



Disclosure and Insider Trading Policy

Pivotree Inc.

Approved October 23, 2020

A. General

1. Definitions

Capitalized terms that are used in this Policy have the meanings set forth in Appendix A or as otherwise defined in this Policy. Readers are encouraged to review Appendix A carefully when reviewing this Policy. All other capitalized terms used in this Policy (whether defined or not) have the meanings set forth in the Securities Act (Ontario) and applicable rules thereunder.

2. Purpose

The following two principles are cornerstones of regulation in the capital markets. The first principle is that everyone who invests in Securities of the Corporation should have equal and timely access to Material Information. The second principle is that Insiders and others who are in a Special Relationship with the Corporation must not:

- a) purchase or sell Securities of the Corporation or transact in a Related Financial Instrument ("Insider Trading") while in possession of Undisclosed Material Information;
- b) inform others of the Undisclosed Material Information except in the necessary course of business ("Tipping"); or
- c) recommend or encourage another person to purchase or sell Securities of the Corporation or transact in a Related Financial Instrument while in possession of Undisclosed Material Information.

As a general rule, this means that individuals who act as directors, consultants, officers or employees of the Corporation or any of its Affiliates, as well as directors, consultants, officers or employees of a company that owns 10% or more of the outstanding shares of the Corporation, together with their immediate families, holding or investment companies and other related entities, and all persons and companies acting on behalf of or at the request of any of them, will be subject to these legal restrictions.

These principles are enshrined in various provisions of securities law and TSXV policies relating to the requirement to make continuous and timely disclosure, imposing liability for Misrepresentations in Documents, News Releases and Public Oral Statements and restricting trading by Insiders.

It is fundamental to the reputation and ongoing success of the Corporation to ensure that directors, consultants, officers and employees of the Corporation and its Affiliates as well as, to the extent practicable, those persons in a Special Relationship with the Corporation meet their obligations under these provisions of securities law and TSXV policies. Accordingly, for this purpose, this Policy is intended to:

- a) establish a process for the disclosure of all Material Information that will, among other things, ensure the Corporation and its Subsidiaries comply with timely disclosure obligations and prevent the selective disclosure of Material Information to analysts, institutional investors, market professionals and others;
- b) establish a process for ensuring that Documents, including News Releases, issued by the Corporation, and Public Oral Statements by the Corporation, that contain Material Information, are accurate and do not contain a Misrepresentation;
- c) ensure that directors, consultants, officers and employees of the Corporation and its Affiliates understand their obligations to preserve the confidentiality of Undisclosed Material Information; and
- d) ensure that Designated Insiders of the Corporation and its Subsidiaries understand the prohibitions on illegal Insider Trading and Tipping under applicable securities law, stock exchange rules and this Policy.

The fact that this Policy contains lengthy and detailed provisions does not mean that it covers all circumstances that may arise. The subject matter of this Policy can raise difficult questions. Those questions can often be resolved satisfactorily only with experience and the making of informed judgments, often with the assistance of legal and other professional advice. This Policy should be interpreted and applied to achieve the purposes for which it was adopted.

3. Application

- a) To the extent practicable, this Policy applies to anyone in a Special Relationship with the Corporation and each Associate of anyone in a Special Relationship with the Corporation.
- b) Sections E.1 to J.4 of this Policy also apply to all other individuals authorized to speak on behalf of the Corporation, as contemplated by section C.1 of this Policy.

4. Communications Covered

This Policy applies to all methods and forms of communication by the Corporation, including disclosures that may reasonably be expected to be Generally Disclosed and/or contained in Documents that contain Material Information, statements in the Corporation's annual and quarterly reports, letters to shareholders, News Releases, Public Oral Statements (such as at shareholders' meetings, news conferences, analysts' conferences, private meetings with analysts, industry conferences or online conferences, etc.), information contained on the Corporation's website, including supplemental information packages, and other electronic communications that contain Material Information.

5. Distribution

- a) The Chief Executive Officer will distribute or cause to be distributed a copy of this Policy or a summary of this Policy to each director, officer and employee of the Corporation and its Subsidiaries upon becoming a director, officer or employee, annually thereafter, and whenever significant changes are made.
- b) The Chief Executive Officer will also ensure that a copy of this Policy is posted on the Corporation's website.

6. Consequences of Non-Compliance

Violations of this Policy can result in acute embarrassment to the Corporation and harm to the Corporation's reputation in the investment community. A violation of this Policy may also constitute a breach of securities law, including laws against Insider Trading and Tipping, and the Corporation may refer any such breach to the appropriate regulatory authorities. Accordingly, violation of this Policy could lead to fines, penalties, imprisonment and liability to investors and the Corporation for damages. The onus of complying with this Policy and the relevant rules is on each individual director, officer or employee of the Corporation and its Affiliates, each of whom is expected to be familiar with this Policy. A failure to comply with this Policy may result in the immediate suspension or dismissal of any officer or employee of the Corporation or any of its Subsidiaries or the immediate request for the resignation of any director of the Corporation.

B. Disclosure Committee

1. Formation of the Disclosure Committee

The Chief Executive Officer, the Chief Financial Officer and the Chairperson of the board of directors of the Corporation (the "Board") will be responsible for the implementation of this Policy and are referred to in this Policy as the "Disclosure Committee". In addition, outside legal counsel shall participate in meetings of the Disclosure Committee in an advisory capacity where deemed appropriate by the Disclosure Committee. Two members of the Disclosure Committee (not including outside legal Counsel) will constitute a quorum.

2. Responsibilities of the Disclosure Committee

The Disclosure Committee has the responsibility to:

- a) review and approve, before they are Generally Disclosed, all written, electronic and oral statements (including all News Releases, Documents and Public Oral Statements) that may contain Material Information;
- b) make determinations about whether:
 - i. any information is Material Information;
 - ii. a Material Change has occurred;

- iii. selective disclosure has been or might be made; or
- iv. a Misrepresentation has been made;

and, in this regard, consult with legal counsel or other appropriate expert advisors as the Disclosure Committee may deem necessary;

- c) make all other determinations under this Policy and grant any permitted exemptions from this Policy;
- d) monitor the effectiveness of and compliance with this Policy;
- e) educate the directors, consultants, officers and employees of the Corporation and its Affiliates about the matters covered by this Policy;
- f) liaise with Affiliates, as necessary, with respect to this Policy;
- g) monitor the Corporation's website;
- h) regularly update this Policy to take account of new developments and best practices; and
- i) report to the Board, the Audit Committee or another committee of the Board as contemplated by section F.9 of this Policy and by the other provisions of this Policy.

