

## WHISTLEBLOWER PROTECTION POLICY

### 1.0 SCOPE

This Whistleblower Protection Policy (the "Policy") is implemented by the Board of Directors (the "Board") of Dominion Diamond Corporation (the "Company" and applies to the Company, its subsidiary or affiliated companies (collectively, the "Company"), and to any known or suspected financial and ethical irregularities involving employees as well as directors, shareholders, consultants, vendors, contractors, and/or any other parties in a business relationship with the Company.

### 2.0 OVERVIEW

The reputation of the Company for acting ethically and responsibly in all our dealings, both internally and externally, plays a critical role in our success as a business. As a public reporting issuer, the integrity of our officers, and the financial and other material information of the Company is vital. Our financial and other material information guides the decisions of the Board, and is relied upon by our shareholders, financial markets, and other stakeholders. The fair and accurate reporting of all financial and other material information regarding the Company and its transactions and events is of paramount importance and we will not tolerate fraud or misrepresentation of any kind.

The Company recognizes that all our employees are individually accountable for helping to maintain our reputation and the integrity of our officers, and the financial and other material information we disclose. The Company encourages employees who have concerns, or suspect any violations of our Code of Ethics & Business Conduct to raise them with the appropriate people.

As communicating a concern regarding unethical behaviour can be a sensitive matter, a formal "whistleblower hotline" has also been established which is available to all Company employees. This hotline provides a formal, simple, and safe channel to report concerns regarding fraud or significant ethical issues relating to Company or individual conduct, and brings such issues to the attention of the Board, and if appropriate, the Company's Ethics Compliance Committee, the Chief Executive Officer and Chief Financial Officer. We want to ensure that employees can raise a concern confidentially and anonymously, and be confident that these concerns will be heard and appropriately investigated without fear of retribution.

This Policy outlines the process available within the Company; nothing herein shall be read or construed to prohibit or impede any person from communicating directly with appropriate regulators concerning a potential violation of securities or other laws.

### 3.0 WHISTLEBLOWER PROGRAM

#### 3.1 *Concerns to Report*

Employees are urged to report concerns about matters which:

- (a) are ethically questionable;
- (b) threaten the integrity of our officers or the integrity of financial and other material information of the Company; or
- (c) violate the *Code of Ethics & Business Conduct*.

### 3.2 *Reporting a Concerns*

Employees should first consider raising any concern directly with the employee's supervisor, a member of the Senior Leadership Team or a member of the Ethics Compliance Committee.

Should employees be more comfortable reporting concerns via a confidential and anonymous channel, employees may mail concerns confidentially and anonymously to:

Chair of the Audit Committee  
"PRIVATE AND CONFIDENTIAL"  
c/o Dominion Diamond Corporation  
#1102 – 4920 52<sup>nd</sup> Street  
Yellowknife, NT Canada X1A 3T1

or, may access the independent and external hotline, MysafeWorkplace™.

**MysafeWorkplace™ is available twenty four (24) hours a day, seven (7) days a week, as follows:**

**Toll free number 1 800 461 9330**

**On the internet at [www.MysafeWorkplace.com](http://www.MysafeWorkplace.com)**

Upon filing a complaint with MysafeWorkplace™ employees can choose the level of anonymity from three available options:

- (a) remain completely anonymous –no name or contact information is collected;
- (b) remain anonymous toward the Company – name and contact information is given to MysafeWorkplace™ but is not revealed at any time to the Company; or
- (c) do not remain anonymous – name and contact information is collected and given to MysafeWorkplace™ and the Company.

Employees who submit reports are provided with a unique password and access number, with which they can inquire as to the status of a report, ask questions or convey additional information from time to time.

### 3.3 *Receipt of Reports*

The Chair of the Board and Chair of the Audit Committee are instantly notified of any reports submitted to MysafeWorkplace™ provided that if one of them is implicated in the complaint, they will not receive notice of it.

The Chair of the Board or Chair of the Audit Committee may refer the report to the Ethics Compliance Committee, or to an independent advisor at his or her discretion for the purposes of undertaking investigations in accordance with this Policy.

### *3.4 Investigations*

The Chair of the Board, Chair of the Audit Committee or the Company's Ethics Compliance Committee, as applicable, will initiate the appropriate investigations based on the whistleblower reports it receives. All reports will be dealt with promptly. In the event that the Chair of the Board, Chair of the Audit Committee or a member of the Ethics Compliance Committee is implicated in a report, he or she will be excluded from receipt of the report, all related discussions, investigations and decisions on the outcome of such report. All information reported and disclosed during the course of an investigation will remain confidential and made available only on a need to know basis, except as necessary to conduct the investigation and to take any remedial or disciplinary action, and subject to any applicable law (that can compel disclosure in some circumstances).

Subject to any legal constraints, the Chair of the Board, Chair of the Audit Committee or a member of the Ethics Compliance Committee, as applicable, will provide the complainant with appropriate information about the outcome of any investigation within a reasonable period of time (except in cases where the report was sent anonymously).

### *3.5 Oversight and Control*

The Audit Committee of the Board is responsible for the integrity of financial reporting and overseeing the system of internal controls implemented by the Company to prevent and detect fraud. As such, the Chair of the Audit Committee will receive a summary of all complaints, investigations and findings of any investigation completed by the Ethics Compliance Committee. The Ethics Compliance Committee will also report the findings of any investigation completed by it to the Chief Executive Officer and Chief Financial Officer. This will be done in order to advise them of the disposition and/or to ensure appropriate resolution to the concern.

## **4.0 EMPLOYEE PROTECTION**

Any employee reporting these concerns will be protected from potential adverse personal impacts associated with filing a complaint.

The Company strictly prohibits retaliatory actions or threats against any employee who, in good faith, reports a possible violation via either formal or informal whistleblowing channels. Retaliation or threatened retaliation for reporting possible violations in good faith will result in discipline up to and including termination of employment. Furthermore, no employee will be adversely impacted for reasonably refusing to carry out a directive which they consider to be in violation of our *Code of Ethics & Business Conduct*.

However, in recognizing the significance of this Policy, reporting intentionally false accusations will result in disciplinary action which may include termination.

## **5.0 QUESTIONS ABOUT THIS POLICY**

Should employees have any questions or concerns regarding this Policy, please contact the Company's General Counsel or a member of the Ethics Compliance Committee.

## **6.0 CHANGES TO THE POLICY**

The Policy is not intended to give rise to civil liability on the part of the Company or its directors, officers, employees or other insiders to shareholders, investors, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part. The Policy may be amended by the Board at any time.

**APPROVED** by the Board of Directors of Dominion Diamond Corporation on the 9<sup>th</sup> day of March, 2017.