

Section 14 - Insider Trading Policy

(as adopted by the Board of Directors of the Corporation on
January 14, 2009)

1. Introduction

The Corporation encourages all employees, officers and directors to become shareholders of the Corporation on a long-term investment basis. These individuals will, from time to time become aware of corporate developments or plans or other information that may affect the value of the Corporation's securities before these developments, plans or information are made public. Trading securities of the Corporation while in possession of such information before it is generally disclosed, disclosing such information to third parties before it is generally disclosed (known as "tipping") or trading securities in other prohibited ways, may expose an individual to criminal prosecution or civil lawsuits. Such action will also result in a lack of confidence in the market for the Corporation's shares, harming the Corporation, the Corporation's shareholders and the Corporation's employees. Accordingly, the Corporation has established this Policy to assist its employees, consultants, officers and directors in complying with: prohibitions against insider trading; prohibitions against tipping; and other trading prohibitions.

The procedures and restrictions set forth in this Policy with respect to the trading of securities by the Corporation Personnel (as defined below) present only a general framework within which the Corporation Personnel may purchase and sell securities without violating applicable securities laws. The Corporation Personnel have the ultimate responsibility for complying with applicable securities laws and should obtain additional guidance, including independent legal advice, as circumstances dictate appropriate.

The Corporation's Board of Directors will designate one or more individuals from time to time as Insider Trading Policy Administrators for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrator is the **Chief Executive Officer** of the Corporation. This Policy will be reviewed periodically by the Board of Directors.

2. Application

For the purpose of this Policy the following persons are deemed to be "the Corporation Personnel" all of whom are required to observe and comply with this policy:

- all directors, officers and employees of, and any person retained by or engaged in business with, the Corporation or any of the Corporation's subsidiaries;

- any other person retained by or engaged in business or professional activity with or on behalf of the Corporation or any of the Corporation's subsidiaries (such as a consultant, independent contractor or adviser);
- any family member or other person living in the household or a dependent child of any of the foregoing individuals; and
- partnerships, trusts, corporations, R.R.S.P.'s and similar entities over which any of the above-mentioned individuals exercise control or direction.

For the purpose of this Policy, all references to trading in securities of the Corporation is deemed to include (i) the exercise of stock options granted under the Corporation's stock option plan and (ii) initiating any derivatives-based or other transaction or arrangement that is required to be reported by an Insider in accordance with Multilateral Instrument 55-103 – *Insider Reporting for Certain Derivative Transactions (Equity Monetization)* ("MI 55-103").

3. Inside Information

"Inside Information" 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 the securities of the Corporation (which includes any decision to implement such a change by the Board of Directors or by senior management who believe that confirmation of the decision by the Board of Directors is probable);
- a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Corporation; or
- any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Corporation,

in each case, which has not been generally disclosed.

Examples of information that may constitute Inside Information are set out in Schedule A attached hereto. It is the responsibility of any Corporation Personnel contemplating a trade in securities of the Corporation to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with the Insider Trading Policy Administrator, and/or obtain independent legal advice, as appropriate.

4. Prohibition Against Trading on Inside Information

Corporation Personnel must not purchase, sell or otherwise trade securities of the Corporation with the knowledge of Inside Information until:

- 4.1 48 hours have passed (excluding weekends) after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities; or
- 4.2 the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned and the Corporation Personnel are so advised by the Insider Trading Policy Administrator or such abandonment has been generally disclosed).

5. No Speculating, Short-Selling, Puts and Calls

Trading in securities of the Corporation by Corporation Personnel with access to Inside Information may give rise to actual or perceived contraventions of applicable securities laws and/or inappropriate conflicts of interest. To assist Corporation Personnel in undertaking trades of securities that do not result in such contraventions or conflicts, Corporation Personnel are prohibited from, directly or indirectly, undertaking any of the following activity:

- 5.1 speculating in securities of the Corporation, which may include buying with the intention of quickly reselling such securities, or selling securities of the Corporation with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Corporation's stock option plan or any of the Corporation's other benefit plans or arrangements);
- 5.2 short selling a security of the Corporation or any other arrangement that results in a gain only if the value of the Corporation's securities declines in the future;
- 5.3 selling a "call option" giving the holder an option to purchase securities of the Corporation; and
- 5.4 buying a "put option" giving the holder an option to sell securities of the Corporation.

