



**WHISTLE BLOWING PROCEDURES REGARDING
ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR
AUDITING MATTERS**

Approved by the Audit Committee on October 14, 2004.

Introduction

Multilateral Instrument 52-110, Audit Committees (“MI 52-110”) of the Canadian Securities Administrators (except British Columbia) came into force on March 30, 2004. MI 52-110 will apply to COGECO Inc. (“COGECO” or the “Company”) at the time of its first annual meeting after July 1, 2004. MI 52-110 has given audit committees the responsibility, among other things, to establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

On October 14, 2004, the Audit Committee of COGECO adopted formal procedures regarding employee complaints relating to accounting and auditing matters which are effective as of that date.

Procedures

Any employee of COGECO or of any of its subsidiaries may submit a complaint regarding accounting or auditing matters, with protection from reprisals, to the management of COGECO. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee of COGECO will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the Audit Committee of COGECO has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”), and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Receipt of Employee Complaints

- Employees with concerns regarding Accounting Matters may report their concerns on a confidential basis via mail, e-mail or telephone to the Chief Legal Officer of the Company.
- Where there is reason to believe that an organized offence has been authorized at a high level or that reprisals would be authorized at a high level, employees may report their concerns on a confidential basis directly to the Chairman of the Board of COGECO.

Scope of Matters Covered by these Procedures

These procedures relate to employee complaints relating to any questionable accounting or auditing matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;

- deficiencies in or non compliance with the Company' internal financial controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair recording of expenses and liabilities and reporting of the Company' financial condition.

Treatment of Complaints

- Upon receipt of a complaint, the Chief Legal Officer or the Chairman of the Board as the case may be, will (1) determine whether the complaint actually pertains to Accounting Matters; and (2) when possible, acknowledge receipt of the complaint to the sender.
- Complaints relating to Accounting Matters will be reviewed as to substance and materiality under Audit Committee direction and oversight by the Chief Legal Officer or the Chairman of the Board as the case may be, the Internal Auditor or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to:
 - good faith reporting of complaints regarding Accounting Matters, or
 - providing information or causing information to be provided, or otherwise assisting in an investigation in regards to complaints regarding Accounting Matters.

Reporting and Retention of Complaints and Investigations

The Chief Legal Officer will keep a record of the complaints and will track their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. The report will maintain confidentiality to protect the concerned employee's identity.

For more information, please contact the Chief Legal Officer of COGECO.