3. Meetings and Minutes

It is not expected that the Disclosure Committee will have formal meetings and prepare minutes of meetings, although there may be circumstances where the Disclosure Committee considers it desirable to do so. Many decisions made by the Disclosure Committee will be made on a real-time basis as a result of informal meetings and consultations among the members of the Disclosure Committee. In all cases, however, the Disclosure Committee should prepare and retain a written or electronic copy of all of its decisions (including any exemptions granted) even if that record consists only of a memorandum-to-file describing the decisions made.

The Disclosure Committee shall prepare a quarterly report to be presented and reviewed at each quarterly meeting of the Board, which report may also constitute the record of the Disclosure Committee decisions.

C. Spokespersons

1. Individuals Who Are Authorized to Speak on Behalf of the Corporation

- a) Only the following individuals ("Spokespersons") are authorized to make Public Oral Statements, communicate with the media, or give presentations to analysts and investors:

- i. the Chief Executive Officer;
 - ii. the Chief Financial Officer;
 - iii. the Chairperson of the Board; and
 - iv. such other employees, officers or directors from time to time expressly designated by the President and Chief Executive Officer or the Chief Financial Officer to make specific Public Oral Statements or to respond to specific enquiries.
- b) The names and telephone numbers of the Spokespersons must be provided to Market Surveillance.
 - c) No other individual has actual or implied authority to make any Public Oral Statement. A Spokesperson may, from time to time, expressly designate certain directors, consultants, officers or employees of the Corporation to make specific Public Oral Statements or to respond to specific inquiries.
 - d) Everyone to whom this Policy applies who is approached by a securities regulatory authority, a stock exchange, an analyst, the media, an investor, or any member of the public and asked to comment in any material manner on the business or affairs of the Corporation must not respond, except to refer all inquiries to the Spokespersons. The person approached must immediately notify the other members of the Disclosure Committee that the approach was made.

D. Identifying Material Information

1. Responsibility to Advise Disclosure Committee of Potential Material Information

Anyone subject to this Policy who becomes aware of a new development, circumstance or information that may constitute Material Information must immediately advise at least one member of the Disclosure Committee. If there is any doubt whether any particular information is Material Information, a member of the Disclosure Committee must be consulted.¹

2. Determining Whether or Not Information is Material Information

- a) The Disclosure Committee is responsible for determining whether or not information is Material Information, in consultation with legal counsel or such

¹ Regardless of whether any information may be Material Information, directors, consultants, officers and employees of the Corporation or any of its Subsidiaries must treat all information as confidential unless they are absolutely certain the information has been Generally Disclosed. See Section J.1 of this Policy.

other expert advisors as the Disclosure Committee may deem necessary or appropriate.

- b) In determining whether or not information is Material Information, the Disclosure Committee must, at a minimum, apply the following principles:
 - i. The determination of whether or not information is Material Information often involves the exercise of difficult business judgment based on experience.
 - ii. Regulators have provided examples of events and information that they believe may be material. See Appendix B for examples of information that the Canadian Securities Administrators and the Canadian stock exchanges believe may be material.
 - iii. Materiality of information is affected by factors such as the Corporation's existing disclosure record, the volatility and liquidity of the Corporation's Securities and prevailing market conditions.
 - iv. If there is doubt about whether particular information is Material Information or has been Generally Disclosed, everyone subject to the Policy should act prudently and conservatively.
- c) The Disclosure Committee should monitor the market's reaction to the release of information that is Generally Disclosed to assist it in making future judgments about the kinds of information that are likely to be Material Information.

E. Approvals

1. Approval by Disclosure Committee Before Public Disclosure

Documents that contain Material Information, including News Releases that are associated with Documents, and Public Oral Statements that contain Material Information, must be reviewed and approved by the Disclosure Committee before they are issued or made. In approving the disclosure, the Disclosure Committee must apply the following principles:

- a) The Disclosure Committee must be satisfied that the issuance or making, timing of release and content of any Document (including a News Release that is associated with a Document) or Public Oral Statement complies with the Corporation's disclosure obligations under applicable law and this Policy.
- b) Before the issuance of any Document (including a News Release that is associated with a Document) or the making of any Public Oral Statement, the Disclosure Committee must:

- i. be satisfied that the directors, consultants, officers and employees of the Corporation (as applicable) have conducted or caused to be conducted, a reasonable investigation to satisfy themselves that a Document (including a News Release that is associated with a Document) or Public Oral Statement is not inaccurate, does not contain a Misrepresentation and is not, in a material respect, misleading or untrue; and
 - ii. be satisfied that a Document (including a News Release that is associated with a Document) or Public Oral Statement is not inaccurate, does not contain a Misrepresentation and is not, in a material respect, misleading or untrue.
- c) If any part of a News Release, Document or Public Oral Statement includes, summarizes or quotes from a report, statement or opinion made by an Expert, the Disclosure Committee must obtain the written consent of the Expert to the use of the report, statement or opinion and the Disclosure Committee must be satisfied that:
 - i. there are no reasonable grounds to believe that there is a Misrepresentation in the part of the News Release, Document or Public Oral Statement made on the authority of the Expert; and
 - ii. the part of the News Release, Document or Public Oral Statement fairly represents the report, statement or opinion made by the Expert.
- d) If any part of a Document (including a News Release that is associated with a Document) or Public Oral Statement is based upon disclosure ("Third Party Disclosure") contained in a document filed by a person other than the Corporation (a "Third Party") with the Commission or any other securities regulatory authority in Canada or the United States or a stock exchange, the Disclosure Committee must:
 - i. be satisfied that the Third Party Disclosure was not corrected in another document filed by the Third Party with the Commission or any other securities regulatory authority in Canada or the United States or a stock exchange before the issuance of a Document (including a News Release that is associated with a Document) or the making of the Public Oral Statement;
 - ii. ensure that a Document (including a News Release that is associated with a Document) or Public Oral Statement contains a reference identifying the document containing the Third Party Disclosure; and
 - iii. have no reasonable grounds to believe that a Document (including a News Release that is associated with a Document) or Public Oral Statement contained a Misrepresentation.

- e) If any part of a Document (including a News Release that is associated with a Document) or Public Oral Statement contains Forward-Looking Information, the Disclosure Committee must comply with section I of this Policy.
- f) The Disclosure Committee should also consider and be satisfied that approval of the Board and/or the Audit Committee is not necessary or desirable prior to the issuance of a News Release or other Non-Core Document or the making of a Public Oral Statement. The Disclosure Committee must not, however, delay the issuance of a News Release which the Disclosure Committee considers to be required by applicable law or this Policy for the purpose of obtaining the approval of the Board.

