

Whistleblower Policy

Policy:

This policy addresses the commitment of Workstream Inc. (the "Company"), to integrity and ethical behavior by helping to foster and maintain an environment where employees can act appropriately, without fear of retaliation. This policy is consistent with, and made part of the Company's Code of Business Conduct and Corporate Governance, as outlined in the Company's employee manual and on the Company's corporate website. Employees are strongly encouraged to discuss with supervisors, managers or other appropriate personnel, when in doubt, about the best and ethical course of action in a particular situation.

This policy complies with the Sarbanes-Oxley Act of 2002 – Section 301.4 – concerning procedures for making complaints about accounting and auditing directly to the Audit Committee of the Company's Board of Directors. The procedures facilitate access for employees and related parties to reach the Audit Committee and/or the Director of Internal Controls and Compliance.

Purpose:

The purpose of this policy is to encourage all employees to disclose any wrongdoing that may adversely impact the Company, the Company's customers, shareholders, employees, investors, or the public at large. This policy also sets forth (i) an investigative process of reported acts of wrongdoing and retaliation and (ii) procedures for reports of questionable auditing, accounting and internal control matters from employees on a confidential and anonymous basis and from other interested third parties.

Definitions:

For purposes of this policy:

(1) Good Faith. Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.

(2) Wrongdoing. Examples of wrongdoing include, but are not limited to, fraud, including financial fraud and accounting fraud, violation of laws and regulations, violations of Company policies, unethical behavior or practices, endangerment to public health or safety and negligence of duty.

(3) Adverse Employment Action. Examples of adverse employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment or denial of compensation as a result of the employee's report of wrongdoing, or any manner of discrimination against an employee in the terms and conditions of employment because of any other lawful act done by the employee pursuant to this policy or Section 806 of the Sarbanes-Oxley Act of 2002.

Procedures:

A. General Guidance



This policy presumes that employees will act in good faith and will not make false accusations when reporting of wrongdoing by the Company's employees. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to discipline, which may include termination. Employees who report acts of wrongdoing pursuant to this policy can and will continue to be held to the Company's general job performance standards and adherence to the Company's policies and procedures.

B. Responsibilities of Audit Committee With Respect to Specified Complaints

1. The Audit Committee shall receive, retain, investigate and act on complaints and concerns of employees regarding questionable accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies (an "Accounting Allegation").
2. At the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to any member of the Audit Committee or to a subcommittee of the Audit Committee.

C. Procedures for Receiving Accounting Allegations

1. Any Accounting Allegation that is made directly to management, whether openly, confidentially or anonymously, shall be promptly reported to the Director of Internal Audit and Compliance and/or the Audit Committee.
2. Each Accounting Allegation forwarded to the Director of Internal Audit and/or Audit Committee, by management and each Accounting Allegation that is made directly to the Audit Committee, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in their discretion, consult with any member of management or employee whom they believe would have appropriate expertise or information to assist the Audit Committee. The Audit Committee shall determine whether the Audit Committee or management should investigate the Accounting Allegation, taking into account the considerations set forth in Section C below.
 - (a) If the Audit Committee determines that management should investigate the Accounting Allegation, the Audit Committee will notify the General Counsel in writing of that conclusion. Management shall thereafter promptly investigate the Accounting Allegation and shall report the results of its investigation, in writing, to the Audit Committee. Management shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.
 - (b) If the Audit Committee determines that it should investigate the Accounting Allegation, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

D. Considerations Relative to Whether the Audit Committee or Management Should Investigate an Accounting Allegation



In determining whether management or the Audit Committee should investigate an Accounting Allegation, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may militate in favor of the Audit Committee conducting the investigation.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may militate in favor of the Audit Committee conducting the investigation.
3. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

E. Protection of Whistleblowers

Except as otherwise provided above with respect to confidential and anonymous submissions by employees of concerns regarding questionable accounting, auditing or internal control matters, to the extent practicable, the identity of any employee who makes reports pursuant to this policy shall not be revealed to persons in the employee's department, division or work location. The Company will make good faith efforts to protect the confidentiality of employees making reports; provided, however, the Company or its employees and agents shall be permitted to reveal the reporting employee's identity and confidential information to the extent necessary to permit a thorough and effective investigation, or required by law or court proceedings. In addition, the Company will not tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a good faith Accounting Allegation anonymously.

Consistent with the policies of the Company, the Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes an Accounting Allegation or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Accounting Allegation.

F. Records

The Audit Committee shall retain for a period of seven years all records relating to any Accounting Allegation and to the investigation of any such Accounting Allegation.

G. Procedures for Making Complaints

In addition to any other avenue available to an employee, any employee may report to the Audit Committee, openly, or the Director of Internal Audit and Compliance, confidentially or anonymously, any Accounting Allegation. Employees who become aware of any wrongdoing or suspected wrongdoing are encouraged to make a report as soon as possible by contacting either party stated above. Acts of wrongdoing may be disclosed in writing, telephonically or in person. Contact information is as follows:



Anthony M. Moschella, Jr., Chief Accounting and Compliance Officer
2600 Lake Lucien Drive
Maitland, FL 32751
Tel: (407) 475-5500
Fax: (407) 475-5502
compliancemanager@workstreaminc.com

Note: When reporting an alleged violation by telephone, it is not required to leave your name.

In the event the act of wrongdoing concerns the Director of Internal Audit and Compliance, the report of wrongdoing should be filed directly with the Audit Committee of the Board of Directors. Contact information for the Audit Committee Chairman is as follows:

Steve Singh, Chairman of Audit Committee
Tel: 1-877-327-8483 ext 8279

auditcommittee@workstreaminc.com

The Company also has a toll-free hotline which employees are encouraged to use to report allegations of wrongdoing or unethical business behavior 1-800-826-6762. The company does not use a caller-id service for this number and employees who report do not have to provide their names.