

# NORTHSTAR GAMING HOLDINGS INC.

## WHISTLEBLOWER POLICY

### **Purpose and Scope**

This procedure has been established to facilitate confidence in communication by employees and contractors, of concerns about serious matters that they believe could have a significant adverse impact on NorthStar Gaming Holdings Inc. (“NGHI”), including but not limited to, the following actions:

- immoral, unlawful or illegal acts;
- actions that may lead to incorrect, incomplete or erroneous financial reporting; and
- any other actions that are unethical or contrary to proper corporate governance and stewardship practices and will be harmful to the financial health or reputation of NGHI.

NGHI is committed to facilitating participation by all employees and contractors in open and frank communication by ensuring that those who raise concerns are and feel protected in making their concerns known.

### **Whistleblower Protection Policy**

NGHI, its directors and employees will not discriminate, victimize, or otherwise cause anything to have a negative impact on any employee or contractor that provides information in relation to a matter or raises a concern through this whistleblower procedure. NGHI, its directors and employees will make every effort to ensure that the identity of the whistleblower is protected.

### **Whistleblower Procedure**

Employees and contractors are encouraged to communicate (in confidence without identification if desired) to the Whistleblower Sponsor who must investigate all received complaints within a specific time limit and report back to the Audit Committee of the Board of Directors on all complaints received and related findings. The Chair of the Audit Committee, who in accordance with NGHI’s Board Charter will be an independent director, will act as the ‘Whistleblower Sponsor’.

Employees and contractors are encouraged to raise any and all legitimate concerns promptly, and are entitled to remain anonymous or to request that their identity not be disclosed. Whistleblowers are not required to prove the truth of the matter they raise as a concern, however, to avoid inappropriate use of this procedure the whistleblower should be able to demonstrate grounds for concern.

### **Whistleblower Sponsor Commitment**

Matters reported will be investigated and dealt with promptly and appropriately in accordance with their nature. The whistleblower will be given the opportunity to follow-up on their complaint within two weeks of receipt, provided the whistleblower has provided contact information. If the whistleblower has provided contact information, the follow-up will include acknowledgement of the reported item, proposed actions to be taken and an estimate of the time that it will take to arrive at a resolution of the issue.

The specific action taken will depend on the nature of the concern.

### **Complaint Monitoring**

The Whistleblower Sponsor will, at least annually, present a report to the Audit Committee listing the complaints received and the details of any findings or actions taken to address matters raised since the last report. The Audit Committee will report any serious matters to the full Board of Directors at the next

Board meeting and if deemed serious enough by the Audit Committee call a board meeting to discuss the matter. The Audit Committee will also assess the effectiveness of the Whistleblower policies and procedures in facilitating communication of concerns and protecting whistleblowers. Where necessary, the Audit Committee will direct improvements to the whistleblower policies and procedures.

**Compliance with this Policy**

All directors and employees must follow the procedures outlined herein and co-operate with any investigations initiated pursuant to this policy.

**Policy history**

Established:

Last review:

Review frequency:                      Annually