



CORPORATE DISCLOSURE AND TRADING POLICY
OF
FORACO INTERNATIONAL SA

As approved by the Board of
Directors on February 29, 2016

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I. OBJECTIVES AND SCOPE

1.1 Objectives

Foraco International SA (the “Company”) is committed to best practices in making timely and accurate disclosure of all *material information* and providing fair and equal access to *material information*.

The purpose of this policy is to identify the legal and ethical obligations related to the proper and effective disclosure of corporate information and the trading of securities with that information. The Company’s reputation for integrity, its shareholders, the market generally and securities regulators all require the Company and its directors, officers, employees and consultants, as well as anyone in a “*special relationship*” with the Company and “tippees” thereof, to provide appropriate disclosure of material information when it is proper to do so, and to prevent unjust benefit from using such information.

It is the Company’s goal to raise awareness among the board of directors, management, employees and consultants of the need for a commitment to the timely, factual, accurate and broad dissemination of material information, in accordance with all applicable legal and regulatory requirements to enable orderly behaviour in the market, and of the need for a commitment to trade (including the grant or exercise of stock options and warrants as well as buying and selling the Company’s shares or other securities) only when proper to do so.

Trading any securities while there is material, non-public information relating to the Company may, under Canadian and U.S. securities laws, result in liability for the Company and for the individual involved.

This policy explains the Company’s disclosure and trading policies and practices. Italicized words used in this policy (including the Appendices) have the meanings set out in **Appendix A – Glossary**.

1.2 Scope

This policy applies to:

- all *directors, officers*, employees and consultants of the Company and/or its *affiliates*,
- those *associated* with them, including their household members, trading accounts, holding companies and investment companies,
- all authorized spokespersons of the Company, and

Restrictions on trading and communicating non-public material information under applicable law applies to anyone in a “*special relationship*” (as defined by the Securities Act (Ontario) and in the other jurisdictions where the Company is a reporting issuer) with the Company (including spouses, relatives, holding companies and “tippees” thereof).

This policy applies to all oral and written statements, including statements made in:

- documents filed with securities regulators and stock exchanges,
- communications to shareholders,
- press releases,
- interviews with securities professionals (including analysts), institutional or other investors and the media,
- speeches, press conferences and management presentations, and
- information posted on the Company's website or other online networks, electronic mail (e-mail) and other electronic communications.

II. DISCLOSURE COMMITTEE AND AUTHORIZED SPOKESPERSONS

2.1 Disclosure Committee

The Company has established a Disclosure Committee (hereinafter referred to as the "Disclosure Committee") to oversee the implementation of this policy and to monitor its effectiveness. The members of the Disclosure Committee are: Chief Executive Officer ("CEO"), Vice-Chief Executive Officer ("Vice-CEO") and Senior Vice-President North America. The Disclosure Committee and Corporate Communication Officer must be kept informed of all significant Company developments. All *insiders* with knowledge of *material information* that has not been disclosed must notify the CEO and the Vice-CEO (or another member of the Disclosure Committee). The Disclosure Committee decides if information is material, and if so, will institute a *Blackout Period* (See **Section 5.4 – Trading Blackout Periods**), if appropriate, and determine when the *material information* should be disclosed. It may also decide to keep *material information* confidential in restricted circumstances. See **Section 3.3 – Confidential Material Information**.

2.2 Authorized Spokespersons

It is important for the Company to monitor and control information conveyed to the public. Accordingly, only the following persons may discuss *material information* with securities professionals (including analysts), institutional or other investors and the media: CEO and Vice-CEO, Corporate Communication Officer and any other *director or officer* of the Company from time to time designated by any of the foregoing persons to respond to, or assist in responding to, specific enquiries as necessary or appropriate. These individuals will be briefed on appropriate responses to market rumours and leading questions. See **Part VIII – Guidelines for Authorized Spokespersons**.

Directors, officers, employees and consultants who are not authorized spokespersons must not respond to inquiries from securities professionals (including analysts), institutional or other investors or the media, personally, over the telephone, by e-mail, other online method, or otherwise. Any inquiries must be referred immediately to the CEO and/or the Vice-CEO.

