

CASL Compliance Policy

Effective August 1st , 2022

PURPOSE

Canada's Anti-Spam Legislation ("**CASL**") aims to reduce the harmful effects of spam and related threats to electronic commerce by regulating unsolicited commercial electronic messages ("**CEMs**"), as further described below.

The purpose of this CASL Compliance Policy ("**Policy**") is to ensure that anyone sending CEMs on behalf of Zolo Realty, Brokerage ("**Zolo**") comply with CASL.

SCOPE

This Policy applies to all employees, contractors, vendors and other parties preparing or sending CEMs or other electronic messages on behalf of Zolo (collectively, "**Users**").

All electronic messages sent from the networks of Zolo to outside organizations or persons will be presumed to be CEMs and will therefore fall under the guidelines of this Policy.

Non-compliance with CASL may result in severe penalties for both organizations and individuals – fines of \$1,000,000 for a violation by an individual and \$10,000,000 per company. Criminal sanctions may also apply, and individuals may have the right to privately sue corporations for damages arising from non-compliance.

DEFINITIONS

"Canada's Anti-Spam Legislation" or "**CASL**" means *An Act to promote the efficiency and adaptability of the Canadian economy by regulating certain activities that discourage reliance on electronic means of carrying out commercial activities, and to amend the Canadian Radio-television and Telecommunications Commission Act, the Competition Act, the Personal Information Protection and Electronic Documents Act and the Telecommunications Act* as the same may be amended and includes any Regulations, Regulatory Impact Analysis Statements, Compliance and Enforcement Bulletins and any other guidance documentation issued by any of Industry Canada or the Canadian Radio-television and Telecommunications Commission.

"Electronic address" means an address used in connection with the transmission of an electronic message to an electronic mail account, an instant messaging account, a telephone account or any similar account.

"Electronic message" means a message sent by any means of telecommunication, including a text, sound, voice or image message.

"Commercial electronic message" or "**CEM**" means a commercial electronic message that encourages participation in commercial activity. Even if a commercial message is not sent with an expectation of garnering a profit, it still qualifies as a CEM.

“Commercial activity” means any transaction of commercial character, regardless of whether there is an expectation of profit or not. All emails sent by employees and contractors from Zolo will be treated as commercial.

“Express consent” means the permission obtained when a recipient “opts in” to receive CEMs. Consent can be oral or written and can include an unedited audio recording, a paper form or electronic checkbox on a website. Express consent never expires, but it can be revoked by the recipient.

“Unsubscribe” means the withdrawal of consent to receive CEMs, except as otherwise provided under CASL.

“Social networking sites” means those specific online communities of users, or any website that links individuals electronically and provides a forum where users can connect and share information. These websites can be general or tailored to specific interests or certain types of users. Examples of popular social networking sites include Facebook®, Twitter®, Google+®, YouTube®, LinkedIn®, Foursquare®, Instagram® and TUMBLR®. The list of domains that constitute social networking sites is always growing and changing due to the nature of the Internet.

ROLES & RESPONSIBILITIES

Zolo will appoint a Compliance Officer who is responsible for the implementation of this Policy and will:

- manage the CASL Complaints System, the CASL Auditing System, and the CASL Compliance Training for Zolo;
- create and maintain an approved recipient list and an approved email template for Zolo;
- receive written and verbal unsubscribe requests for Zolo; and
- attend the CASL Compliance Training (as described below).

COMPLIANCE POLICIES

All Users must adhere to this Policy and the guidelines attached as Schedule A.

Anyone who uses the CEM delivery system of Zolo is deemed to have accepted this Policy.

Use of Devices & Accounts

1. Users will not use Zolo’s devices to send CEMs without prior approval from the Compliance Officer.
2. Users will only use Zolo’s devices and accounts in a manner consistent with Zolo’s employee policies.
3. Any and all subcontractors and third parties are responsible for compliance with CASL.

CEM Recipients

4. Users may only send CEMs to an electronic address if the person to whom the message is sent has consented to receive it, whether consent is express or implied (within the meaning of CASL).
5. Zolo will maintain and make available to Users with an approved recipient list containing the electronic address of each recipient that has consented to receiving CEMs.
6. Where a party is not already on an approved recipient list, Users may only seek to obtain consent from parties with whom Zolo has an “existing business relationship” (as described in CASL).

