



WHISTLEBLOWER PROCEDURES

I. Introduction

This is a general description of the procedures that have been established by mdf commerce inc. (“mdf commerce”) for the reporting of illegal or unethical activities by directors, officers or employees of mdf commerce. Employees who have information about any breach or suspected breach by any officer, director or employee of mdf commerce’s Code of Business Ethics and Conduct or any governmental, administrative or stock exchange laws, rules or regulations (“laws or rules”) are encouraged to bring such matters to the attention of their immediate supervisor or to any other senior executive of mdf commerce, to the Chairman of the Audit Committee or to the firm which may be appointed from time to time by the Audit Committee as its external consultant for the purposes of this Policy (the “Consultant”). Employees or any other person may also submit an anonymous report pursuant to these procedures. mdf commerce has also implemented procedures to allow employees and other persons to make confidential and anonymous reports of any questionable accounting or auditing matters and has established specific procedures for the receipt, retention and treatment of all complaints regarding accounting, internal accounting controls or auditing matters (“financial matters”) as described below.

You are encouraged to come forward with relevant information without regard to the identity or position of the suspected offender. mdf commerce endeavours to ensure that no acts of retribution or retaliation are taken against anyone making a good faith report. mdf commerce has established procedures to investigate, confirm and address suspected wrongdoing, thus you should not hesitate to report if you have an honest belief that any wrongdoing, has or will occur. Failure to report illegal or unethical activity can itself be understood to condone the offensive conduct.

II. In-person reporting

Information about known or suspected violations of any laws or rules can be reported directly to your immediate supervisor, to any other senior executive of mdf commerce or to any member of the Board who can decide, at their discretion, to forward such reports to the Chairman of the Audit Committee or the Consultant.

III. Anonymous reporting

Notwithstanding section II above, anonymous reports of known or suspected violations of any laws or rules, including financial matters, can be made by mail to:

mdf commerce inc.
1111 St-Charles Street West, Suite 255
Longueuil, Québec
Canada J4K 5G4

Attention: Chairman of the Audit Committee

Any submission should provide sufficient, precise and relevant information pertaining to among others, to dates, places, persons/witnesses, etc. so that a reasonable investigation can be conducted.

You will remain anonymous and will not be required to reveal your identity, although providing your identity may assist in investigating your concern.

IV. Investigation and Record Keeping

Securities laws require the Audit Committee to establish procedures for the receipt, retention and treatment of complaints regarding financial matters. The Audit Committee of mdf commerce has decided to establish such procedures and to oversee this Policy. The following is a general description of these procedures, which will also apply, as appropriate, to the handling of complaints regarding non-financial matters:

1. Each submission that is received will be logged and recorded in its own confidential and secure file. When possible, receipt of the complaint will be acknowledged to the sender.
2. Upon receipt of a submission, it shall be determined whether the complaint actually pertains to a subject covered under this policy. Subject to the prior approval of the Audit Committee's Chairman, an investigation will be conducted to determine the nature, severity and credibility of each complaint that pertains to the subject covered by this policy. The investigation will be conducted in accordance with all applicable laws and all reasonable efforts will be made to preserve the anonymity of the complainant, where requested or required. In certain circumstances, mdf commerce may be required to disclose matters relating to material infractions of financial matters or other matters in accordance with securities laws or stock exchange rules. In such cases, mdf commerce will endeavour to make adequate disclosure in a timely and appropriate manner.
3. Every quarter, a report will be prepared for the Board setting out in general terms the aggregate number of complaints received, the investigations conducted, if any, and the outcome of those complaints and investigations. A copy of this report will be provided to the external auditor for his information.
4. Any well-founded complaint that is believed may have material adverse consequences for mdf commerce will be reported promptly to the Board.
5. Records regarding all complaints and investigations will be preserved as required by applicable securities laws. As required under applicable securities laws, submissions by employees regarding questionable accounting, internal accounting controls or auditing matters will be kept strictly confidential and anonymous.

V. Protection against Retaliation

Any act or threat of retaliation against an individual who participates in reporting or investigating a violation of the Code of Business Ethics and Conduct or any laws or rules, even if the allegation is mistaken (provided it was made in good faith) is illegal. Acts or threats of retaliation should be reported immediately.

Employees should be aware that the Consultant and those assisting him or her are obligated to act in the best interests of mdf commerce and do not act as personal representatives for employees.

These Whistleblower Procedures have been approved by the Audit Committee of mdf commerce and may be amended at any time.