2. Approval of Financial Information by the Audit Committee and Board

In addition to approval by the Disclosure Committee: (a) all News Releases disclosing financial information must be approved by the Audit Committee; (b) all News Releases disclosing Earnings Guidance must be approved by the Audit Committee prior to approval by the Board; and (c) all News Releases disclosing financial information that will be based on or derived from the Corporation's financial statements must be approved by the Audit Committee prior to approval by the Board. If not inconsistent with the Corporation's obligation under securities laws, where practicable, the financial statements should be filed with the securities regulatory authorities at the same time as or before the earnings are announced in a News Release.

3. Approval of Core Documents by Board

Each Core Document must be reviewed and approved by the applicable committee of the Board and the Board before its issuance.

The Disclosure Committee or the members of senior management who are responsible for the oversight and/or preparation of the applicable document (the "Responsible Persons") must report to the Board that:

- a) the Disclosure Committee or Responsible Persons have reviewed the Core Document and approved its issuance;
- b) after reasonable inquiry:
 - i. it is or they are satisfied that the Core Document is not inaccurate, does not contain a Misrepresentation and is not, in any material respect, misleading or untrue;
 - ii. if any part of a Core Document includes summaries or quotes from a report, statement or opinion made by an Expert, the Disclosure Committee has obtained the written consent of the Expert to the use of the report, statement or opinion and the Disclosure Committee or Responsible Persons are satisfied that:

- A. there are no reasonable grounds to believe that there is a Misrepresentation in the part of the Core Document made on the authority of the Expert; and
 - B. the part of the Core Document made on the authority of the Expert, fairly represents the report, statement or opinion made by the Expert;
- iii. if any part of a Core Document is based upon Third Party Disclosure, the Disclosure Committee or Responsible Persons are satisfied that:
- A. the Third Party Disclosure was not corrected in another document filed by the Third Party with the Commission or any other securities regulatory authority in Canada or the United States or a stock exchange before the issuance of the Core Document by the Corporation;
 - B. the Core Document contains a reference identifying the document containing the Third Party Disclosure; and
 - C. the Core Document does not contain a Misrepresentation; and
- iv. the Corporation's disclosure control system would in the ordinary course have given the Disclosure Committee or Responsible Persons knowledge of all the facts relevant to be disclosed in the Core Document.

F. Disclosure of Material Information

1. Disclosure of Material Changes

The Disclosure Committee must ensure that:

- a) subject to section F.4 of this Policy, all Material Changes are Generally Disclosed forthwith upon the occurrence of the Material Change; and
- b) all Material Changes are reported in a material change report that is filed with securities regulatory authorities in Canada as soon as practical and in any event no later than ten (10) days after the Material Change occurs.

2. Disclosure of Material Information that Does Not Constitute a Material Change

Subject to section F.4 of this Policy, Material Information that does not constitute a Material Change must be Generally Disclosed forthwith upon becoming known to the directors, consultants, officers and employees of the Corporation and its Subsidiaries, or in the case of information previously known, upon discovering that the information is Material Information.

3. Procedures When Material Information is Being Generally Disclosed

- a) The following procedure should be followed when Material Information is being Generally Disclosed:
 - i. Market Surveillance should be contacted before:
 - A. the issuance of a News Release, if the TSXV will be open at the time the News Release is to be issued, and be advised of the Material Information, the timing of the disclosure and whether a trading halt is requested, and be sent a copy of the proposed News Release by fax or email; or
 - B. trading opens on the next Trading Day if the TSXV was closed at the time the News Release was issued, and be advised of the News Release.
 - ii. a full-text News Release should be issued through a full-text news service providing wide dissemination to the Canadian financial press and daily newspapers in the areas where the Corporation has operations and to all TSXV participating organizations and securities regulatory authorities.
- b) Everyone to whom this Policy applies must treat the Material Information as Undisclosed Material Information until it has been Generally Disclosed.
- c) If circumstances permit, where the Material Information being Generally Disclosed is a planned disclosure (such as a scheduled earnings release) which is to be followed by a media conference call, the Corporation should:
 - i. include in the News Release the date and time of the conference call, the subjects to be discussed and the means for accessing the conference call;
 - ii. hold the conference call in an open manner, permitting investors and others to listen either by telephone or through the Internet; and
 - iii. provide dial-in and/or web replay of the conference call or make transcripts available for some reasonable period after the conference call.
- d) A copy of every News Release issued by the Corporation and of every material change report filed by the Corporation must be promptly distributed to the Board.

4. Where Disclosure of Material Information Would Be Detrimental

- a) If the Disclosure Committee, after consultation with legal counsel and such other expert advisors as it deems necessary or appropriate, is of the opinion, and if that opinion is arrived at in a reasonable manner, that the issuance of a News Release

announcing Material Information would be unduly detrimental to the Corporation's interests, the Disclosure Committee may:

- i. authorize and approve the filing of a confidential material change report in accordance with applicable securities law; and
 - ii. follow the confidentiality procedures set out in paragraph b) of this section.
- b) When Material Information has not been Generally Disclosed in the circumstances described in paragraph a) of this section, the Disclosure Committee must:
- i. take steps to ensure that all persons with knowledge of the Material Information are aware of their obligation to keep the information confidential until such time as it is disclosed in a News Release and to refrain from purchasing or selling Securities of the Corporation or Related Financial Instruments, and Securities and related financial instruments of any other issuer that is affected by the Material Information, until such time as the information has been Generally Disclosed;
 - ii. take reasonable steps to ensure that the Corporation does not release a Document or make a Public Oral Statement that, due to the Undisclosed Material Information, may contain a Misrepresentation;
 - iii. promptly Generally Disclose the Material Information when in the reasonable opinion of the Disclosure Committee:
 - A. the reasonable basis for confidentiality ceases to exist;
 - B. the Material Information has become publicly known in a manner other than required under applicable securities law; or
 - C. the Corporation has become aware or has reasonable grounds to believe that persons are purchasing or selling Securities of the Corporation or Related Financial Instruments, or Securities or related financial instruments of any other issuer that is affected by the Material Information, with knowledge of the Material Information;
 - iv. monitor market trading activity in the Corporation's Securities, and in the Securities of any other issuer that is affected by the Material Information, in order to be able to make the determinations referred to in clauses B or C above; and
 - v. review the circumstances at least every ten (10) days and either renew the confidential filing of the material change report or ensure that the Material Information is promptly Generally Disclosed.

- c) When a confidential material change report is filed or renewed, the Disclosure Committee must promptly advise the Board of:
 - i. the fact that a confidential material change report was filed or renewed and distribute a copy of the confidential material change report to them; and
 - ii. the reasons for concluding that it would be unduly detrimental to the Corporation's interests for the Material Information to be Generally Disclosed.

