

**Policy and procedures
for the submission of complaints pertaining to
accounting, internal accounting controls,
auditing and other matters**

1. OBJECTIVES AND SCOPE

Canam Group Inc. and all its subsidiaries (the “Company”) comply with all applicable laws and regulations as well as with established accounting and auditing standards and controls.

The Company has created a work environment that is founded on trust and respect and that offers all employees freedom from fear of and protection from any form of intimidation, harassment and discrimination. This commitment includes the fostering of a climate of openness and honesty in which any problem, concern or complaint pertaining to corporate fraud, accounting, accounting controls or auditing matters affecting the Company can be reported in good faith without fear of any retaliation whatsoever.

“In good faith” means that the Complainant reasonably believes that his/her complaint is legitimate and has not been made for personal gain or any other ulterior motive.

2. POLICY STATEMENT

This policy allows for an employee, a third party or a supplier (a “Complainant”), in good faith, to report a problem or a serious concern in connection with accounting or auditing practices that may occur within the Company. It complements the procedures that already exist in the Company’s Code of Ethics.

The Company also has procedures aimed at treating such complaints confidentially and anonymously.

3. NATURE OF COMPLAINTS

In accordance with *Regulation 52-110 respecting audit committees*, the Company has adopted this policy as well as related procedures to facilitate the submission, on a confidential and anonymous basis, of complaints, reports and concerns (collectively, “complaints”) by any person regarding (i) accounting, internal accounting controls or auditing matters (collectively, “accounting practices”); (ii) actual or potential violations of

laws, rules or regulations; and (iii) other suspected wrongdoing, including wrongdoing in connection with the Company's Code of Ethics ((i), (ii) and (iii) collectively, one or more "serious violations").

These complaints may relate, among others, to the following circumstances:

- any concerns regarding accounting, internal accounting controls or auditing matters;
- activities, on the part of an employee, that are suspected of corporate fraud;
- fraud or a deliberate error committed in the course of preparing, evaluating, revising or auditing any of the Company's financial statements;
- fraud or a deliberate error committed in the course of registering or keeping the Company's financial statements;
- deficiencies or inconsistent measures related to the Company's internal accounting controls;
- disclosure of an image inconsistent with the Company's financial situation;
- violation of the laws relating to accounting practices;
- misappropriation of any of the Company's assets.

4. PERSONS RESPONSIBLE FOR THE POLICY

The Company's Audit Committee is chiefly responsible for the application of this policy.

Under the authority of the Audit Committee, the Vice President Legal Affairs and Secretary and the Chairman of the Audit Committee (the "persons responsible for the policy") are entrusted with the responsibility of upholding the policy and ensuring the Company's compliance with said policy.

5. COMMUNICATION AND APPLICATION

All the directors and employees of the Company will be informed of this policy and of its importance. A copy of the policy will be distributed to those directors, officers and employees who are or may be called upon to administer the policy. These persons must have a good understanding of the policy and how it is applied in order to ensure its proper enforcement.

6. CONFIDENTIALITY

The Company is committed to maintaining adequate procedures in order to allow any person to report complaints related to accounting matters on a confidential and anonymous basis.

Any complaint submitted under this policy will be treated confidentially. The Complainant's identity will not be disclosed, unless the Complainant explicitly authorizes the disclosure of his/her name or such disclosure is required by law.

The declaration made anonymously and confidentially by a Complainant will only be disclosed to those persons who must be informed in the event of an investigation on accounting practices.

7. PROCEDURE FOR FILING A COMPLAINT

Any complaint made under this policy may be submitted to the persons responsible for the policy through one of the following confidential channels of communication, at the Complainant's discretion:

- (1) in writing, in a sealed envelope, to the attention of the Vice President Legal Affairs and Secretary of Canam Group Inc. at 270, chemin du Tremblay, Boucherville (Québec) J4B 5X9, with the note "Confidential, to be opened only by the Vice President Legal Affairs and Secretary"; or
- (2) in writing, in a sealed envelope, to the attention of the Chairman of the Audit Committee of Canam Group Inc.'s Board of Directors, c/o the Administrative Assistant to the Chairman of the Board of Canam Group Inc. at 270, chemin du Tremblay, Boucherville (Québec) J4B 5X9, with the note "Confidential, to be opened only by the Chairman of the Audit Committee of Canam Group Inc.'s Board of Directors"; or
- (3) by calling the Vice President Legal Affairs and Secretary at (450) 641-4000.

The complaint must provide sufficient, precise and relevant information pertaining, among other things, to dates, persons, locations, persons/witnesses and numbers, so that a reasonable investigation can be conducted. If the Complainant wishes to discuss the matter with the persons responsible for the policy, he/she must indicate this as part of the submission and include a telephone number where he/she can be reached, if need be. Where possible, the Vice President Legal Affairs and Secretary or the Chairman of the Audit Committee, as the case may be, will send the Complainant an acknowledgment of receipt of the complaint.

The Vice President Legal Affairs and Secretary will promptly report any complaint received by him to the Chairman of the Audit Committee.

8. PROTECTION OF COMPLAINANTS

This policy and related procedures offer the Complainant protection from retaliation with respect to matters that are or that could give rise to serious violations, provided the complaint is made:

- in good faith, in a manner that is consistent with the values of the Company, in particular respect for others;
- in the Complainant's reasonable belief that the conduct or issue raised in the complaint constitutes or may constitute a serious violation, as defined in section 3 of this policy;
- pursuant to the procedures provided in this policy.

Any employee who resorts to retaliation against a Complainant for calling attention to an illegal or illicit act or a suspected illegal or illicit act is deemed to commit a serious violation of this policy and is subject to disciplinary action, including termination of employment.

“Retaliation” refers, in this policy, to penalty, termination of employment, demotion, suspension, threats, harassment, unwanted transfer or discrimination.

The protection referred to in this section applies to any person who provides information related to an investigation, including an internal investigation.

9. TREATMENT OF COMPLAINTS AND INVESTIGATION

Upon receiving a complaint, the persons responsible for the policy will open a file, which must be kept in a secure location in order to protect the confidentiality of the information about the Complainant. The persons responsible for the policy will then jointly determine (i) whether the complaint actually pertains to a subject covered under this policy, (ii) whether the alleged violation is serious, and (iii) whether the complaint appears to be founded on credible allegations and information.

If the persons responsible for the policy are of the opinion that the complaint satisfies the conditions covered under the preceding paragraph, they will then conduct an investigation. To this end, the persons responsible for the policy may enlist inside or outside legal, accounting or other specialists, as required. During the investigation, the persons responsible for the policy will have access to all the books and records of the Company. The directors,

officers, employees and representatives of the Company are expected to cooperate fully with the investigation. In conducting any investigation, the persons responsible for the policy will use reasonable efforts to protect the confidentiality of the information about the Complainant.

Investigations must be conducted as quickly as possible, taking into account the nature and complexity of the complaint and the issues raised therein. The persons responsible for the policy will keep a file of all the reports, complaints, issues and related documents for a period of at least three years.

10. REPORTING TO THE AUDIT COMMITTEE

The persons responsible for the policy will prepare a detailed quarterly report on the treatment of the complaints received and submit the report to the Audit Committee, the Chief Executive Officer and the Chief Financial Officer, unless one of the latter two individuals is subject to a complaint.

Notwithstanding the foregoing, the persons responsible for the policy will promptly report to the Audit Committee any complaint that may have material consequences for the Company.

Appropriate corrective measures may be taken promptly in accordance with the recommendations of the Audit Committee.