III. GENERAL PRINCIPLES REGARDING MATERIAL INFORMATION

3.1 Material Information will be Generally Disclosed by Press Release

The Company must promptly disclose all *material information* under securities laws and stock exchanges rules by issuing and filing a press release which should be done in a manner designed to obtain the widest possible public dissemination. The only exception is in restricted circumstances when the Disclosure Committee determines that public disclosure should be delayed for a period of time for reasons of corporate confidentiality. See **Section 3.3 – Confidential Material Information.**

Prior to releasing any news release containing significant material information about the Company or a material change, the Company should notify the Market Surveillance Division of Market Regulation Services Inc.

3.2 Material Information Defined

Material information is any information relating to the business and affairs of a company that:

- results in or would reasonably be expected to result in a significant change in the market price or value of any of the Company's securities including, but not limited to (i) the Company's property, business, financial conditions and prospects; (ii) mergers or acquisitions; and (iii) dealings with employees, suppliers, customers or others, or
- would reasonably be expected to have a significant influence on a reasonable investor's investment decisions or a reasonable investor would consider important in making an investment decision with respect to the Company's securities.

Material information includes both *material facts* and *material changes*.

A *material fact* is a fact that would reasonably be expected to have a significant effect on the market price or value of the Company's securities.

A *material change* is a change in the business, operations or capital of a company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company, and includes a decision to implement such a change made by the board of directors or senior management who believe that confirmation of the decision by the board of directors is probable.

Examples of events or developments that may constitute *material information* are listed in **Appendix B – Examples of Potentially Material Information**. **The list is not exhaustive. The Disclosure Committee will exercise its own judgment in making materiality determinations regarding the Company.**

3.3 Confidential Material Information

The Disclosure Committee may delay public disclosure of *material information* if it determines that immediate release would be unduly detrimental to the Company's interests (for example, if it would prejudice negotiations in a corporate transaction). These circumstances should be rare and, given the implications and required follow up disclosure, should be discussed with counsel. In the circumstances where a decision, with counsel advice, has been made to delay public disclosure:

- Confidential Material Change Reports - The Disclosure Committee will cause the Company to file a confidential material change report with securities regulators, explaining the reasons why the report must be kept confidential. The Disclosure Committee will review its decision to delay the disclosure and dissemination of non-public, material information every 10 days¹.
- Complete Confidentiality Maintained - All *persons* with knowledge of confidential information must maintain complete confidentiality and must not disclose the information to any other *person*, except in the necessary course of business. See **Section 4.3 – Necessary Course of Business**.
- Trading Activity Monitored - Market activity in the Company's securities will be closely monitored by the CEO, Vice-CEO for any potential misuse of confidential *material information*². See **Part V – Restrictions on Trading and “Tipping”; Trading Blackout Periods; Insider Reports**.
- Disclosure - As soon as the basis for confidentiality ceases to exist, or information is inadvertently disclosed or is leaked, or otherwise becomes publicly known, the confidential *material information* will be generally disclosed immediately by press release in a manner designed to obtain the widest level of public dissemination. See **Section 3.7 – Situations Requiring Disclosure**.

3.4 Material Information at Proposal Stage

The Disclosure Committee may determine that a new development should be disclosed at the proposal stage, or before an event actually occurs, if it gives rise to *material information* at that stage. In these circumstances:

- Timing of Announcement - The intention to proceed with the material transaction or activity will be announced when a decision has been made to proceed with it by the board of directors, or by senior management with the expectation of the concurrence of the board of directors³.

¹ Confidential material change reports must be renewed every 10 days in some jurisdictions to maintain confidentiality.

² The Company may also ask the Market Surveillance Division of Market Regulation Services Inc., on behalf of the Toronto Stock Exchange, to place the Company's securities on “stock watch” to monitor trading activity.

³ In situations where a *material change* consists of a decision to implement a change made by the Company's senior management, who believe that confirmation by the board of directors is probable, the

- Updates - Updates will be announced at least every 30 days, unless the original announcement indicates that an update will be disclosed on another indicated date.
- Material Changes - Prompt disclosure will be made of any *material changes* to the proposed transaction, or to the previously disclosed information.