5. News Releases

- a) A News Release must generally comply with the following requirements:
 - i. The information in a News Release must be factual and balanced and must include any information the omission of which would make the News Release misleading.
 - ii. Unfavourable information must be disclosed as promptly and completely as favourable information.
 - iii. The News Release must contain sufficient detail to enable the media and investors to understand the substance and importance of the information being disclosed.
 - iv. The News Release must contain the name and contact information of Spokespersons from whom further information may be obtained.
 - v. Disclosure should not be made of an intention to proceed with a transaction or action unless the Corporation has the ability to carry out the intention.
 - vi. A News Release requiring the approvals described in paragraphs b) or c) of this section shall be reviewed by legal counsel.
- b) The Disclosure Committee must obtain the approval of the Audit Committee and the Board before issuing a News Release containing: (i) Earnings Guidance; or (ii) financial information that will be based on or derived from the Corporation's financial statements.
- c) The Disclosure Committee must obtain the approval of the Audit Committee before issuing a News Release containing financial information.

6. Correcting Errors

If the Disclosure Committee determines that a News Release, Document or a Public Oral Statement issued or made contains a Misrepresentation or is in any material respect misleading or untrue, or

there has been a failure by the Corporation to make timely disclosure of a Material Change, the Disclosure Committee must:

- a) take immediate steps to Generally Disclose correcting information or the Material Change; and
- b) immediately advise the Board.

7. Quiet Period

- a) In order to avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Corporation and its directors, consultants, officers and other employees will observe a "Quiet Period" commencing three weeks prior to the date when the earnings for a quarter or year are scheduled to be publicly disclosed by way of a News Release and ending after the financial results for that quarter or year have been Generally Disclosed.
- b) During this time, neither the Corporation nor any of its directors, consultants, officers or employees will initiate or respond to requests for any meetings (including public speaking engagements and investor presentations) or telephone or other communications with analysts, the media, market professionals, investors and the public relating to a review of or comment on analysts' financial models or reports, earnings, Earnings Guidance or other forward-looking information.
- c) For greater certainty, during a Quiet Period, the Corporation and its directors, consultants, officers and employees may nevertheless respond to requests for any meetings (including public speaking engagements and investor presentations) or telephone or other communications with analysts, the media, market professionals, investors or the public relating to non-earnings information, non-Earnings Guidance or other non-forward-looking information, or relating to non-Material Information or Material Information that has previously been Generally Disclosed.
- d) Should inquiries be made during a Quiet Period concerning analysts' financial models or reports, earnings information, Earnings Guidance or other forward-looking information, the Corporation and its directors, consultants, officers and other employees will clearly state to participants that it is the Corporation's policy not to discuss such matters.

8. Disclosure Record

The Corporation must retain an up-to-date paper or electronic file containing copies of all News Releases, Documents that contain Material Information, Public Oral Statements that contain Material Information (to the extent that there is a paper or electronic file containing such statements) and transcripts, recordings, minutes or presentation materials (as applicable) of all shareholders' meetings, news conferences, analysts' conferences, private meetings with analysts, industry conferences and on-line conferences for at least five years. The Corporation must also

retain (to the extent practicable) a record of participants in analysts' conferences, private meetings with analysts, industry conferences and online conferences.

9. Reporting to the Board

- a) The Disclosure Committee should keep the Board informed of all significant corporate developments and Material Information that has been Generally Disclosed.
- b) In addition to the other reporting to the Board contemplated by this Policy, the Disclosure Committee must report promptly to the Audit Committee and the Board from time to time any significant issues arising under this Policy (such report to be made at the time such issues arise), including any circumstances where:
 - i. there may have been a Misrepresentation in a New Release, Document or Public Oral Statement;
 - ii. there may have been a failure to make disclosure of Material Changes when required under applicable securities law;
 - iii. there is a serious occurrence of selective disclosure; or
 - iv. securities regulatory authorities or a stock exchange have asked questions about or inquired into the Corporation's disclosure practices or whether any News Release, Document or Public Oral Statement may have contained a Misrepresentation or was, in any material respect, misleading or untrue or whether the Corporation has failed to make disclosure of a Material Change when required.
- c) The Disclosure Committee must report to the Audit Committee and to the Board at least quarterly as to the effectiveness of and compliance with this Policy.

G. Purchase and Sale of the Corporation's Securities

1. Trading Officer

For the purposes of this Policy, "Trading Officer" will mean the Chief Financial Officer.

2. Pre-approval of Trades

- a) Each Designated Insider and each Associate of a Designated Insider must obtain the approval of the Trading Officer before purchasing or selling any Securities of the Corporation or Related Financial Instruments.

- b) The Trading Officer must obtain the approval of the President and Chief Executive Officer before purchasing or selling any Securities of the Corporation or Related Financial Instruments.

3. Prohibitions on Trading the Corporation Securities

- a) No one subject to this Policy may purchase or sell Securities of the Corporation or Related Financial Instruments while they possess Undisclosed Material Information. Doing so would constitute a breach of this Policy and illegal Insider Trading.
- b) No one subject to this Policy may purchase or sell Securities of the Corporation or Related Financial Instruments during a Black-out Period.
- c) The prohibitions in a) and b) above apply to grants of options, restricted share units and deferred share units under the Corporation's equity-based compensation plans.

4. Exceptions

Despite paragraph 3.b) of this section, anyone subject to this Policy may purchase or sell Securities (or Related Financial Instruments) during a Black-out Period with the prior written consent of the Trading Officer. The Trading Officer will grant permission to purchase or sell during a Black-out Period only in exceptional circumstances. Exceptional circumstances may include the sale of Securities in the case of financial hardship or where the timing of the sale is important for tax planning purposes.

5. Other Issuers

Illegal Insider Trading in Securities of another public issuer and illegal Tipping of undisclosed material information relating to another issuer can bring the Corporation into disrepute. Accordingly, neither the Corporation nor anyone subject to this Policy who possesses Undisclosed Material Information relating to that other issuer may:

- a) purchase or sell Securities or related financial instruments of the other issuer while they possess the Undisclosed Material Information;
- b) engage in Tipping of the undisclosed material information relating to the other issuer; or
- c) recommend or encourage another person to purchase or sell Securities of the other issuer or transact in a Related Financial Instrument while they possess Undisclosed Material Information.

6. Speculation, Hedging and Short Sales

- a) No one subject to this Policy may purchase or sell Securities of the Corporation with the intention of reselling or repurchasing in a relatively short period of time in the expectation of a short-term rise or fall in the market price of the Securities of the Corporation. Speculating in Securities of the Corporation for short-term profit is distinguished from purchasing and selling Securities of the Corporation as part of a long-term investment program.
- b) No one subject to this Policy may, at any time, purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds, that are designed to or that may reasonably be expected to have the effect of hedging or offsetting a decrease in the market value of any Securities of the Corporation.