Contents of CEMs

7. All CEMs sent on behalf of Zolo must contain contact information and an unsubscribe mechanism that complies with CASL.
8. The contact information contained in the CEM must include
 - (a) a contact name, meaning the name of the person sending the CEM, the business name used by the person sending the CEM, the name of the person on whose behalf the CEM is sent, or the business name of the person on whose behalf the CEM is sent;
 - (b) a telephone number or e-mail address, meaning a telephone number that provides access to an agent or a voice messages system, or an email or web address of the person sending the CEM or the name of the person on whose behalf the CEM is sent; and
 - (c) a mailing address for the person or business sending the CEM.
9. The unsubscribe mechanism must be a functional and clearly visible button contained in the CEM that, at no cost to the recipient, either
 - (a) allows the recipient to directly request removal from Zolo's approved recipient list; or
 - (b) links to a webpage that provides instructions for the recipient to request removal from Zolo's approved recipient list.
10. An approved email template including appropriate contact information and unsubscribe mechanisms, as outlined above, will be provided by the Compliance Officer for Zolo.
11. Users may not modify an approved email template or remove the contact information or unsubscribe mechanism from an approved email template without prior written approval from the Compliance Officer.

Unsubscribe Requests

12. If a User receives a written or verbal request from a recipient to unsubscribe from receiving CEMs from Zolo, the User must promptly: (i) ensure the request is recorded in the CRM database; (ii) take steps to ensure the recipient request will be acted on promptly; and (iii) forward the request to the Compliance Officer. In the case of verbal requests, the User must transcribe the request in writing before forwarding it to the Compliance Officer.
13. After receiving a written or verbal unsubscribe request, Users must not send any further electronic communication to the unsubscribed party unless (i) as directed by the Compliance Officer; or (ii) otherwise permitted under CASL.
14. Zolo must give effect to any request from a recipient to unsubscribe within ten (10) business days and failure to do so is a violation of CASL that may result in substantial penalties against Zolo.

CASL Complaint System

15. If a User receives a complaint regarding a CEM or any other matter related to CASL, the User must promptly forward the complaint to the Compliance Officer.
16. The Compliance Officer will endeavour to respond to complaints within forty-five (45) days of receiving them.

CASL Auditing System

17. All CEM delivery systems, including e-mail, electronic newsletters, and messages sent through Social networking sites are governed by this Policy and are subject to auditing and monitoring at all times.
18. Users will report any irregularities found in incoming or outgoing CEMs and the CEM delivery systems to the appropriate information technology individual or department at Zolo to the Compliance Officer.
19. The Compliance Officer will prepare an annual report for Zolo's Board of Directors that summarizes complaints received by Zolo since the last report was submitted, the steps taken to resolve such disputes and the status of such disputes. The annual report will be reviewed by the Board of Directors.

CASL Compliance Training

20. All Users are required to attend the CEM Compliance Training organized by the Compliance Officer on an annual basis.
21. The content of the training will include where to access the appropriate approved CEM recipient list and approved email template, how to obtain consent if it does not yet exist, and how to craft a compliant CEM subject line and message.
22. The Compliance Officer will keep records of who has attended the CEM Compliance Training.

Questions, Feedback & Failure to Comply

23. Any questions in connection with this Policy should initially be directed to the Compliance Officer.
24. Users are invited to provide feedback to the Compliance Officer regarding the implementation of this Policy through email or otherwise.
25. Users who fail to comply with this Policy may be subject to disciplinary action, up to and including termination of their employment or services. Employees and contractors of Zolo that fail to comply with this Policy may also be asked to attend additional CASL training seminars or engage in other corrective actions.

If you have any questions regarding the content of this Policy, please consult the Compliance Officer prior to signing below.

Compliance Officer:

Kevin Ali
Phone: (416) 575-5254
Email: Kevin.Ali@zolo.ca
Address: 5200 Yonge Street, Suite 200
Toronto, ON M2N 5P6

Schedule A

Commercial Electronic Messages and Anti-Spam Guidelines

Zolo Realty, Brokerage (“**Zolo**”), is committed to ensuring compliance with Canada’s Anti-Spam Legislation (“**CASL**”). These Guidelines apply to all employees, contractors, consultants, agents, and other third parties that send commercial electronic messages on behalf of Zolo to any recipient in Canada.

