



**CLEAN AIR METALS INC.  
ETHICAL WORKPLACE AND REPORTING POLICY AND PROCEDURE  
EFFECTIVE MAY 20, 2020**

**1. PURPOSE**

Clean Air Metals Inc. ("**Clean Air Metals**") has adopted certain policies, including a Code of Business Conduct and Ethics, which requires the observance of high standards of business and personal ethics in the conduct of all directors, officers and other employees of Clean Air Metals. The Audit Committee of the Board of Directors (the "**Board**") of Clean Air Metals has developed, and the Board has approved, this Ethical Workplace and Reporting Policy and Procedure (this "**Policy**") to handle complaints, reports and concerns by any individual regarding (a) questionable accounting practices, inadequate internal accounting controls or coercion relating to auditing matters; (b) actual or potential violations of any applicable law; and (c) other suspected wrongdoing, including conduct prohibited under the Code of Business Conduct and Ethics of Clean Air Metals (each a "**violation**").

**2. REPORTING RESPONSIBILITY**

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

**3. NO RETALIATION**

No director, officer or other employee who, in good faith, reports or files a complaint concerning a violation or suspected violation shall suffer harassment, retaliation or any adverse employment consequence as a consequence of making such report or filing such complaint. Any individual who retaliates against another individual who has reported a violation or suspected violation in good faith is subject to discipline, up to and including termination of employment according to applicable law, as it will be considered as a specific lack of probity and honesty, disobedience and/or harassment.

**4. ACTING IN GOOD FAITH**

Any individual who reports or files a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove to have been made maliciously or in bad faith, or were knowingly false will be viewed as a serious disciplinary offense and any individual who reports or files a complaint on such a basis will be subject to discipline, up to and including termination of employment according to applicable law, as it will be considered as a specific lack of probity and honesty, disobedience, bullying and/or harassment.

## 5. HANDLING OF REPORTED VIOLATIONS

Reports are encouraged to be made in writing so as to assure a clear understanding of the issues raised but may also be made via voicemail. Reports should be factual in nature and contain as much specific information as possible to allow for proper assessment and investigation of the allegations reported and may be made openly, confidentially or anonymously as follows:

Email: [ethicalreporting@cleanairmetals.ca](mailto:ethicalreporting@cleanairmetals.ca)  
Voicemail: (833) 602 0341  
Mail: Chair of the Audit Committee  
c/o Clean Air Metals Inc.  
1004 Alloy Drive  
Thunder Bay, ON P7B 6A5

All complaints received will be considered carefully by the Chair of the Audit Committee. Any complaint should provide sufficient details so that a reasonable investigation can be conducted.

If the Chair of the Audit Committee determines that the complaint is covered by this Policy, the Chair of the Audit Committee will undertake an investigation of the violation or suspected violation. In conducting the investigation, the Chair of the Audit Committee may engage internal or external legal, accounting, human resources or other advisors as the Chair of the Audit Committee considers advisable. The Chair shall have access to all books and records of Clean Air Metals. The directors, officers, other employees and agents of the company are expected and obligated as part of their job functions to fully co-operate in the investigation. In conducting any investigation, the Chair of the Audit Committee will use reasonable efforts to protect the confidentiality of the complainant. Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the complaint and the matters raised therein.

In circumstances of a complaint regarding violations or suspected violations by the Chair of the Audit Committee, the Chair of the Board will be responsible for investigating the complaint and the individual will report his or her findings to the Board. In circumstances of a complaint regarding violations or suspected violations by the Board as a whole, the Chief Executive Officer will be responsible for investigating such complaints and will report his or her findings to the Board. The Chair of the Board and the Chief Executive Officer may be contacted via email as set out below:

Chair of the Board:  
Name: James Gallagher  
Email: [jgallagher@cleanairmetals.ca](mailto:jgallagher@cleanairmetals.ca)

Chief Executive Officer  
Name: Abraham Drost  
Email: [adrost@cleanairmetals.ca](mailto:adrost@cleanairmetals.ca)

## **6. REPORTING TO THE AUDIT COMMITTEE**

During each financial quarter, the Chair of the Audit Committee will report to the Audit Committee and to the external independent auditor of Clean Air Metals, the aggregate number, the nature and the outcome of the complaints received and investigated under this Policy. In addition, the Chair of the Audit Committee shall promptly report to the Board any complaint that may have material consequences for Clean Air Metals.

## **7. REVIEW OF THIS POLICY**

The Audit Committee of the Board will review from time to time this Policy to determine whether this Policy is effective in providing appropriate procedures to report violations or suspected violations and recommend to the Board any amendments to this Policy. All amendments will be brought to the attention of each director, officer and other employee upon such amendment becoming effective.

## **8. CONFIDENTIALITY**

Clean Air Metals will treat all complaints as confidential and privileged to the fullest extent permitted by law. You are encouraged to put your name on any complaint you make, but a complaint may also be made anonymously.

Approved by the Board of Directors, May 21, 2020