7. Insider Reports

- a) It is the personal responsibility of each Insider that is a Reporting Insider to comply with his, her or its obligation to report purchases and sales of Securities of the Corporation or Related Financial Instruments in accordance with applicable law.
- b) Each Insider that is a Reporting Insider must promptly inform the Trading Officer after a purchase or sale of Securities of the Corporation or Related Financial Instruments has been completed.

H. Avoiding Selective Disclosure

1. Shareholders' Meetings, News Conferences, Analysts' Conferences, Industry Conferences and Online Conferences

- a) Selective disclosure occurs when Undisclosed Material Information is communicated to particular persons such as analysts, institutional investors, investment dealers or other third parties, other than in the necessary course of the Corporation's business. ***No selective disclosure of Undisclosed Material Information, including Earnings Guidance, is permitted.***
- b) When participating in shareholders' meetings, news conferences, analysts' conferences, private meetings with analysts, industry conferences and online conferences and in any other circumstances where a Public Oral Statement may be made, the Corporation Spokespersons must take care to disclose only information that is not Material Information or that is Material Information that has previously been Generally Disclosed. For greater certainty, acceptable topics of discussion may, depending on the circumstances, include the Corporation's general prospects, the business environment, management's philosophy and long-term strategy.
- c) To protect against selective disclosure, the following procedures must be followed where practical:

- i. The Corporation Spokespersons who are participating in meetings or conferences of the nature referred to in paragraph b) above, should script their comments when considered appropriate and consider answers to anticipated questions in advance of the meeting or conference;
 - ii. scripts (if any) must be reviewed and approved by the Disclosure Committee (or by at least one member of the Disclosure Committee other than the member who has prepared the scripts or is proposing to make the statements contemplated for the scripts) before the meeting or conference and any Undisclosed Material Information that is contained in the scripts must be Generally Disclosed before the meetings or conferences or deleted from the scripts if it is premature for the information to be Generally Disclosed; and
 - iii. meeting and conference transcripts, records, minutes or presentation materials (as applicable) must be retained.
- d) The Disclosure Committee will be responsible for scheduling all conference calls with analysts, investors, shareholders and related groups and for the preparation and delivery of related communications to them. When access to conference calls with analysts is made available to the public, the public will be notified of the date, time and subject matter of the call, and the access telephone number or webcast access information by way of a News Release issued and posted on the Corporation website prior to each call/webcast.

2. Identifying and Rectifying Selective Disclosure

- a) Immediately after each shareholders' meeting, news conference, analysts' conference, private meeting with analysts, industry conference or online conference or following the making of any other Public Oral Statement, the Corporation's Spokespersons and other participants must review the disclosures made during the course of the meeting or conference or in the Public Oral Statement to determine if any Undisclosed Material Information was disclosed.
- b) If Undisclosed Material Information was disclosed, the Corporation must take immediate steps to ensure that the information is Generally Disclosed and must immediately report the circumstances to the Board.
- c) Pending the Material Information being Generally Disclosed, the Corporation must, promptly and using reasonable means, contact the parties to whom the information was disclosed and inform them:
 - i. that the relevant information is Undisclosed Material Information; and
 - ii. that they have a legal obligation to not disclose the information to others or to trade in Securities of the Corporation or Related Financial Instruments,

or the Securities or related financial instruments of any other issuer that is affected by the Material Information.

I. Forward-Looking Information

1. The Corporation's Practice Regarding Analysts' Reports

- a) When reviewing analysts' reports, the review should be limited to identifying factual information which has been Generally Disclosed that may affect an analyst's model and pointing out factual inaccuracies or omissions with respect to information that has been Generally Disclosed. Any comments (preferably made in writing) must include a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance should be expressed on the analysts' earnings models or earnings estimates and no attempt should be made to influence an analyst's opinion or conclusion.
- b) It is the policy of the Corporation to communicate or provide to analysts only information that is not Undisclosed Material Information and Material Information that has been Generally Disclosed.
- c) Analysts' reports must not be circulated to any third party; nor should they be posted on the Corporation's website.

2. The Corporation's Practice Regarding Earnings Guidance and Other Forward-Looking Information

- a) The Corporation may from time to time give Earnings Guidance or provide other Forward-Looking Information through voluntary disclosure if the cautionary language described in paragraphs c) and d) of this section accompanies the information.
- b) If Forward-Looking Information is proposed to be disclosed, whether in writing or orally:
 - i. the Disclosure Committee must be satisfied that there is a reasonable basis for drawing a conclusion or making any forecast or projection contained in the Forward-Looking Information;
 - ii. the Disclosure Committee must approve the disclosure of the Forward-Looking Information and if the Forward-Looking Information includes Earnings Guidance, the Audit Committee and the Board must also approve the disclosure of the Forward-Looking Information; and
 - iii. the Forward-Looking Information must be accompanied by a statement that the Corporation does not commit to update Forward-Looking Information except as required by applicable law. As a practical matter, if Forward-

Looking Information becomes misleading as a result of subsequent events, then the information that would correct that Forward-Looking Information may itself constitute Material Information that must be immediately disclosed. In addition, the Corporation may voluntarily choose to update Forward-Looking information so analysts and other interested parties may process it.

- c) If the Forward-Looking Information is contained in a Document, the Document must contain, proximate to the Forward-Looking Information:
 - i. reasonable cautionary language identifying the information as Forward-Looking Information;
 - ii. the material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the Forward-Looking Information;
 - iii. the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the Forward-Looking Information); and
 - iv. if the Forward-Looking Information includes Earnings Guidance, the Document shall be reviewed by legal counsel.

- d) If the Forward-Looking Information is contained in a Public Oral Statement, the person making the Public Oral Statement must be instructed to:
 - i. make a cautionary statement that his or her comments contain Forward-Looking Information;
 - ii. state that the actual results could differ materially from a conclusion, forecast or projection in the Forward-Looking Information;
 - iii. state that certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection reflected in the Forward-Looking Information; and
 - iv. identify a readily available Document (or portion of a readily available Document) where additional information can be found about the material factors that could cause actual results to differ materially from the conclusion, forecast or projection in the Forward-Looking Information, and the material factors or assumptions that were applied in drawing the conclusion or making a forecast or projection as reflected in the Forward-Looking Information and if the Forward-Looking Information includes Earnings Guidance, the Document shall have been reviewed by legal counsel.

J. Maintaining Confidentiality

1. Confidentiality

- a) Directors, consultants, officers and employees of the Corporation and its Affiliates must keep all Material Information about the Corporation confidential until it has been Generally Disclosed.

Disclosure of Undisclosed Material Information, other than in the necessary course of business, may constitute illegal Tipping under applicable securities law and may subject the individual making the disclosure to severe penalties, including possible jail term. Accordingly, directors, consultants, officers and employees of the Corporation and its Affiliates must assume that all information about the Corporation is confidential unless they are absolutely certain that the information has been Generally Disclosed or they have first consulted with a member of the Disclosure Committee and have been advised that the information has been Generally Disclosed.