3.5 No Selective Disclosure

The Company will not make disclosure of *material information* to selected individuals (such as securities professionals (including analysts), institutional or other investors and the media) if it has not been generally disclosed. If non-public *material information* is inadvertently disclosed or is leaked, other than disclosures in the necessary course of business, the *material information* will be generally disclosed immediately by press release in a manner designed to obtain the widest level of public dissemination. See **Section 3.7 – Situations Requiring Disclosure and Section 4.3 – Necessary Course of Business.**

3.6 Disclosure Must Be Factual, Balanced and Consistent

The substance and importance of the *material information* being disclosed must be clear, factual and balanced. Unnecessary details, exaggerations and promotional commentary is to be avoided. Disclosure is to include any information the omission of which would make the rest of the disclosure misleading (half-truths are misleading). Disclosures should avoid overly promotional language regarding the Company that exceeds the level necessary to enable an investor to make an informed investment decision. Unfavourable *material information* is to be disclosed as promptly and completely as favourable information. Disclosure is to be consistent among all audiences, including securities professionals such as analysts, institutional or other investors and the media.

3.7 Situations Requiring Disclosure

Material information about the Company is to be generally disclosed immediately by press release in a manner designed to obtain the widest level of public dissemination in any of the circumstances described below. This may include contacting the Market Surveillance Division of Market Regulation Services Inc., on behalf of the Toronto Stock Exchange, and requesting a trading halt, if appropriate, pending the issuance of the press release. Pending the issuance of the press release, the Company should also take steps to inform those parties to whom non-public *material information* has been disclosed that the information is material, non-public and must be kept confidential.

The Company must disclose in the following circumstances:

Company may delay issuing a press release and file a confidential material change report (see **Section 3.3 – Confidential Material Information**) until the decision is approved by the board of directors.

- Inadvertent Disclosure - If the Company becomes aware, or has reasonable grounds to believe, that confidential *material information*, or rumours about it, has been inadvertently disclosed to selected individuals, or leaked.
- Misuse of Material Information - If the Company becomes aware, or has reasonable grounds to believe, that someone is trading the Company's securities with knowledge of confidential *material information*, or rumours about it (for example, if there is unusual trading activity in the Company's securities).
- Errors in Previous Disclosure - If the Company learns that previous disclosure contained a material error at the time it was given, and the correction constitutes *material information*.
- Receipt of Delisting Notice – If the Company receives a written notice indicating that the exchange on which its securities are listed as a result of non-compliance with continued listing standards.
- Receipt of an Audit Opinion Containing a Going Concern Qualification – If the Company receives an Audit Opinion letter with a going concern qualification.
- Receipt of Non-Compliance – If the Company should receive any written notice indicating that the exchange on which its securities are listed has determined that the Company is in non-compliance and/or has failed to satisfy one or more of the continued listing requirements mandated by the exchange on which the Company's securities are listed.

IV. MAINTAINING CONFIDENTIALITY

4.1 Undisclosed Material Information Must Be Kept Confidential

All *material information* about the Company and its *affiliates* that has not been generally disclosed by press release must be kept strictly confidential in accordance with this policy.

It is often difficult to tell whether information is *material information*, or when a development (such as a proposed transaction) will mature into *material information*. **Accordingly, all non-public information relating to the Company and its *affiliates* must be treated as confidential *material information*.**

4.2 Material Information About Other Companies

From time to time, the Company may be involved in transactions or proposed transactions with another company that may result in *directors, officers, employees or consultants* of the Company having confidential information about that other company. **This information must be treated as confidential information in accordance with this policy, as if it were confidential information about the Company.** No one may trade in securities of the other company with knowledge of confidential information about the other company.

See **Part V – Restrictions on Trading and “Tipping”; Trading Blackout Periods; Insider Reports.**

4.3 Necessary Course of Business

Non-public, *material information* may be disclosed to selected individuals if doing so is in the necessary course of business and on a strict need-to-know basis and with prior approval of the Disclosure Committee. The individual receiving the non-public *material information* must be advised that:

- the information is confidential and may not be disclosed to anyone else, other than in the necessary course of business (and then only with appropriate Company approvals), and
- they cannot trade, or assist others to trade, in the Company’s securities until the confidential information is generally disclosed and an appropriate amount of time has passed to permit thorough dissemination and evaluation of the information.

In appropriate circumstances, an outside party receiving confidential information in the necessary course of business may be required to sign a confidentiality agreement.

Examples of communications in the necessary course of business are set out in **Appendix C – Communications in the Necessary Course of Business.** Disclosure to securities professionals (including analysts), institutional or other investors and the media is generally **not** considered to be in the necessary course of business. **Anyone who is uncertain about whether disclosure is in the necessary course of business should consult with the CEO or Vice-CEO.**

4.4 Procedures to Prevent the Misuse of Confidential Information

In order to prevent the inadvertent disclosure or misuse of confidential information, the procedures set forth in **Appendix D – Treatment of Confidential Information** should be observed at all times.

