

WHISTLEBLOWER POLICY

A. POLICY STATEMENT

In compliance with Section 425.1 of the *Criminal Code*, neither the Company nor any officer or employee of the Company may take a disciplinary measure against, demote, terminate or otherwise adversely affect the employment of such an employee, or threaten to do so,

(a) with the intent to compel the employee to abstain from providing information to a person whose duties include the enforcement of federal or provincial law, respecting an offence that the employee believes has been or is being committed contrary to the Criminal Code or any other federal or provincial Act or regulation by the employer or an officer or employee of the employer or by one or more of its directors; or

(b) with the intent to retaliate against the employee because the employee has provided information referred to in paragraph (a) to a person whose duties include the enforcement of federal or provincial law.

Without limiting the generality of the foregoing, neither the Company nor any officer or employee of the Company may discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee in the terms and conditions of employment because of any lawful act done by the employee:

1. to provide information, cause information to be provided, or otherwise assist in an investigation regarding conduct which the employee reasonably believes to constitute a violation of securities laws, any rule or regulation of the securities regulatory authorities or any provision of federal or provincial law relating to capital market fraud and evidence-gathering, when the information or assistance is provided to or the investigation is conducted by:

a. a regulatory or law enforcement agency; or

b. a person with supervisory authority over the employee (or such other person working for the Company who has the authority to investigate, discover or terminate misconduct); or

2. to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or to be filed (with any knowledge of the Company) relating to an alleged violation of securities laws, any rule or regulation of the securities regulatory authorities or any provision of deferral or provincial law relating to capital market fraud and evidence-gathering.

B. PROCEDURES FOR CLAIMS

1. Any employee of the Company who alleges to have been discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against in violation of the foregoing policy statement may report the alleged violation to the Chairperson of the Audit Committee of the Board of Directors. The Chairperson of the Audit Committee will then either (a) direct the Corporate Director, Human Resources or the Vice-President, Corporate Affairs or the Corporate Secretary to conduct, or cause to be conducted, an investigation of the employee's allegations, or (b) employ outside counsel ("Designated Counsel") to conduct such an investigation for the Company. If Designated Counsel is employed to conduct the investigation, the Designation Counsel shall be directed to submit a report of their findings and conclusions to the Chairperson of the Audit Committee and the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary shall make a determination, based on his own investigation or on the report submitted by the Designated Counsel, as the case may be, whether a violation of foregoing policy statement has occurred.

2. If the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary will report such findings in writing to the Company's Board of Directors and to the President and Chief Executive Officer of the Company;

a. the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary will report such findings in writing to the Company's Board of Directors and to the President and Chief Executive Officer of the Company;

b. the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary, after consulting with the Chairperson of the Audit Committee and the President and Chief Executive Officer, shall implement measures as necessary or appropriate to address the violation; and

c. the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary will report in writing the implemented remedial measures to the Company's Board of Directors.

3. If the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary determines that no violation has occurred.

a. the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary will report such findings in writing to the Company's Board of Directors and to the President and Chief Executive Officer of the Company; and

b. the Corporate Director, Human Resources or the Vice President, Corporate Affairs or the Corporate Secretary will issue an appropriate written notice to the employee who alleged the violation.

4. These procedures shall be in addition to any rights which the employee may have under applicable laws.

C. PUBLISHING

The foregoing policy statement and procedures, or summaries thereof, will be published

1. on the Company's or Division's intranet or blackboard for employees;
2. in the "Financial Information" section of the Company's Web site; and
3. in the Company's Annual Information Form.

D. SUBMISSION

Any employee of the Company who alleges to have been discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against in violation of the foregoing policy statement may report the alleged violation to the Chairperson of the Audit Committee of the Board of Directors as follows:

Audit Committee Chairperson
Héroux-Devtek Inc.
c/o Mr. Louis Morin
1111, St-Charles Street
East Tower, Suite 658
Complexe Saint-Charles
Longueuil, (Qc)
J4K 5G4
Tél : (450) 679-3330

PROCEDURES FOR HANDLING COMPLAINTS REGARDING ACCOUNTING, INTERNAL CONTROLS AND AUDITING MATTERS

In accordance with Paragraph 2.3 of Multilateral Instrument 52-110, the Audit Committee of the Board of Directors of Héroux-Devtek Inc. hereby establishes the following procedures for:

- A. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- B. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

- I. Submission
- II. Matters Covered by These Procedures
- III. Handling of Complaints
- IV. Retention of Complaints and Reports of Resulting Action
- V. Legal Counsel and Other Expert
- VI. Protection of Reporting Individual

I. SUBMISSION

Any employee, shareholder, officer, director or other interested party who has any complaint or concern regarding any accounting, internal accounting controls or auditing matter relating to the Company (a “Reporting Individual”) may report such complaint or concern directly to the Chairperson of the Audit Committee of the Board of Directors as follows:

Audit Committee Chairperson
Héroux-Devtek Inc.
c/o Mr. Louis Morin
1111, St-Charles Street
East Tower, Suite 658
Complexe Saint-Charles
Longueuil, (Qc)
J4K 5G4
Tél : (450) 679-3330

The submission may be made anonymously and, subject to the following paragraph, will be kept in confidence, except that the Audit Committee may report the matter to other members of the Board of Directors, the President and Chief Executive Officer (« CEO »), the Executive Vice President and Chief Financial Officer (« CFO »), the Vice President, Corporate Affairs, the Corporate Secretary, the Chief Accounting Officer (« CAO ») or the Vice President, Control and others within the Company organization who are responsible for investigating, evaluating, addressing or resolving the complaint or concern.