- b) To prevent the inadvertent disclosure of Undisclosed Material Information, the following procedures must be followed:
- i. documents and files containing Undisclosed Material Information must be kept in a secure place with access restricted to those individuals for whom access is necessary in the course of business;
 - ii. access to electronic documents must be restricted through the use of passwords;
 - iii. code names must be used when it is prudent to do so;
 - iv. Undisclosed Material Information must not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, public transit, airplanes or taxis;
 - v. documents containing Undisclosed Material Information must not be read or displayed in public places and must not be discarded where others can retrieve them;
 - vi. directors, consultants, officers and employees of the Corporation and its Affiliates must ensure that they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
 - vii. transmission of documents containing Undisclosed Material Information by electronic means may only be made only where it is reasonable to believe that the transmission can be made and received securely; and

- viii. unnecessary copying of documents containing Undisclosed Material Information must be avoided and extra copies of documents must be promptly removed from meeting rooms and work areas at the conclusion of a meeting and must be destroyed.

2. Disclosure Permitted if Necessary in the Course of Business

- a) Undisclosed Material Information may be disclosed to those individuals who are subject to this Policy if it is in the necessary course of the Corporation's business. Communication of Undisclosed Material Information other than in the necessary course of business may be illegal Tipping, even if a confidentiality agreement has been entered into. Appendix C lists circumstances where securities regulatory authorities believe disclosure may be in the necessary course of business. Individuals should consult with a member of the Disclosure Committee to determine whether disclosure in a particular circumstance is in the necessary course of business.
- b) For greater certainty, disclosure of Undisclosed Material Information to credit rating agencies will generally be considered to be in the necessary course of business (any such disclosure must, however, be approved by a member of the Disclosure Committee), but disclosure to analysts, institutional investors, other market professionals and members of the press and other media is not considered to be in the necessary course of business.
- c) If Undisclosed Material Information is disclosed in the necessary course of business, the recipient should be advised that the information is Material Information that has not been Generally Disclosed. In appropriate circumstances, a confidentiality agreement should be entered into between the Corporation and the recipient.
- d) Where any Undisclosed Material Information communicated in the necessary course of business becomes publicly known on a selective basis, there are rumours in the market with respect to such information or there are reasonable grounds to believe that persons are purchasing or selling Securities of the Corporation or Related Financial Instruments with knowledge of such information, the Material Information must be promptly Generally Disclosed by News Release.

3. Confidentiality Agreements

When Undisclosed Material Information is disclosed to a third party in the necessary course of business, it is prudent for the Corporation to obtain, in appropriate circumstances, a written agreement from such third party that it will not divulge the information to anyone (other than to officers or other employees of the third party who need to know the information for the purposes for which the Undisclosed Material Information was communicated to them) without written authorization from the Corporation and that the third party understands the restrictions under applicable law not to purchase or sell Securities of the Corporation or Related Financial

Instruments, or Securities or related financial instruments of any other entity to which the information relates, until the transaction, development or event has been Generally Disclosed or has been abandoned.

4. Rumours

- a) When asked to comment on market rumours, Spokespersons must consistently respond by stating that "it is the Corporation's policy not to comment on market rumours or speculation." Inconsistent commenting on rumours may constitute selective disclosure.
- b) When requested by Market Surveillance or other regulators to make a clarifying statement, the Corporation should, if in the opinion of the Disclosure Committee it is appropriate to do so, promptly issue a News Release:
 - i. denying the rumour, if the rumour is false; or
 - ii. disclosing the relevant Material Information, if the rumour is correct in whole or in part.
- c) If Undisclosed Material Information has leaked or become known and appears to be affecting trading activity in the Corporation's Securities, immediate steps must be taken to Generally Disclose the information.

K. Electronic Communications

1. Website

- a) The Disclosure Committee is responsible for creating and maintaining an investor relations page on the Corporation's website. The purpose of the investor relations page is to improve investor access to corporate information. The Corporation's website must be maintained in accordance with the following requirements:
 - i. investor relations information must be placed on a separate page on the website and must not be commingled with any sales and marketing or promotional material regarding the Corporation;
 - ii. only information that is not Material Information, or that is Material Information that has been Generally Disclosed, may be placed on the investor relations page or the website;
 - iii. the following information must be posted on the investor relations page:
 - A. Material Information that has previously been Generally Disclosed;

- B. information that is not Material Information that is regularly given to analysts, institutional investors and other market professionals (such as fact sheets, fact books, slides of investor presentations, materials distributed at analyst and industry conferences); and
 - C. transcripts or web replays (to the extent any are created for this purpose) of shareholders' meetings, earnings conference calls, or presentations given by the Corporation at industry conferences or online conferences;
- iv. the investor relations page or the website should contain an email link to facilitate communication with investors;
 - v. all information posted to the investor relations page must indicate the date on which it was last reviewed and include a notice (or a link thereto) that advises the reader that the information may be superseded by subsequent disclosures;
 - vi. inaccurate information must be promptly removed from the investor relations page and a correction posted;
 - vii. information contained on the investor relations page must be archived when it is no longer current;
 - viii. a list of all (and not less than all) analysts known to follow the Corporation may be posted on the investor relations page, but analysts' reports and other information authored by third parties must not be posted on the investor relations page or the Corporation's website;
 - ix. all links from the investor relations page or the Corporation's website to external websites must be approved by the Disclosure Committee. The Corporation's website must contain a disclaimer advising readers that the Corporation is not responsible for external content/media that is embedded within the Corporation website or for content/media that is linked from the Corporation website; and
 - x. no links may be created from the investor relations page or the Corporation's website to chat rooms, newsgroups or bulletin boards.
- b) The following minimum retention periods must be observed for information on the investor relations page of the Corporation website:
- i. news releases must be retained for a period of one (1) year from the date of issue;
 - ii. quarterly financial statements must be retained for (2) two years;

- iii. annual financial statements must be retained for five (5) years; and
 - iv. other information must be retained while current.
- c) If the Corporation is considering a public distribution of its Securities, the content of the website must be reviewed with legal counsel before and during the offering to ensure compliance with Canadian and, if applicable, foreign securities laws.
 - d) Recent transactions involving the Corporation that do not constitute Material Information are also to be posted to the Corporation's website.

2. Internet Chat Rooms and Bulletin Boards

- a) Officers, directors and employees of the Corporation and its Subsidiaries must not discuss or post any information relating to the Corporation matters or trading in the Corporation Securities in Internet chat rooms, newsgroups or bulletin boards.
- b) Officers, directors and employees of the Corporation and its Subsidiaries should advise the Disclosure Committee if he or she becomes aware of any discussion of the Corporation information in a chat room, newsgroups or bulletin board.
- c) The requirements of paragraphs a) and b) of this section do not apply to officers, directors or employees of the Corporation positing information regarding non-Material Information about the Corporation on the Internet (including via social media).