Guidelines

1. **Review Your Electronic Communications.** Prior to sending electronic communications, review your electronic messages to determine whether the communication is a commercial electronic message (“**CEM**”). A CEM is defined as any electronic message that encourages participation in a commercial activity (i.e., selling or promoting a sale) sent to an electronic account (e.g., emails, text messages, and messages using social media websites).
2. **Obtain Consent.** If the electronic communication is a CEM, you must have express consent unless the CEM falls within one of the exempted grounds under CASL or one of the implied consent categories (both set below). **If it is determined that you do not have consent, express or implied, and that the CEM is not exempted, do not send the message.**
3. **Express Consent.** Prior to sending any CEM, identify whether you have express consent from the recipient. Zolo has a distribution list (see paragraph 8) that you can check to determine if there is already express consent. Please contact Kevin Ali for the list. You are required to inform Kevin Ali immediately if you received express consent for someone not on the list.

To obtain express consent, you must identify in your request:

- (i) the specific purpose for which the consent of the recipient is sought;
- (ii) the name of the sender seeking the consent;
- (iii) contact information for Zolo including mailing address and either a telephone number, email address; and / or web address; and
- (iv) a statement indicating that the recipient’s consent can be withdrawn.

After July 1, 2014, if you do not have express or implied consent and do not fall under an exemption, you cannot seek express consent via electronic message. You must use alternate means such as telephone or in person. Such consent must be independently verified either in recording or by a third party witness.

4. **Implied Consent.** If express consent has not been obtained, determine whether there is implied consent. Implied consent may arise out of an “existing business relationship”.

Implied consent may also arise if individuals have given you, or conspicuously published, their business contact information, and the CEM is related to their business.

If it is determined that implied consent has been obtained, you need to ensure the implied consent did not expire. Implied consent expires after two years. Review and refresh your email lists on a rolling basis to obtain consent, express or implied, or remove recipients who have not been active for two (2) years (or six (6) months in cases where the implied consent arose from an inquiry or application).

5. **Exemptions.** If it is determined that you do not have consent, express or implied, ensure that the CEM falls within one of the following exemptions under CASL prior to sending. If you have questions about whether your message is exempted, contact Kevin Ali.
6. **Content Requirements.** Unless under an exemption, all CEMs must include the following information:
 - (i) the name of the individual Sender seeking the consent;
 - (ii) contact information for Zolo including mailing address and either a telephone number, email address; and / or web address; and
 - (iii) instructions on how to unsubscribe from future CEMs.
7. **Unsubscribe.** Zolo will ensure that the unsubscribe mechanism enables the recipients to readily remove themselves from the distribution list at no cost. The unsubscribe mechanism must be valid for a minimum of 60 days after the CEM has been sent. Zolo will process “unsubscribe” requests without delay and within 10 business days after the request is made.
8. **Distribution Lists.** You are partly responsible for keeping the distribution lists prepared by Zolo up to date. While Zolo uses systems to keep track of the recipients who have provided express consent and those who have unsubscribed, you must review the distribution lists on a regular basis and advise whether any recipients who have not provided consent, have revoked consent, or have unsubscribed should be removed from the distribution lists.
9. **Additional information.** You can find detailed information on CASL by visiting <http://fightspam.gc.ca/eic/site/030.nsf/eng/home>
10. **Changes to these Guidelines.** Zolo may from time to time make changes to these Guidelines to reflect changes in its legal or regulatory obligations or in the manner in which Zolo deals with commercial electronic messages.

Zolo will communicate any revised version of these Guidelines by providing a copy of the revised Guidelines on Zolo’s website.

11. **Contact.** Any concern, inquiry or request regarding these Guidelines should be directed in writing to:

Kevin Ali
Phone: (416) 575-5254
Email: Kevin.Ali@zolo.ca
Address: 5200 Yonge Street, Suite 200
Toronto, ON M2N 5P6