V. RESTRICTIONS ON TRADING AND “TIPPING”; TRADING BLACKOUT PERIODS; INSIDER REPORTS

5.1 Unlawful Trading and “Tipping”

- **Insider Trading** - It is illegal for a person in a *special relationship* with the Company with knowledge of *material information* affecting the Company that has not been generally disclosed to buy or sell securities of the Company (including the exercise of options or warrants).
- **“Tipping”** - It is illegal for a person in a *special relationship* with the Company to inform (“tip”) any other *person* of *material information* affecting the Company that has not been generally disclosed, except in the necessary course of business. See **Section 4.3 – Necessary Course of Business.**

5.2 Special Relationship Persons Defined

The definition of those *persons* who are in a *special relationship* with the Company is set out in **Appendix A – Glossary**. The definition includes (but is not limited to):

- *insiders, associates and affiliates* of the Company,
- anyone proposing to make a take-over bid for the Company, become a party to a reorganization, amalgamation, merger, arrangement or similar business combination with the Company or acquire a substantial portion of the Company's property,
- anyone engaging in business or other professional activities with or on behalf of the Company or with or on behalf of any other person in a special relationship with the Company, and
- anyone (a "tippee") who learns of *material information* from someone that the tippee knows or should know is a *person* in a *special relationship* with the Company.

Anyone in a *special relationship* with the Company is subject to the prohibitions against insider trading and tipping. The definition is very broad and captures all *directors, officers, employees and consultants* (including non-management employees) of the Company and anyone in a *special relationship* with the Company. It also captures a potentially infinite chain of tippees. **Anyone who is uncertain about whether they are an insider of the Company, or about the scope of the definition of persons in a special relationship with the Company, should consult with the CEO or Vice-CEO.**

5.3 Specific Restrictions

- Prohibited Use of Non-public Material Information about the Company - The prohibition on insider trading and tipping applies to anyone in a *special relationship* with the Company who has knowledge of *material information* about the Company that has not been generally disclosed. These persons are prohibited from trading securities of the Company (this includes the granting of options to acquire Company shares, the purchase or sale of securities, the exercise of outstanding warrants or stock options and subsequent sale of securities), and from informing any other *person* of non-public *material information* affecting the Company (except as permitted and set forth in **Section 4.3 – Necessary Course of Business**), until the *material information* has been generally disclosed by press release in a manner designed to obtain the widest level of public dissemination and a reasonable period of time (usually, one full *trading day*) has passed to permit thorough dissemination and evaluation of the information.
- Use of Non-public Material Information About a Counterparty - The prohibition on insider trading and tipping also applies to anyone in a *special relationship* with the Company who has knowledge of *material information* about a counterparty with which the Company is negotiating - or plans to negotiate - a business combination or other potentially material

transaction that has not been generally disclosed. These persons are prohibited from trading securities of the counterparty, and from informing any other *person* of non-public *material information* affecting the counterparty (except as permitted and set forth in **Section 4.3 – Necessary Course of Business**), until the *material information* has been generally disclosed by press release in a manner designed to obtain the widest level of public dissemination and a reasonable period of time (usually, one full *trading day*) has passed to permit thorough dissemination and evaluation of the information.

- Stock Options, etc. - The issuance and exercise of stock options, the grant of awards under the Company's Free Share Plans (and the subsequent fulfillment by the Company of those grants) or grant of *share appreciation rights* (SARs) and similar share compensation rights are trades in securities for purposes of the insider trading and tipping prohibitions.
- Derivatives, Options and Warrants - Buying and selling derivatives (whether issued by the applicable company or a third party), options, warrants, rights and similar securities are trades in securities for purposes of the insider trading and tipping prohibitions.
- Speculating in Securities - It is unlawful for *insiders* to:
 - short-sell securities of the Company or its *affiliates* (i.e., sell securities that they do not yet own), except in limited circumstances permitted by corporate and securities laws, and
 - buy put options, or sell call options, on securities of the Company or its *affiliates*.