APPENDIX A

DEFINITIONS

"**Affiliate**" of the Corporation means an entity that directly or indirectly Controls or is Controlled by the Corporation or an entity that is directly or indirectly Controlled by the same entity that Controls the Corporation and includes each Subsidiary of the Corporation.

"**Associate**" of a person or entity subject to this Policy means:

- a) an entity of which the person or entity beneficially owns, directly or indirectly, voting Securities carrying more than 10% of the voting rights attached to all voting Securities;
- b) any partner of the person or entity;
- c) any trust or estate in which the person or company has a substantial beneficial interest or in respect which a person or company serves as a trustee or in a similar capacity;
- d) the spouse or adult interdependent partners of the person; and
- e) any relative of the person or his or her adult interdependent partners referred to in d) who resides in the same home as the person.

"**Black-out Period**" means:

- a) each period (A) beginning three weeks prior to the date when earnings for a quarter or year are scheduled to be publicly disclosed by way of a News Release, and (B) ending after the financial results for that quarter or year have been Generally Disclosed; and
- b) any other period designated as such by the Disclosure Committee.

"**Commission**" means the Ontario Securities Commission.

"**Controlled**" for the purposes of the definition of "Subsidiary", an entity is considered to be controlled by the Corporation if:

- a) in the case of an entity that has directors, (i) the Corporation beneficially owns or exercises control or direction over voting Securities of the entity carrying more than 50% of the votes for the election of directors and (ii) the votes carried by the Securities entitle the Corporation to elect a majority of the directors of the entity;
- b) in the case of a partnership or other entity that does not have directors, other than a limited partnership, the Corporation beneficially owns or exercises control or direction over more than 50% of the voting interests in the partnership or other entity; or
- c) in the case of an entity that is a limited partnership, the Corporation is the general partner or controls the general partner within the meaning of paragraph a) or b).

"Core Document" means a prospectus, a take-over bid circular, an issuer bid circular, a directors' circular, a rights offering circular, MD&A, an annual information form, an information circular, annual and interim financial statements and material change reports.

"Designated Insider" includes, with respect to the Corporation, a person who is:

- a) a director or officer of the Corporation or any of its Subsidiaries;
- b) an employee of the Corporation or any of its Subsidiaries who holds the title of "Vice President" or a higher designation;
- c) any person or company who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the outstanding voting Securities of the Corporation or any of its Subsidiaries and any director or officer of such person or company; and
- d) any person who receives Material Undisclosed Information from a person who the recipient of such Material Undisclosed Information knows is a person listed in a) through c) above.

"Document" means any written communication, including a communication prepared and transmitted only in electronic form, by the Corporation disclosing information with respect to the business, operations, capital, financial performance or prospects of the Corporation and includes any communication:

- a) that is required to be filed with the Commission;
- b) that is filed with the Commission;
- c) that is filed or required to be filed with any stock exchange or quotation and trade reporting system; or
- d) the content of which would reasonably be expected to affect the market price or value of the Securities of the Corporation.

"Earnings Guidance" means information about expected revenues, net income or profit, earnings per unit, expenditure levels, and other financial information of the Corporation commonly referred to as earnings guidance.

"Expert" means a person or trust whose profession gives authority to a statement made by the person or trust in a professional capacity, including an accountant, an actuary, an appraiser, an auditor, an engineer, a financial analyst, and a lawyer.

"Forward-Looking Information" means Earnings Guidance and other disclosure about the Corporation regarding possible events, conditions or results of operations that is based on assumptions about future economic conditions and courses of action and includes future-oriented financial information with respect to prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection.

"Generally Disclosed" means the public disclosure of information in a manner reasonably intended to result in broad dissemination to the marketplace and the passage of sufficient time to permit adequate dissemination in the market and to give investors reasonable time to analyze the information, and to "Generally Disclose" means to disseminate information in that manner. For purposes of the preceding sentence, "sufficient time" will generally mean 24 hours, but may vary depending on factors such as the nature and complexity of the information disclosed, the manner of dissemination, how broadly the Corporation is followed by analysts and various other factors; for instance, in the case of quarterly and annual earnings releases it will generally mean the earlier of: (i) two Trading Days or (ii) three calendar days after the release.

"Insider" includes:

- a) directors and senior officers of the Corporation;
- b) directors and senior officers of the Corporation's Affiliates; and
- c) any person or company who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the outstanding voting Securities of the Corporation or any of its Subsidiaries and any director or senior officer of such person or company.

"Major Subsidiary" means a subsidiary of the Corporation if:

- a) the assets of the subsidiary, as included in the Corporation's most recent statement of financial position, are 30% or more of the consolidated assets of the Corporation reported on that balance sheet or statement of financial position, as the case may be; or
- b) the revenue of the subsidiary, as included in the Corporation's most recent annual audited or interim, a statement of comprehensive income, is 30% or more of the consolidated revenue of the Corporation reported on that statement.

"Market Surveillance" means the Market Surveillance division of Market Regulation Services Inc.

"Material Change" means a change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of any of the Securities of the Corporation and includes a decision by the Board or by senior management (where management believes that Board confirmation of the decision is probable) to implement such a change.

"Material Fact" means any fact that would reasonably be expected to have a significant effect on the market price or value of any of the Securities of the Corporation.

"Material Information" means Material Changes and Material Facts.

"MD&A" means management's discussion and analysis of financial condition and results of operations prepared in accordance with applicable securities law.

"Misrepresentation" means an untrue statement of Material Fact or an omission to state a Material Fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

"News Release" means a news release that is to be or has been Generally Disclosed.

"Non-Core Document" means a Document other than a Core Document.

"Public Oral Statement" means an oral statement relating to the business or affairs of the Corporation, that is made by or on behalf of the Corporation in circumstances in which a reasonable person would believe that information will be disclosed to the public.

"Related Financial Instrument" means:

- a) an instrument, agreement or security where the value, market price or payment obligations are derived from, referenced to or based on the value, market price or payment obligations of a Security of the Corporation; and
- b) any other instrument, agreement or understanding that affects, directly or indirectly:
 - i. a person's economic interest in a Security of the Corporation; or
 - ii. economic exposure to the Corporation, or another reporting issuer.