6. Restrictions on Trading of the Corporation Securities

6.1 The Corporation's Black-Out Policy

The Corporation has a separate policy in place relating to periods during which the Corporation Personnel are not permitted to make trades in securities of the Corporation (the "Black-Out Policy"). The Corporation Personnel are reminded that the Corporation's Black-Out Policy provides additional guidance to the Corporation Personnel on times at which trades in securities of the Corporation are not permitted. As such, reference should be made to the Corporation's Black-Out Policy as well as this Policy and all applicable securities laws when the Corporation Personnel are trading securities of the Corporation.

7. Prohibition Against Tipping

Corporation Personnel are prohibited from communicating Inside Information to others other than in the necessary course of business. If any Corporation Personnel has any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information is required in the necessary course of business, the individual is required to contact the Insider Trading Policy Administrator. Inside Information is to be kept strictly confidential by all Corporation Personnel until after it has been generally disclosed.

8. Securities of Other Companies

In the course of the Corporation's business, Corporation Personnel may obtain information about another publicly traded company that has not been generally disclosed. Securities laws generally prohibit trading in securities of that company while in possession of such information or communicating such information to another person. The restrictions set out in this Policy apply to all Corporation Personnel with respect to both trading in the securities of another company while in possession of such information, and communicating such information.

9. Reporting Requirements

The directors and officers of the Corporation and its subsidiaries are "Insiders" under applicable securities laws. If you are uncertain as to whether you are an Insider, you must contact the Insider Trading Policy Administrator. Insiders are required to file reports with Canadian provincial securities regulators pursuant to the electronic filing system known as SEDI of any direct or indirect beneficial ownership of, or control or direction over, securities of the Corporation and of any change in such ownership, control or direction. In addition, pursuant to this Insider Trading Policy, such Insiders are required to report trades and transactions in accordance with MI 55-104. It is the responsibility of each Insider to comply with these reporting requirements, and Insiders are required to provide the Insider Trading Policy Administrator with a copy of any insider report completed by the Insider concurrent with or in advance of its filing. The Corporation will assist any Insider in the preparation and filing of insider reports upon request.

10. Penalties and Civil Liability

The applicable securities laws that impose trading and tipping prohibitions also impose substantial penalties and civil liability for any breach of those prohibitions. The following is a brief summary of some of the maximum fines and penalties under the *Securities Act* (British Columbia):

- 10.1 Criminal fines of up to \$1,000,000 and three times the profit made or loss avoided.
- 10.2 Prison sentence of up to three years.
- 10.3 Civil liability of up to three times the profit made or loss avoided by reason of the contravention.

Where a company is found to have committed an offence, the directors, officers and/or supervisory personnel of that company may be subject to the same or additional penalties.

11. Enforcement

All directors, officers, employees and consultants of the Corporation and its subsidiaries will be provided with a copy of this Policy. It is a condition of their appointment or employment that each of these individuals at all times abide by the standards, requirements and procedures set out in this Policy unless a written authorization to proceed otherwise is received from the Insider Trading Policy Administrator. Any such individual who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with the Corporation without notice. The violation of this Policy may also violate certain securities laws. The Corporation assumes no liability on behalf of any member of Corporation Personnel of any kind whatsoever should the individual fail to comply with this Policy and incur liability or suffer damages.

I, _____, acknowledge having read and understood this Insider Trading Policy and agree to comply with it at all times.

Signature

Date

SCHEDULE A

Common Examples of Inside Information

- (1) Proposed changes in capital structure including stock splits and stock dividends.
- (2) Proposed or pending financings.
- (3) Material increases or decreases in the amount outstanding of securities or indebtedness.
- (4) Proposed changes in corporate structure including amalgamations and reorganizations.
- (5) Proposed acquisitions of other companies including take-over bids or material acquisitions or dispositions of assets.
- (6) Material changes or developments in products or contracts which would materially affect earnings upwards or downwards.
- (7) Material changes in the business of the Corporation.
- (8) Changes in senior management or control of the Corporation.
- (9) Bankruptcy or receivership.
- (10) Changes in the Corporation's auditors.
- (11) The financial condition and results of operations of the Corporation.
- (12) Indicated changes in revenues or earnings upwards or downwards of more than recent average size.
- (13) Material legal proceedings.
- (14) Defaults in material obligations.
- (15) The results of the submission of matters to a vote of securityholders.
- (16) Transactions with directors, officers or principal securityholders.
- (17) The granting of options or payment of other compensation to directors or officers.

The foregoing examples are not exhaustive.