Under certain circumstances, the matter which forms the basis for such complaint or concern may be required to be reported to a governmental or regulatory authority or disclosed to shareholders or the public. In such cases, the identity of the Reporting Individual will not be disclosed without his or her consent unless required by law.

II. MATTERS COVERED BY THESE PROCEDURES

These procedures relate to complaints and concerns about questionable accounting, internal accounting controls or auditing matters involving the Company, including, without limitation, the following:

- Any fraud or misstatement or omission in any financial statement of, or other financial information published by, the Company, including any report or document filed by the Company with the securities regulatory authorities or other governmental or regulatory authority;
- Any intentional error or misconduct in the preparation, evaluation, review or audit of any of the Company's financial statements;
- Any fraud or misstatement or omission in the recording and maintaining of the financial records of the Company;
- Any weakness or deficiency in or non compliance with the Company's internal accounting controls;
- Any misrepresentation or false statement made to or by a senior officer or accountant regarding a matter contained in, or required to be contained in, the financial records, financial statements, financial reports or audit reports of the Company;
- Any deviation from full and fair reporting of the Company's financial condition, results of operations or cash flows;
- Any effort to mislead, deceive, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records of the Company; or
- Any other error, deficiency or weakness in the Company's financial statements, internal controls, auditing procedures or financial records or reports.

III HANDLING OF COMPLAINTS

Upon receipt of any such complaint or notice of any such concern, the Chairperson of the Audit Committee ("Committee Chairperson") will report the matter to and consult with the Responsible Officer (as herein defined) to ensure that he or she is fully apprised of the matter and will notify the Corporate Secretary of receipt of such complain or notice. Under the oversight of the Audit Committee, the Responsible Officer will conduct a thorough investigation of the matter, summarize his or her findings and conclusions in a written report to the Audit Committee and the Corporate Secretary and promptly take, or cause to be taken, any action that may be required to resolve properly the matter which is the basis for the complaint or concern. For purposes of these procedures, the Responsible Officer will be the CFO or such other officer of the Company as the Audit Committee may designate, either generally or with respect to a particular matter.

If the complaint or concern relates to a weakness or deficiency in any of the Company's internal controls or accounting systems, the CFO (or other person designated by the Audit Committee) will oversee any necessary strengthening and/or correction of such weakness or deficiency. If the complaint or concern relates to a misstatement, error or omission in any of the Company's financial statements, or in any report or other document filed by the Company with the securities regulatory authorities or other governmental or regulatory authority, the CFO or other person designated by the Audit Committee (in conjunction with the Corporate Secretary, if appropriate) will oversee the prompt correction or restatement of such financial statement, report or document and, if necessary, will cause to be filed with the securities regulatory authorities, or other governmental or regulatory authority, any and all amendments to any previously filed reports or documents which may be necessary to correct any such misstatement, error or omission. Any other matters reported will be addressed and resolved appropriately in accordance with law and the applicable accounting or auditing standards. The Responsible Officer will keep the Committee Chairperson and the Corporate Secretary informed of his or her findings and progress throughout this process.

Upon completion of the investigation and any necessary corrective action, the Responsible Officer will prepare and submit to the Audit Committee a final report on the matter. The report will describe in reasonable detail the complaint or concern reported, the results of the ensuing investigation, the conclusions reached and any corrective action taken. If no corrective action was taken, the report will include an appropriate explanation to support the decision to take no action. The Responsible Officer will respond in writing to the Reporting Individual, advising such individual of the results of the investigation and of any corrective action taken or, if no such action was taken, the reasons why no action was taken. A copy of the final report, including all related materials, and response to the Reporting Individual will be delivered to the Corporate Secretary.

IV RETENTION OF COMPLAINS AND REPORTS OF RESULTING ACTION

The Corporate Secretary will maintain a file of all complaints and concerns reported pursuant to these procedures, tracking their receipt, investigation, evaluation and resolution, and of the related reports issued in connection therewith, which summarize the results of the related investigation and any corrective action taken. Copies of all such materials will be retained in accordance with the Company's document retention policy, but in any event, for a period of at least five (5) years from the date on which the related complaint or concern was initially reported hereunder.

V LEGAL COUNSEL AND OTHER EXPERTS

In discharging their responsibilities hereunder, the Audit Committee and the Responsible Officer may retain an independent accountant, independent legal counsel or other experts to assist in the investigation of the complaint or reported concern, the evaluation of the matter under investigation or determining and implementing the appropriate remedial or corrective action. The cost of retaining any such expert or experts shall be borne by the Company.

VI PROTECTION OF REPORTING INDIVIDUAL

The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate, and it shall be a violation of Company policy for any person to take any such action, against any Reporting Individual by reason of his or her having made any such complaint, or having reported any such concern, in good faith pursuant to and in accordance with these procedures