



WHISTLEBLOWER POLICY

1. Scope of Policy

This Policy is designed to enable employees and officers of TFI International Inc. and its divisions (“**TFI International**”), including temporary staff and consultants, to raise any concerns internally and at a high level and to disclose information which they believe shows financial malpractice, impropriety, fraud, theft, criminal activity and corruption.

Any event that could have a significant consequence on TFI International’s results and that, to the knowledge or belief of one individual, is neither adequately stated nor accounted for, could be reported under this Policy.

In Canada, the Canadian Securities Administrators (CSA) have issued a number of rules which give legal protection to Whistleblowers (as defined below) against being dismissed or penalized by their employers as a result of disclosing certain serious concerns.

In the United States, Section 302 of Sarbanes-Oxley states: “Each audit committee shall establish procedures for the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.”

TFI International has endorsed the provisions set out below so as to ensure that no staff members ever fear dismissal or reprisal in raising legitimate concerns.

It should be emphasized that this Policy is intended to assist individuals who believe they have discovered financial malpractice, fraud, theft, criminal activities or impropriety. It is not designed to question financial or business decisions taken by TFI International.

TFI International’s Audit Committee is responsible for overseeing the receipt, investigation, resolution and retention of all credible, serious complaints submitted pursuant to this Policy and to review its terms and conditions on an annual basis.

2. Safeguards

A. *Protection*

This Policy is designed to offer protection to those employees of TFI International who disclose such concerns (the “**Whistleblower**”), provided the disclosure is made in good faith.



B. Confidentiality

TFI International will treat all such disclosures in a confidential and sensitive manner. The investigation process may reveal the source of the information, but the Whistleblowers would be protected against any dismissal or reprisal.

C. Untrue Allegations

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigations, no action will be taken against the individual. In making a disclosure, the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes frivolous allegations, disciplinary action may be taken against the individual.

3. Procedure for making a disclosure

Concerns should be raised with the Whistleblower’s line manager who will then notify one of the people listed below. However, if for some reason the Whistleblower does not feel comfortable to report through his/her line manager, then he has the right to bypass the line management structure and take his/her concerns directly to one of the following people:

	Address	Telephone, fax & email	Independent from management
Alain Bédard Chairman of the Board, President & CEO	96 Disco Road Etobicoke, (On) M3W 0A3	Telephone: 647-729-4079 Fax: 514-337-4200 Email : Whistleblower1@tfintl.com	No
Richard Guay Chairman of the Human Resources & Compensation Committee	8801 Trans-Canada Hwy Suite 500 Saint-Laurent (Qc) H4S 1Z6	Telephone: 514-592-7929 Email : Whistleblower2@tfintl.com	Yes

Concerns are best raised in writing. The Whistleblower is invited to set out the background and history of the concern, giving name(s), date(s) and place(s) where possible, and the reasons why they are concerned about the situation. If the Whistleblower does not feel able to put his/her concerns in writing, he/she can telephone, email or meet one of the people listed above. The Whistleblower’s concerns could also be expressed anonymously, and this choice would be respected.

The Whistleblower will be kept informed of the final outcome of TFI International’s investigation. All responses to the Whistleblower will be in writing and sent to his/her home address where the Whistleblower has provided his/her identification.