5.4 Trading Blackout Periods

The Company's securities may not be traded, and stock options, SARs and similar share compensation rights may not be issued or exercised, during the following Blackout Periods:

- Scheduled Blackout Periods – These apply to *directors, insiders, employees* and consultants with access to confidential *material information* during the periods when quarterly and annual financial statements are being prepared. These Blackout Periods may be commenced at any time starting on the 16th day of the last month of each fiscal quarter and ending at the close of business on the second full *trading day* following the dissemination of the quarterly or annual results.
- Pending Corporate Developments – These Blackout Periods may be recommended from time to time for prescribed periods by the Board or the Disclosure Committee because of a pending corporate development. Anyone with knowledge of the special circumstances, and anyone else designated by the board of directors or the Disclosure Committee, is subject to the Blackout Period. This may include external advisors such as legal counsel, investment bankers and consultants.

The Company will announce the dates of any *Blackout Periods* to *directors, officers*, employees and consultants of the Company who have knowledge of the pending development. The e-mail will record the reasoning behind the *Blackout Period* and the requirement to abstain from trading Company securities. After the material event has been disclosed, or the event does not occur as expected, a member of the Disclosure Committee will send a second e-mail to those affected announcing the end of the *Blackout Period*.

Insiders, officers, employees and consultants of the Company may apply to the CEO or Vice-CEO for prior written approval to trade the Company's securities during a Blackout Period on a discretionary basis. There are extremely limited circumstances where approval may be granted.

5.5 Pre-Clearance of Trades

To protect the reputation of the Company and avoid the appearance of impropriety, it is recommended that all *insiders, officers* and *directors* of the Company pre-clear **all** proposed trades in the Company's securities (including the exercise of stock options) with the CEO or Vice-CEO.

The board of directors or the Disclosure Committee may from time to time require other employees of the Company who have access to confidential *material information* to pre-clear proposed trades in the Company's securities with the CEO or the Vice-CEO.

Even if the Company is not currently in a *Blackout Period*, following the release of non-public, *material information*, all persons to whom this Policy applies should wait an appropriate amount of time for public dissemination and public evaluation of the information before engaging in transactions involving the Company's securities

5.6 Insider Reports

Insider reports must be filed by all *reporting insiders* of the Company under securities laws to report the ownership of, and trades in, securities of the Company (including the issuance and exercise of stock options). It is the *reporting insider's*, and not the Company's, responsibility to file insider reports when required. **The filing of an insider report does not relieve the insider from any other responsibility under this policy.**

General instructions on when and how to file insider reports under Canadian securities laws is set out in **Appendix E – Filing Insider Reports**.

VI. TIMELY DISCLOSURE

6.1 Press Releases

- Coordination - The issuance of all press releases, whether or not they contain *material information*, is coordinated by the CEO, the Vice-CEO and the Corporate Communication officer.

- Specific Approvals -
 - General - All press releases must be reviewed in advance by the Disclosure Committee for accuracy and completeness prior to release.
 - Annual Financial Statements - Annual financial statements must be reviewed by the Audit Committee and approved by the board of directors prior to release.
 - Quarterly Financial Statements - Quarterly financial statements must be reviewed by the Audit Committee and approved by the board of directors (unless delegated to the Audit Committee) prior to release.
 - Summary Earnings Press Releases - Summary earnings news releases, if issued, will be reviewed by the Audit Committee and approved by the board of directors prior to release. The board of directors may delegate the approval function to the Audit Committee. See **Section 6.2 – Summary Earnings Press Releases**.
 - Earnings Guidance – Earnings guidance news releases, if issued, will be reviewed by the Audit Committee and approved by the board of directors prior to release. The board of directors may delegate the approval function to the Audit Committee. See **Section 8.3 – Forward-Looking Information** and **Section 8.5 – Earnings Guidance**.
 - Extracts of Information from Financial Statements – Extracts of information from financial statements must be reviewed and approved by the Audit Committee.
- Procedure for Dissemination - If a press release containing *material information* is to be issued during trading hours, prior notice must be given to the Market Surveillance Division of Market Regulation Services Inc., on behalf of the Toronto Stock Exchange, so that it can give assistance and direction on whether there should be a trading halt. If approved by Market Surveillance, the issuance of the press release may be delayed until the close of trading. If the press release is issued outside normal trading hours, Market Surveillance must be notified before the market opens.
- Dissemination -
 - Approved News-Wire Service - Press releases will be disseminated through an approved news-wire service that provides simultaneous national and/or international distribution and transmission to all relevant stock exchanges and securities regulatory authorities, the national financial press and daily newspapers that provide regular coverage of financial news.
 - SEDAR/Company Website - General disclosure will be enhanced by filing press releases containing *material information* on SEDAR and by posting all press releases on the Investors section of the