"Reporting Insider" means an Insider of the Corporation if the Insider is:

- a) the Chief Executive Officer, Chief Financial Officer or Chief Operating Officer of the Corporation, of a Significant Shareholder of the Corporation or of a Major Subsidiary of the Corporation;
- b) a director of the Corporation, of a Significant Shareholder of the Corporation or of a Major Subsidiary of the Corporation;
- c) a person or company responsible for a principal business unit, division or function of the Corporation;
- d) a Significant Shareholder;
- e) a Significant Shareholder based on post-conversion beneficial ownership of the Corporation's Securities and the Chief Executive Officer, Chief Financial Officer or Chief Operating Officer and every director of the Significant Shareholder based on post-conversion beneficial ownership (a person or company is considered to have, as of a given date, post-conversion beneficial ownership of a Security, including an unissued Security, if the person or company is the beneficial owner of a Security convertible into the Security within 60 days following that date or has a right or obligation permitting or requiring the person or company, whether or not on conditions, to acquire beneficial ownership of the

Security within 60 days, by a single transaction or a series of linked transactions);

- f) a management company that provides significant management or administrative services to the Corporation or a Major Subsidiary of the Corporation, every director of the management company, every Chief Executive Officer, Chief Financial Officer or Chief Operating Officer of the management company, and every Significant Shareholder of the management company;
- g) an individual performing functions similar to the functions performed by any of the Insiders described in paragraphs a) to f);
- h) the Corporation itself, if it has purchased, redeemed or otherwise acquired a Security of its own issue, for so long as it continues to hold that Security; or
- i) any other Insider that:
 - i. in the ordinary course receives or has access to information as to Material Facts or Material Changes concerning the Corporation before the Material Facts or Material Changes are Generally Disclosed; and
 - ii. directly or indirectly exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of the Corporation, but does not include a director or officer of a Significant Shareholder, or a director or officer of a subsidiary of a Significant Shareholder, in respect of Securities of the Corporation or a Related Financial Instrument involving a Security of the Corporation if the director or officer;

but does not include a director or officer of a Significant Shareholder, or a director or officer of a subsidiary of a Significant Shareholder, in respect of Securities of the Corporation or a Related Financial Instrument involving a Security of the Corporation if the director or officer: (x) does not in the ordinary course receive or have access to information as to Material Facts or Material Changes concerning the Corporation before the Material Facts or Material Changes are Generally Disclosed; and (y) is not a Reporting Insider of the Corporation in any capacity other than as a director or officer of the Significant Shareholder or a subsidiary of the Significant Shareholder.

"Security" or **"Securities"** means a security or securities as defined under applicable securities law (including units, options, warrants, rights and other instruments and interests).

"Significant Shareholder" means a person or company that has beneficial ownership of, or control or direction over, whether direct or indirect, or a combination of beneficial ownership of, and control or direction over, whether direct or indirect, Securities of the Corporation carrying more than 10% of the voting rights attached to all the Corporation's outstanding voting Securities, excluding, for the purpose of the calculation of the percentage held, any Securities held by the person or company as underwriter in the course of a distribution (a person or company is a Significant Shareholder based on post-conversion beneficial ownership if the person or company is

not a Significant Shareholder but the person or company has beneficial ownership of, post-conversion beneficial ownership of, control or direction over, whether direct or indirect, or any combination of beneficial ownership of, post-conversion beneficial ownership of, or control or direction over, whether direct or indirect, securities of the Corporation carrying more than 10% of the voting rights attached to all the Corporation's outstanding voting Securities, calculated as follows: (i) the Corporation's outstanding voting Securities include Securities in respect of which a person or company has post-conversion beneficial ownership, and (ii) a person or company may exclude any Securities held by the person or company as underwriter in the course of a distribution).

"Special Relationship" includes, with respect to the Corporation, a person who is:

- a) a director, officer or employee of the Corporation or any of its Affiliates;
- b) any person or company that is engaging in or proposes to engage in any business or professional activity with or on behalf of the Corporation and any director, officer or employee of such person or company;
- c) any person or company who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the outstanding voting Securities of the Corporation or any of its Affiliates and any director, officer or employee of such person or company; and

any person who receives Material Undisclosed Information from a person who the recipient of such Undisclosed Material Information knows is a person listed in a) through c) above.

"Subsidiary" means a person or company is considered to be the subsidiary of another person or company if it is Controlled by: (i) that other; (ii) that other and one or more persons or companies, each of which is controlled by that other; (iii) two or more persons or companies, each of which is Controlled by that other; or (iv) a Subsidiary of a person or company that is that other's Subsidiary.

"Trading Day" means a complete trading session (from market open to market close) on a day on which the TSXV is open for trading and on which the trading in the Corporation's Securities is not halted or suspended.

"TSXV" means the TSX Venture Exchange.

"Undisclosed Material Information" means Material Information that has not been Generally Disclosed.

APPENDIX B

EXAMPLES OF INFORMATION THAT MAY BE MATERIAL

(Based on National Policy 51-201 and applicable stock exchange policies)

Changes in corporate structure

- changes in share ownership that may affect control of the Corporation
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in capital structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in the Corporation's dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to the rights of security holders

Changes in financial results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any period
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the Corporation's assets
- any material change in the Corporation's accounting policies

Changes in business and operations

- any development that affects the Corporation's assets, products or markets

- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- entering into or loss of significant contracts
- changes to the Board or executive management, including the departure of the Corporation's Chief Executive Officer, Chief Financial Officer or Chief Operating Officer
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for directors, consultants, officers and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the Corporation's Securities or their movement from one quotation system or exchange to another

Acquisitions and dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other entities, including a take-over bid for, or merger with, another company

Changes in credit arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Corporation's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements
- changes in ownership that may affect control of the Corporation
- changes in the Corporation's corporate structure, such as reorganizations, amalgamations, etc.
- take-over bids or issuer bids

- major acquisitions or dispositions
- changes in capital structure
- borrowing of a significant amount of funds
- public or private sale of additional securities
- entering into or loss of significant contracts
- firm evidence of significant increases or decreases in near-term earnings prospects
- changes in capital investment plans or corporate objectives
- significant changes in management
- significant litigation
- major labour disputes or disputes with major contractors or suppliers
- events of default under financing or other arrangements
- any other developments relating to the business and affairs of the Corporation that would reasonably be expected to significantly affect the market price or value of any of the Corporation's Securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions

APPENDIX C

EXAMPLES OF DISCLOSURES THAT MAY BE NECESSARY IN THE COURSE OF BUSINESS

(Based on National Policy 51-201)

The necessary course of business exception to the Tipping prohibition would generally cover communications with:

- vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts
- directors, consultants, officers and employees
- lenders, including under operating lines and mortgages
- legal counsel, auditors, underwriters, and financial and other professional advisors to the Corporation or its Subsidiaries
- parties to negotiations
- government agencies and non-governmental regulators
- credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available)
- communications with placees in a private placement, in certain circumstances
- communications with controlling shareholders, in certain circumstances