal controls or auditing, or when you are not satisfied or uncomfortable with following the Company's open door policy, individuals should contact the Company's Compliance Officer directly.

Concerns or complaints regarding Reportable Activities can be reported as follows:

1. Companies Internal Intranet Web Site
2. Email
3. VoiceMail or Mail

Complaints will be handled in either of the following ways:

- (a) **Internal Investigation.** The action taken upon receiving notice of a Reportable Activity will depend on the nature of the Reportable Activity. Wavefront's Chief Financial Officer and/or its Compliance Officer are responsible for investigating and resolving most types of reports made under this Policy. In certain circumstances, those individuals may refer the matter to, or seek the assistance of, employees or others depending upon the nature of the Reportable Activity. However, under no circumstance will a matter be referred to an employee of Wavefront who is the subject of any Reportable Activity or is otherwise an inappropriate person to assist with the investigation.

- (b) **Investigation by the Audit Committee.** If any Reportable Activity involves (a) a questionable accounting or other matter which, if true, has, or even could have the potential to have, a material effect on the Company's financial position or its future prospects, or (b) an alleged impropriety involving an officer or director of Wavefront, the allegation will immediately be forwarded to the Compliance Officer, who in his or her discretion, may call a meeting of the Audit Committee to discuss the matter (and shall, in any event, disclose the substance of the complaint at the next regularly-scheduled meeting of the Audit Committee). The Audit Committee may then, by majority vote, commence an investigation of the Reportable Activity (or transfer such investigation to a specially-appointed committee of the Board of Directors). The Audit Committee or special committee may enlist, at the expense of the Company, the assistance of one or more employees and outside legal, accounting or other advisors, as may be appropriate to conduct the investigation.

Providing Details on the Subject Matter of the Complaint

Whether employees or stakeholders identify themselves or not, they should give as much information as possible on the subject matter of the complaint so that the information is sufficient to enable a full investigation. Such information should include details as to where and when the incident(s) occurred, the names and titles of the individuals involved and as much other relevant detail as the reporting individual can provide.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Preservation of Records

The Company, together with the Chair of the Audit Committee and Compliance Officer, shall retain as part of the records of Wavefront any reports of Reportable Activity and any resulting investigations. Such preservation obligation shall include the making of contemporaneous written summaries of any oral complaints of reportable activity for a period of not less than five (5) years.