Company's website. **Filing press releases on SEDAR and/or posting them on the Company's website or other online networks alone does not constitute general disclosure for purposes of securities laws and stock exchange rules. See Section 6.5 – Electronic Communications.**

6.2 Summary Earnings Press Releases

The Company may issue a press release announcing corporate earnings and highlighting major items, which may include pro forma results. Summary earnings press releases will be issued concurrently with the issuance and filing of the related annual or quarterly financial statements and notes and management's discussion and analysis (MD&A).⁴ Summary earnings press releases will be reviewed by the board of directors prior to release. The board of directors may delegate this approval function to the Audit Committee. See **Section 6.1 – Press Releases.**

6.3 Material Change Reports

The CEO or Vice-CEO will prepare and coordinate the filing of material change reports on a timely basis with all applicable securities regulators.

6.4 News Conferences and Analyst Conference Calls; Communication Quiet Periods

See **Section 8.1 – Private Briefings with Securities Professionals (Including Analysts), Investors and the Media** for one-on-one meetings and small group discussions.

- **Participation** - News conferences and analyst conference calls will be held in an open manner. All interested parties can participate by telephone or through the Internet by webcast and/or conferences and calls will be taped. Webcast archives and/or transcripts are posted as soon as practicable on the Company's website, and will remain there for a reasonable period of time (generally at least two weeks).
- **Notice** - Adequate notice (at least one week in advance if possible) will be given of the time, date and topic of each news conference or analyst conference call, containing instructions on how to access the call and indicating for how long and by what means the Company will make a replay available. Notice will be given:
 - by press release distributed through an approved news-wire service in a manner designed to obtain the widest level of public dissemination,

⁴ If summary earnings news releases are issued in advance of the filing of the related financial statements and notes and MD&A, this will limit the ability of a company to discuss its financial results, since discussion of elements of the financial statements that have not been generally disclosed may constitute selective disclosure.

- by blast e-mail sent to the Company's entire mailing list including financial and industry analysts, institutional and other investors and the financial press, and
- by notice on the front page of the Company's website.
- Attendance - Where practical, news conferences and analyst conference calls will be attended by at least two members of the Disclosure Committee. It is the responsibility of the Disclosure Committee to be completely familiar with the Company's public disclosure record to ensure consistency of information and to interrupt if questions could elicit the disclosure of non-public *material information*.
- Pre-Conference Briefing Sessions - Company officials will meet before news conferences and analyst conference calls. Where practical, statements and responses to anticipated questions will be scripted in advance and reviewed by the appropriate people within the Company.
- Cautionary Language - A Company spokesperson will provide cautionary language at the beginning of each conference with respect to any forward-looking information and will direct participants to publicly available documents containing all relevant assumptions, sensitivities and full discussion of the risks and uncertainties. See **Section 8.3 – Forward-Looking Information**.
- Information Provided - The Company will provide only *material information* that has been generally disclosed and non-material information, recognizing that an analyst or investor may construct this information into a mosaic that could result in *material information*. The Company cannot alter the materiality of information by breaking it down into smaller, non-material components.

Examples of specific issues that are appropriate for discussion, and those issues that should be avoided, are listed in **Appendix F – Contacts with Securities Professionals (Including Analysts), Investors and the Media**.

Disclosure at news conferences, analyst conference calls and shareholders' meetings does not satisfy the Company's obligation to generally disclose *material information*. The Company generally discloses *material information* by press release in a manner designed to obtain the widest level of public dissemination. **Any disclosure of *material information* at news conferences, analyst conference calls and shareholders' meetings must be preceded by the issuance of a press release in accordance with this policy.**

- Record-Keeping - At least one Company official will keep detailed notes.
- Debriefing Sessions - The Disclosure Committee, or as many committee members as are reasonably available, will hold a debriefing meeting immediately after the news conference or analyst conference call. **If selective disclosure of previously undisclosed *material information* is discovered, the *material information* will be generally disclosed**

immediately by press release. See Section 3.7 – Situations Requiring Disclosure.

