

Audit Committee of CIBT Education Group Inc.

WHISTLEBLOWER POLICY

1. INTRODUCTION

CIBT Education Group Inc. (the “**Company**”) is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “**Accounting Concerns**”).

Pursuant to its charter, the audit committee of the Company’s board of directors is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Accounting Concerns relating to the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the audit committee has adopted this whistleblower policy (the “**Policy**”).

For the purposes of this Policy, “Accounting Concerns” is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper. Examples would include:

- (a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- (b) violation of any code of business conduct and ethics which the Company may implement from time to time;
- (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) deficiencies in or noncompliance with the Company or any of its subsidiaries' internal policies and controls;
- (f) misrepresentation or a false statement by or to a director, officer, employee or accountant of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports;
- (g) instances of fraudulent influence, coercion, manipulation or misleading of the Company’s auditors; and
- (h) deviation from full and fair reporting of the Company's consolidated financial condition.

2. COMMUNICATION OF THE POLICY

To ensure that all directors, officers and employees of the Company are aware of the Policy, a copy of the Policy will be distributed to them and they will be informed whenever significant changes are made.

3. REPORTING ALLEGED VIOLATIONS OR COMPLAINTS

3.1 Reporting Concerns

Any person with an Accounting Concern relating to the Company or any subsidiary of the Company may submit their concern to any member of the audit committee in writing or by telephone or email. Committee members' contact information can be found in the corporate database. Violations of the Company's Code of Conduct may be reported to the Chief Financial Officer at (604) 871-9909 ext. 326.

3.2 Anonymity and Confidentiality

All submissions pertaining to an Accounting Concern may be made and will be treated on a confidential and anonymous basis.

4. NO ADVERSE CONSEQUENCES

A submission regarding an Accounting Concern may be made by an officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith an Accounting Concern or provides assistance to the audit committee, management, the Company's auditors, or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Accounting Concern. However, persons who make accusations without a reasonable good faith belief in the truth and accuracy of the information or who knowingly provide or make false information or accusations, will be disciplined. "Good faith" does not mean that the person submitting the concern has to be correct, but it does mean that the person must reasonably believe he/she is providing truthful information.

5. TREATMENT OF ACCOUNTING CONCERN SUBMISSIONS

5.1 The following steps will be taken with respect to each Accounting Concern submitted:

- (a) the question, report or concern will be taken seriously;
- (b) each concern will be reviewed by the audit committee, the Company's general legal counsel, or such other person as the audit committee determines to be appropriate;
- (c) confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review; and
- (d) prompt and appropriate corrective action will be taken when warranted.

5.2 Persons against whom a complaint or concern has been made will be presumed innocent unless or until the investigation reveals a violation has occurred.

6. RETENTION OF RECORDS

The audit committee shall retain all records relating to any Accounting Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the audit committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

7. REVIEW AND WAIVER OF POLICY

- 7.1 The audit committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Accounting Concerns.
- 7.2 Waivers of this Policy may be made by the audit committee, however any waiver pertaining to a director or officer of the Company may only be made by the Company's board of directors.

8. QUERIES

If you have any questions about how this Policy should be followed in a particular case, please contact any member of the audit committee.