

RESPECT AND DIGNITY IN THE WORKPLACE POLICY

INTRODUCTION

All employees of ZoomerMedia Limited and its subsidiaries (“ZoomerMedia” or “the Company”) are entitled to work in an environment that is free from all forms of violence, harassment, and discrimination.

This Policy will act as a guide to ZoomerMedia employees in adhering to legal requirements regarding the recognition and prevention of violence, harassment, sexual harassment and discrimination.

APPLICATION

This Policy applies to all Workers (as defined below) and all conduct occurring in the Workplace.

ACCOUNTABILITY

Accountability for ensuring compliance with the provisions of this Policy rests with the Chief Financial Officer.

All Workers are required to:

- familiarize themselves with this policy;
- conduct themselves in accordance with this Policy;
- ask their supervisor for clarification if they have questions;
- attend training sessions offered by the Company;
- help promote a positive and productive workplace;
- be attentive of potential breaches of this Policy; and,
- cooperate with any investigations conducted in accordance with this Policy.

All Workers with managerial or supervisory responsibilities for other Workers are required to:

- familiarize themselves with this policy;
- conduct themselves in accordance with this Policy;
- attend training sessions offered by the Company;
- foster a positive and productive workplace;
- ensure that individuals under their supervision receive adequate information on the policy;
- ensure that an appropriate investigation is conducted when they become aware of incidents that may be in breach of this Policy, regardless of whether the conduct is reported;
- maintain confidentiality in the investigation process and any reports produced as a result of that process; and
- take the appropriate action once the investigation is concluded.

DEFINITIONS

1. **Worker** means any person working for the Company, including any employees, volunteers, students, Directors of the Company, contractors who are providing their services to the Company and any other person who carries out duties or conducts business on behalf of the Company.
2. **Workplace** means any place at which the a Worker provides services to or on behalf of the Company, and includes but is not limited to:
 - a. the Company's offices and worksites;
 - b. other buildings or premises under the jurisdiction of the Company;
 - c. company vehicles;
 - d. social functions sanctioned by or under the jurisdiction of the Company, whether held at Company offices or facilities or at other locations approved by the Company;
 - e. work-related travel outside of Company facilities; and
 - f. any written or electronic communications (including e-mails, telephone calls, voicemails, internet communications, faxes, and so on).
3. **Discrimination** includes, but is not limited to, a differential act, system, or behaviour that imposes a disadvantage, withholds an advantage, or differentiates between individuals or groups on the basis of any Protected Ground.
4. **Protected Ground** means a ground set out in the Ontario *Human Rights Code*, which include:
 - a. race;
 - b. ancestry;
 - c. place of origin;
 - d. colour;
 - e. ethnic origin;
 - f. citizenship;
 - g. creed;
 - h. sex (including pregnancy);
 - i. sexual orientation;
 - j. gender identity;
 - k. gender expression;
 - l. age;
 - m. record of offences;
 - n. marital status;
 - o. family status; or
 - p. disability.

5. **Workplace Harassment** means:

- a. engaging in a course of vexatious comment or conduct against a worker in a workplace that is known or ought reasonably to be known to be unwelcome, whether or not it is based on a Protected Ground; or
- b. Workplace Sexual Harassment.

Workplace Harassment typically involves a pattern or comment or conduct that occurs over time. However, a single incident of a serious nature may be sufficient to constitute harassment.

The following are examples of potential Workplace Harassment:

- verbally abusive behaviour such as yelling, insults, ridicule and name calling including remarks, jokes or innuendos that demean, intimidate or offend;
- slurs, epithets, including derogatory nicknames;
- inquiries or comments about a person's personal life including but not limited to their sex life, sexual orientation or preferences;
- spreading of malicious gossip or rumours;
- unwelcome remarks, jokes, invitations, requests, innuendos or taunting;
- practical jokes which cause awkwardness or embarrassment, endanger an employee's safety or negatively affect work performance;
- public ridicule (which includes belittling a person, denigrating a person's opinion, etc);
- refusing to deal with a person, ignoring their presence, requiring them to do humiliating or useless tasks or not giving them work to do; and/or
- bullying (e.g., acts or comments that could mentally or physically hurt or isolate a person in the workplace; power through aggression).

In order to determine whether or not Workplace Harassment has occurred, each situation must be examined reasonably and objectively, based on the specific facts and having regard for the workplace setting and culture.

6. **Workplace Sexual Harassment** means:

- a. engaging in a course of vexatious comment or conduct against a worker in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome; or
- b. making a sexual solicitation or advance in particular where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

Sexual Harassment may include, but is not limited to:

- suggestive remarks, innuendoes, jokes of a sexual nature, or compromising

invitations;

- verbal abuse of a sexual nature;
- sexual advances or demands that the recipient does not welcome or want
- threats, punishment or denial of a benefit for refusing a sexual advance
- offering a benefit in exchange for a sexual favour
- displays of offensive pictures of a sexual nature or pornographic materials; and/or
- physical contact like touching, patting, pinching, rubbing or brushing against.

