

TETRA BIO-PHARMA INC. (the “Corporation”)

WHISTLEBLOWER POLICY

1 GENERAL

Our Code of Ethics and Business Conduct (the “Code”) requires our 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 Corporation, or any of its subsidiaries, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

2 REPORTING RESPONSIBILITY

It is the responsibility of all directors, officers and employees to comply with the Code and to report activity that may be considered ethically, morally or legally questionable in accordance with this Whistleblower Policy.

The types of questionable activity that this Whistleblower Policy is targeted at are broad and include any matter which, in the view of the complainant, is illegal, unethical, contrary of the policies of the Corporation or in some other manner not right or proper. Examples would include, without limitation:

- criminal activity;
- violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure, and violation of any law, rule or regulation applicable to the business and affairs of Tetra (e.g. *Food and Drugs Act*)
- violation of the Code;
- tampering with any accounting or audit-related records or documents of the Company (in any format, including electronic records such as emails) or destroying any Company accounting or audit-related records or documents (except as otherwise permitted or required by any records retention policies or guidelines as may be adopted by the Company from time to time)
- violation of anti-corruption or anti-bribery laws (including illegal payments to government officials);
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Corporation (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or misleading classification of expenditures);
- fraud or deliberate error in the recording and maintaining of financial records of the Corporation;
- deficiencies in, noncompliance with, or efforts to circumvent the Corporation’s internal policies and controls;
- misrepresentation or a false statement by or to a director, officer or employee of the Corporation respecting a matter contained in the financial records, reports or audit reports;
- insider trading or tipping infractions;
- auditor independence concerns;
- deviations from full and fair reporting of the Corporation’s financial conditions;
- actions that endanger health or safety or that might cause environmental damage;
- retaliation or retribution against an individual who makes a report; and
- actions that have the effect of concealing any of the foregoing.

3 NO RETALIATION

No director, officer or employee who, in good faith, reports activity that may be considered ethically, morally or legally questionable, shall suffer harassment, retaliation or adverse employment consequence. Any employee that has made a report in accordance with this Whistleblower Policy and has been subject, as a result, to retaliation from the Corporation or any of its officers or employees should report the retaliation to the Chair of the Audit Committee as soon as possible. "Retaliation" includes termination, demotion, discipline or any other action which has an adverse effect on the person who has made a Complaint. The Corporation shall also not take or encourage any actions that would prevent any person from making a Complaint. Persons who engage in any such prohibited conduct may be subject to discipline and/or termination of employment with the Corporation. An employee or officer 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 Corporation rather than seeking resolution outside the Corporation.

The Corporation shall not take adverse employment action against an officer or employee in retaliation for

- any reports of wrongdoing made in good faith;
- providing information or causing information to be provided in an investigation conducted by any regulatory agency or authority, or person at the Corporation with supervisory or similar authority over the employee, or any internal investigation, regarding any conduct the employee in good faith believes constitutes a violation of applicable securities laws, any rule or regulation of any applicable securities commission or any provision of law relating to fraud against the Corporation's shareholders; or
- participating in an investigation, hearing court proceeding or other administrative inquiry in connection with a report of wrongdoing.

4 REPORTING VIOLATIONS

The Code addresses the Corporation's open-door policy and suggests that employees share their questions, concerns, suggestions or reports 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 someone in management whom you are comfortable in approaching. Supervisors and managers are required to report activity that may be considered ethically, morally or legally questionable to the Corporation's Audit Committee Chair, who has specific and exclusive responsibility to investigate all reported violations.

For allegations of fraud, securities law, or human rights concerns, or when you are not satisfied or uncomfortable with following the Corporation's open-door policy, individuals should contact the Corporation's Audit Committee Chair directly, using one of the contact methods below.

Persons are encouraged to provide as much specific information as possible when communicating concerns, including names, dates, places and events that took place.

5 AUDIT COMMITTEE CHAIR

The Corporation's Audit Committee Chair is responsible for investigating and resolving all reports and allegations concerning activity that may be considered ethically, morally or legally questionable and, at her/his discretion, shall advise the Audit Committee. The Corporation's Audit Committee Chair has direct access to the Board of Directors and

is required to report to the Audit Committee at least annually on such compliance activity. The Corporation's Audit Committee Chair is Ms. Catherine Auld. Ms. Auld's direct telephone line is (647) 284 6487 (collect calls are accepted). If you are not comfortable speaking with Ms. Auld, or Ms. Auld is unavailable, you may send your concern in writing addressed as follows:

Catherine Auld, Chair of the Audit Committee
Tetra Bio-Pharma Inc. Audit Committee (Strictly Confidential)
Email: cathy.auld@hotmail.com

If the report concerns the Chair of the Audit Committee or one of its members, it should be directed to the Chair of the Board and investigated by the Chair of the Board and other members of the Board who are not the source of the complaint(s).

6 ACCOUNTING AND AUDITING MATTERS

The Audit Committee shall address all reported concerns or allegations regarding corporate accounting practices, internal controls, auditing and disclosure practices. The Audit Committee Chair shall work with the Audit Committee until the matter is resolved. In reviewing such reports, the Audit Committee may seek assistance and direction from whomever the Audit Committee thinks appropriate including, without limitation, external legal counsel. Corrective action will be taken when it is deemed necessary by the Audit Committee or other designated personnel.

7 ACTING IN GOOD FAITH

Anyone filing a report concerning activity that may be considered ethically, morally or legally questionable must be acting in good faith and have an honest belief that the Complaint is well-founded, including having a reasonable factual or other basis for the report. 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. Employees who report acts of wrongdoing pursuant to this Whistleblower Policy can, and will continue to be held to the Corporation's general job performance standards. Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is prohibited from using this Whistleblower Policy as a defense against the Corporation's lawful actions.

8 CONFIDENTIALITY

Reports of suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. To the extent you do not want to be identified, please either use a line that does not have an identification number or use a public phone. Reports of suspected violations will be kept confidential to the extent practical and permitted under law, consistent with the need to conduct an adequate investigation and take any remedial action, in accordance with applicable laws.

9 HANDLING OF REPORTED VIOLATIONS

All reports will be taken seriously. The Audit Committee Chair will notify the sender and acknowledge receipt of the suspected violation within fifteen business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

10 RETENTION OF RECORDS AND REPORTING

The Audit Committee shall retain records of all reports made under this Whistleblower Policy for a period judged to be appropriate based upon the merits of the submission. The types of records retained by the Audit Committee shall include records of the receipt of the report, all steps taken in connection with the investigation and the resolution of such report and investigation.

11 QUERIES

If you have any questions about how this Whistleblower Policy should be followed in a particular case, please contact the Audit Committee Chair.

12 AMENDMENT AND TERMINATION

The Board of Directors may, from time to time, permit departures from the terms of this Whistleblower Policy, either prospectively or retrospectively. This Whistleblower Policy may be amended or terminated by the Board of Directors at any time and from time to time. This Whistleblower Policy is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees, or other persons, or to any other liability whatsoever on their part.