



Insider Trading

Overview

This Policy provides guidelines for employees, consultants, officers and directors of the Company and its subsidiaries with respect to transactions in Company shares or other securities.

Document Owner:	Finance
Practice Applies to:	Everyone
Process Responsibility:	Individuals
Final Accountability:	Individuals

Application of Policy

This Policy applies to all transactions in the Company's securities, including shares, options for shares, convertible debentures and any other securities the Company may issue from time to time. This Policy applies to all employees, officers and directors of, and consultants and contractors to, the Company who receive or have access to Material Non-Public Information (as defined below). This group of people, members of their immediate families, and members of their households are sometimes referred to in this Policy as "**insiders**". This Policy also applies to any person who receives Material Non-Public Information from any insider.

Any person who possesses Material Non-Public Information on the Company is an insider for so long as the information has not been publicly disclosed. Any employee can be an insider from time to time, and would at those times be subject to this Policy.

General Policy

The Company prohibits the unauthorized disclosure of any Non-Public Information acquired in the workplace, and also any securities trading activities by people in possession of Material Non-Public Information.

Specific Policies

(a) Trading on Material Non-Public Information

No director, officer or employee of, or consultant or contractor to, the Company and any member of their immediate family or household shall directly or indirectly engage in any transaction involving a purchase or sale of the Company's securities, during any period commencing with the date that he or she possesses Material Non-Public Information on the Company and ending at the close of business on the next trading day following public disclosure of that information. "**Trading day**" shall mean a day on which The TSX Venture Exchange is open for trading.

(b) Tipping



Insider Trading

No insider shall disclose ("**tip**") Material Non-Public Information to any other person (including family members) where such information may be used by such person to his or her benefit by trading in the securities of companies to which such information relates, nor shall such insider or related person make recommendations or express opinions on the basis of Material Non-Public Information as to trading in securities of the Company or other companies.

(c) Confidentiality of Non-Public Information.

Disclosure of Non-Public Information about the Company is prohibited.

Potential Criminal and Civil Liability and / or Disciplinary Action

(a) Liability for Insider Trading

Insiders may be subject to penalties of up to the greater of (a) \$5 million and (b) triple any profit earned and imprisonment for engaging in transactions in the Company's securities at a time when they have knowledge of Non-Public Information about the Company.

(b) Liability for Tipping

Insiders may also be liable for improper transactions by any person (commonly referred to as a "**tippee**") to whom they have disclosed Non-Public Information on the Company or to whom they have made recommendations or expressed opinions on the basis of such information. The various provincial securities commissions have imposed large penalties even when the disclosing person did not profit from the trading. The various provincial commissions and the stock exchanges use sophisticated electronic surveillance techniques to detect insider trading.

(c) Possible Disciplinary Actions

Employees who violate this Policy will be subject to disciplinary action by the Company, which may include restrictions on future participation in equity incentive plans or termination of employment.

Guidelines

(a) Blackout Periods for Officers, Directors and Employees

The period beginning at the end of each quarter and ending one trading day following the date of public disclosure of the financial results for that quarter (a "**Blackout Period**") is particularly sensitive, as officers, Directors and certain employees will often possess Material Non-Public Information about the expected financial results for the quarter.

Accordingly, to ensure compliance with this policy and applicable securities laws, all Directors, officers and employees having access to internal financial statements or other Material Non-Public Information shall refrain from undertaking transactions involving the purchase or sale of the Company's securities during Blackout Periods.



Insider Trading

From time to time, the Company may also recommend that directors, officers, selected employees and consultants and others suspend trading activities because of the existence of Material Non-Public Information. In such event, those people are advised not to engage in any purchase or sale of the Company's securities, and should not disclose to others the facts giving rise to or the imposition of such suspension of trading.

Even outside Blackout Periods, any person possessing Material Non-Public Information on the Company should not engage in any transactions in its securities until such information has been known publicly for at least one trading day. All directors, officers, employees and other persons are expected to use their judgement in interpreting this policy, and to err on the side of caution at all times.

(b) Pre-Clearance of Trades

Before initiating any trade in the Company's securities, each employee, officer and director should contact the Chief Financial Officer.

(c) Short-Swing Trades

The Company recommends that, other than in the course of exercising an option, Insiders do not buy and sell its securities within the same six month period.

(d) Short Sales

Insiders are not permitted to sell "short" or purchase a "call option" on any of the Company's securities or purchase a "put option" where they do not own the underlying security.

Applicability of policy to inside information regarding other companies

This Policy and the guidelines described herein also apply to Material Non-Public Information relating to other companies, including joint venture partners, customers, vendors and suppliers of the Company (the "**Business Partners**"), when that information is obtained in the course of employment with, or providing services on behalf of, the Company. For the purposes of this Policy, information about Business Partners should be treated in the same way as information related directly to the Company.

Definition of Material Non-Public Information

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of the Company's securities.

Examples of such information include:

- a) financial results;
- b) projections of future earnings or losses;
- c) news of a pending or proposed merger, joint venture or acquisition;



Insider Trading

- d) news of a disposal of significant assets or a subsidiary;
- e) impending bankruptcy or financial liquidity problems;
- f) changes in dividend or distribution policy;
- g) significant work stoppages or other events affecting production;
- h) significant pricing changes or agreements that may affect pricing ;
- i) unit splits;
- j) new equity or debt financings;
- k) significant litigation exposure due to actual or threatened litigation; and
- l) changes in senior management.

Either positive or negative information may be material.

Non-Public Information is information that has not been previously disclosed to the general public and is otherwise not available to the general public.

Additional Information

Related Documents

If you have questions, comments or suggestions regarding this document, contact the CFO.