

OSI GEOSPATIAL INC.

Whistleblower Policy

Introduction

OSI Geospatial Inc., including its subsidiaries (“OSI” or the “Company”) is committed to building and maintaining a good reputation in the market through the ethical behaviour of its personnel and contractors and maintaining appropriate compliance with all applicable requirements concerning corporate accounting practices, accounting controls and auditing practices. The Company’s Code of Ethics requires all directors, officers and employees of the Company and each of its subsidiaries (including Mapcon Mapping Inc., Layered Security Solutions Inc. and CHI Systems Inc.) in Canada and the United States of America to adhere to a high standard of personal and professional integrity. All responsibilities must be fulfilled with honesty and integrity and comply with all applicable laws and regulations.

Through this policy, OSI provides a complaint program to facilitate the receipt, retention and treatment of complaints received by the Company regarding its accounting, internal accounting controls, auditing matters or violations of the Code of Ethics, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Reporting Illegal or Unethical Behaviour (“Whistle Blowing”)

The Company provides a confidential and anonymous reporting process for all Canadian and American Company employees and outside third parties to report concerns and complaints relating to compliance with Company policy, the Code of Ethics, any law or regulation or such matters as fraud, accounting, auditing. Examples of concerns which might form the basis for a report under this policy include:

- (a) deficiencies in or non-compliance with the Company’s Code of Ethics;
- (b) violation of any law, rule or regulation;
- (c) fraud or deliberate misstatement in the preparation, evaluation, review or audit of any financial statement of the Company;
- (d) fraud or deliberate misstatement in the recording and maintaining of financial records of the Company;
- (e) deficiencies in or non-compliance with the Company’s internal policies and controls;
- (f) misrepresentation or a false statement by or to a director, officer or employee of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- (g) deviation from full and fair reporting of the Company’s financial condition.

Employees should report a breach of the Code of Ethics, Company policy, violations of any law or other serious concerns in the manner described below to the independent Ethics and Compliance Hotline or directly in writing to the Chair of the Audit Committee of the Company.

Safeguards

Harassment, retaliation, victimization or adverse employment consequence for reporting concerns and complaints under this Policy will not be tolerated. Any such treatment of a person reporting concerns or complaints shall be grounds for disciplinary action, including termination of employment for just cause.

Procedures for reporting concerns and complaints

The Company has established both a confidential telephone and web hotline reporting mechanisms to report complaints or concerns. You can provide a completely anonymous report, if you wish, either by phone, or through the web site or by writing to the Audit Committee Chair directly simply by not providing your name or any other information which would reveal your identity.

Complaints or concerns can be made in writing or by phone as described below:

1. **Phone** - Ethics and Compliance Hotline for Canada and the USA – 1 866 725 0641
2. **Web** - Ethics and Compliance Hotline website is: www.claimsalert.ca. Once at this website, proceed through “**Click here to file a report online**” and then you will be asked for the “**Company login**” and “**password**”. You should enter: “osigeo” and “postconcerns” for each of these, respectively.
3. **Mail** – Private and Confidential
Audit Committee Chair
OSI Geospatial Inc.
PO Box 30596
Burnaby, BC
V5C 2A0
Canada

The Ethics and Compliance Hotline that is provided by phone and by website is managed by an independent service provider.

Responsibilities of Audit Committee With Respect to Whistleblower Complaints

1. All complaints and concerns received by the Ethics and Compliance Hotline shall be reported promptly to the Audit Committee Chair. The Audit Committee Chair is in turn responsible for promptly passing along details of the complaint or concern to other members of the Audit Committee.
2. The Audit Committee shall receive, retain, investigate and act on all complaints and concerns.
3. The Audit Committee shall determine who should conduct an investigation in respect of each complaint or concern and shall be free to engage those who they believe are best suited to assist them in their investigation and analysis, including outside auditors, legal counsel, outside experts or someone within the Company.
4. The Audit Committee will convene as appropriate to review complaints and concerns and any impact on the Company’s financial statements and public reports.

5. The Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the complaint or concern based upon the merits of the submission.

Responsibility of Management

To ensure that all directors, officers, employees, consultants and contractors of the Company are aware of this policy, a copy of this policy will be distributed to all directors, officers and employees. All directors, officers and employees will be informed whenever significant changes are made to this policy. The Code of Ethics and this policy will be included in each new employee package for all Canadian and American personnel and each staff member will be required to provide a signed acknowledgement of this policy.

This policy and how to report under it will be available at all times on the Company's website.

Protection of Whistleblowers

An investigation into a complaint or concern shall not reveal the identity of any person who makes a good faith complaint or concern, unless that person has authorized such disclosure in writing.

A submission regarding a concern regarding such matters as fraud, accounting, financial reporting or compliance with the Company's Code of Ethics may be made 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 employee in the terms and conditions of employment based on any lawful actions of an employee with respect to good faith reporting of concerns or complaints regarding accounting and auditing matters, compliance with the Company's Code of Ethics, compliance with any law or regulation or that provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating such a concern.

The Company's management will not tolerate any retaliation by any person or group, directly or indirectly, against anyone who, in good faith, makes a complaint, raises a concern or provides assistance to the investigation.

This policy shall not protect a person from the consequences of their own wrongdoing; however, a person's self disclosure of wrongdoing that is not independently discovered through investigation may be taken into account when considering the consequences to such person.

Review of Policy

The Audit Committee would welcome suggestions of how to improve the effectiveness of this policy. The Audit Committee will review and evaluate this policy on an annual basis to determine whether the policy is effective and when appropriate, recommend changes to the Board of Directors for their approval.