7. **Workplace Violence** means:

- a. the exercise of physical force by a person against a Worker, in a Workplace, that causes or could cause physical injury to the Worker;
- b. an attempt to exercise physical force against a Worker, in a Workplace, that could cause physical injury to the Worker; or
- c. a statement or behaviour that it is reasonable for a Worker to interpret as a threat to exercise physical force against the Worker, in the Workplace, that could cause physical injury to the Worker.

Examples of Workplace Violence may include, but are not limited to:

- threatening to harm another person;
- assaulting another person (sexually or otherwise); and,
- intimidation causing fear or anxiety.

ZoomerMedia maintains a zero tolerance policy for all acts of Workplace Violence, whether they are verbal, written or physical. If you have been subjected to or have witnessed Workplace Violence, immediately report the matter to management.

8. **Domestic Violence**, for the purpose of this Policy, is the experience of violence outside of the Workplace. Domestic Violence is considered Workplace Violence in the case where a person who has a personal relationship with a Worker – such as a spouse or former spouse, current or former intimate partner, or a family member – may physically harm, or attempt or threaten to physically harm, that Worker in the Workplace. Should the Company become aware or ought reasonably to be aware of an incident of Domestic Violence that may become Workplace Violence, the Company will provide reasonable support to the victim. Victims of Domestic Violence are also encouraged to seek assistance through the proper authorities.

9. **Reprisal** means any act against an individual for having:

- a. invoked this Policy (whether on behalf of oneself or another individual);
- b. participated or cooperated in any investigation under this Policy;

- c. been associated with a person who has invoked this Policy; or
- d. participated in any of the Procedures set out below.

Reprisal against an individual is prohibited and will be treated as a violation of this Policy.

10. Note that legitimate Workplace disagreements, including strong criticism for poor performance or other reasonable action taken by the Company or member of the Company's management relating to the management and direction of Workers or the Workplace is not Workplace Harassment.

ZERO TOLERANCE

The Company will not tolerate incidents of Workplace Violence, Workplace Harassment, Discrimination or Reprisals perpetrated against or by Workers. All such incidents constitute violations of this Policy ("Policy Violations").

Any Worker found to have engaged in a Policy Violation will be subject to responsive and appropriate action. For employees, this response may include disciplinary action up to and including termination of employment.

INCIDENTS OF WORKPLACE VIOLENCE

All physical assaults occurring in the Workplace will be reported to police. All other incidents or threats of Workplace Violence will be reported to police as appropriate. In such cases, the Company or a person authorized to represent the Company may, where appropriate:

- a. remove the perpetrator of the Workplace Violence from the Workplace by security or the police;
- b. report the conduct to the police; or
- c. where the perpetrator is not a Worker, report the conduct to the perpetrator's employer, supervisor, and/or principal, if applicable.

HISTORY OF VIOLENCE

Pursuant to the *Occupational Health and Safety Act*, the Company must provide Workers with information (which could include personal information) related to a risk of Workplace Violence from a person with a history of violent behaviour if:

- (a) A Worker can be expected to encounter this person in the course of his/her work; and
- (b) the risk of Workplace Violence is likely to expose the employee to physical injury.

In considering whether to disclose information about a person with a history of violent behaviour, the Company and its Managers/Supervisors must consider a number of factors, including but not limited to:

- When the violent behaviour occurred

- Where the violent behaviour occurred (i.e. did it occur in the Workplace or at a Company-sponsored recreational or social event?)
- Whether the person is a Worker
- If the violent behaviour was perpetrated against a Worker
- The circumstances surrounding the violent behaviour
- If the violent behaviour was premeditated
- If the violent behaviour is an isolated incident or a pattern of repeated behaviour

The Company and the involved Manager(s)/Supervisor(s) will decide: (1) if information will be disclosed; and (2) the extent of the information disclosed. The Company will not disclose more information than is reasonably necessary to protect an employee from physical injury.

PROCEDURES

Step 1 - Ask the person to stop

- Although this may be difficult to do, a Worker (the “**Complainant**”) who considers that they have been subjected to Discrimination, Workplace Violence, Workplace Harassment, or Reprisal (the “**Incident**”) is encouraged to bring the matter to the attention of the person responsible for the Incident (the “**Respondent**”) and tell them that they do not like their actions. If the Complainant is not comfortable with approaching the Respondent, they should go to Step 2.
- If the Respondent is someone who is not a Worker (e.g. a customer, supplier, etc.), the Complainant should report the incident to their manager immediately.

Step 2 – Complaint

- If the behavior does not stop, the Complainant should bring the Incident immediately to the attention of their manager and the Chief Financial Officer (CFO), as the head of administrative functions at the Company, (the “**Complaint**”). If their manager is the Respondent, the Complainant should report the Incident to any other member of management or Human Resources. If the Respondent is a Director, then the Complainant should report the Incident to the rest of the Board of Directors. In such cases, the Respondent shall recuse themselves.
- The Complainant will be encouraged to prepare a written version of the Complaint. Any written Complaint must contain:
 - name(s) of the Respondent(s) to the Complaint;
 - the date or dates of the Incident(s);
 - location(s) of the Incident(s);
 - details of the Incident(s); and,
 - names of any witnesses.
- If a written complaint is made, a copy of the Complaint may be provided to the Respondent(s). If a copy of the written complaint is not provided, details of all of the allegations contained therein shall be provided to the Respondent(s). Upon becoming aware of an Incident, in accordance with

the procedures set out below, the Respondent will, as applicable, either be provided with a copy of the written Complaint or with the details of all of the allegations contained in the Complaint reduced to writing.

Step 3 – Keeping Records

- The Complainant should keep a record of the Incident(s) involved in the Complaint including dates, location, witnesses, their response to the Respondent and any other pertinent information.
- The Respondent should keep a record of their version of the alleged Incident(s). If they believe the Complaint is unfounded or made in bad faith, the Respondent should discuss the matter with their manager, with Human Resources, or with the Board, as the case may be.

Step 4 – Investigation

2. The CFO, will investigate all Incidents (the “**Investigation**”). Investigations will be appropriate in the circumstances; the exact nature of the Investigation will depend on the particulars of the allegations in the Complaint. To the extent possible, the Investigation will be conducted in a timely manner and the resolution will be implemented, if necessary, as soon as possible.
3. At any stage, the CFO or, if the complaint involves the CFO, the CEO, may choose to assign the Complaint to an internal or external party delegated to act for the Company (the “**Delegate**”). If a Delegate is assigned, they will follow these Procedures and the term “Delegate” shall substitute the term “CFO”.
4. The Complainant will be advised that the Respondent has a right to know who is making allegations against him/her.
5. The Respondent(s) shall be invited to provide a written response (the “**Response**”). Where necessary, the CFO may require the Respondent(s) to provide a Response in writing. Regardless of whether the Respondent provides a Response if either asked or required, the CFO will continue with the Investigation.
6. In the course of the Investigation, the CFO may conduct individual interviews with the Complainant, the Respondent and any witnesses. Workers who are interviewed may have a co-worker or other support person present as an observer. Interviewees will be reminded of their duty to keep all shared information confidential and not to discuss the Complaint, the Incident(s) or the Investigation with others unless necessary to obtain legal advice about their rights.
7. The CFO shall prepare a report summarizing the Investigation and setting out their finding as to whether the Incident is substantiated or unsubstantiated, (the “**Report**”). The Report and the findings shall be provided to the Complainant’s manager and the Respondent’s manager as soon as possible after it is completed. Workers are not entitled to copies of the Report.
8. Investigations will be completed as soon as reasonably practicable, and generally within 60 days, unless circumstances necessitate a longer investigation.

Step 5 – Enforcement

- After receiving the Report, the Complainant’s manager and/or the Respondent’s manager will take appropriate measures, which may include corrective action up to and including termination of employment.

- The Complainant and the Respondent, if they are an employee of ZoomerMedia, will be advised in writing of the results of the Investigation and any corrective action that has been taken or will be taken as a result of the Investigation.
- If the allegation(s) is substantiated and the Respondent is disciplined as a result of the Investigation, the Incident and records of the Complaints will be documented and filed in their personal Human Resources file.
- If the allegation is unsubstantiated, no record of the Complaint shall be placed in the Respondent's personal Human Resources file. A record of the Complaint will be placed in the Complainant's Human Resources file. There shall be no reprisals for filing a Complaint in good faith.
- Where the Complaint is determined to be abusive, frivolous, vindictive or made in bad faith, the Company will take appropriate corrective action against the Complainant, which may include discipline up to and including termination of employment.

CONFIDENTIALITY AND RECORDKEEPING

ZoomerMedia recognizes that individuals may find it difficult to come forward with a Complaint under this Policy because of concerns of confidentiality. Therefore, confidentiality, including identifying information about any individuals involved in an Investigation, will be maintained at all times except where disclosure is necessary for the purpose of Investigating a Complaint, to take corrective action in relation to a Complaint, or where disclosure is required by law.

At the conclusion of each Complaint process, all related documentation and other records will be maintained for safe-keeping in a confidential manner in the Company's management office.

Any records created under this Policy will be retained in a secure location and will not be disclosed unless necessary for the purpose of Investigating a Complaint, to take corrective action in relation to a Complaint, or where disclosure is required by law.

Records created under this Policy will be kept for a minimum of 1 year following the conclusion of the Complaint Process and/or Investigation.

COMPLAINTS AGAINST THIRD PARTIES

ZoomerMedia recognizes that a Worker may be subject to Discrimination, Workplace Violence, or Workplace Harassment by employees of other companies in the Workplace that provide services to the Company and by others who conduct business with the Company. A Worker who believes that this has occurred may seek the advice of the management team who will take whatever action is practicable and appropriate in the circumstances

THIS POLICY WILL BE REVIEWED AT LEAST ONCE ANNUALLY.

THIS POLICY WAS LAST REAFFIRMED BY THE BOARD OF DIRECTORS ON APRIL 27, 2020