- If the Company discloses any non-public, *material information* relating to the Company to (i) a broker or dealer, or such person associated therewith, (ii) an investment advisor, (iii) an investment company, or (iv) to any person who holds the Company’s securities, under circumstances when it is reasonably likely that the person will purchase or sell the Company’s securities on the basis of that information, the Company must make simultaneous disclosure (when the original disclosure was intentional) and prompt disclosure (when the original disclosure was accidental) in accordance with all applicable laws.
- Communication Quiet Periods -
 - Quarterly and Non-Routine Quiet Periods - To avoid the potential for selective disclosure or the appearance of selective disclosure, the Company will observe quiet periods:
 - prior to quarterly or annual earnings announcements, and
 - when a *material change* is pending.

The quarterly and annual quiet period, if applicable, may commence on or after the 16th day of the last month of each fiscal quarter or year-end and end at the end of the second full *trading day* following the dissemination of the quarterly or annual results.⁵

- Activities During Quiet Periods - During a quiet period the Company will not initiate or participate in any meetings or telephone contacts with analysts, investors or the media and no earnings guidance will be provided to anyone. Communications will be limited to responding to inquiries concerning *material information* that has been generally disclosed or non-material information. Trading by certain persons in the Company’s securities is also restricted. See **Part V – Insider Trading and “Tipping”**; **Trading Blackout Periods**; **Insider Reports**. If the Company is invited to participate in investment meetings or conferences organized by others during a quiet period, the CEO or Vice-CEO may determine, on a case-by-case basis, if it is advisable to accept those invitations. If accepted, extreme caution must be exercised to avoid selective disclosure of any *material information* not yet publicly disclosed.
- Communications During Offering Periods – Public communications during offerings of securities must be pre-cleared with the CEO and/or the Vice-CEO.

6.5 Electronic Communications

- Electronic Communications - The Company’s website, online networks maintained by the Company, e-mail and other channels available on the

⁵ Scheduled quiet periods may mirror scheduled trading blackout periods. See **Section 5.4 – Trading Blackout Periods**.

Internet provide opportunities for the Company to supplement traditional means of distributing information. **The electronic distribution of information is subject to the same securities laws and stock exchange rules as traditional forms of dissemination.**

- Company Website - The Company maintains a website in part so that investor relations information is available electronically. The Investors page of the Company's website is segregated from the Company's other website pages. In particular, promotional, sales and marketing information will not be included on the same website pages as the Investors page.
- Timing of Information Posted by the Company Online - Timely disclosure documents will be posted as soon as possible after they have been generally disclosed. Disclosure on the Company's website or other online networks alone will not satisfy the Company's obligation to generally disclose *material information*. The Company generally discloses *material information* by press release in a manner designed to obtain the widest level of public dissemination. **Any disclosure of *material information* on the Company's website or other online networks must be preceded by the issuance of a press release in accordance with this policy.**
- Information Currency and Updates - All information posted on the Investors page of the Company's website will be dated as of the date it is prepared and, if applicable, modified. Information will be updated or corrected as required (it is not sufficient that information is corrected or updated elsewhere). Out-of-date information will be deleted and archived. Information that is incorrect or that becomes inaccurate over time will also be deleted and archived, and a correction posted. See **Section 6.6 – Disclosure Record**.
- Contents - The Company's website and other online networks will include the following, if applicable:
 - Cautionary Statement - a statement that information posted on the Company's website or other online networks was accurate at the time of posting, but may be superseded by later information,
 - Timely Disclosure Documents - all current timely disclosure documents, such as: annual reports; annual and quarterly financial statements; MD&A; annual information forms; management proxy circulars; prospectuses (provided that they have been filed and receipted by appropriate securities regulators, and subject to securities laws in all jurisdictions where the Company may be offering securities); press releases (favourable and unfavourable); material change reports; notices of declarations of dividends; redemption notices; and similar documents. If any such document should not be made available on the Company's website there will be a link to the SEDAR website where such document may be found,
 - Other Information - supplemental information provided to analysts, institutional investors and other market participants, such as: fact

sheets; slides of investor presentations; transcripts of investor relations conferences or speeches; and other material distributed at investor presentations, and

- Contact Information - a statement on who to contact to obtain more information.

Documents will be posted in their entirety. If this is impractical (for example, if it is a technical report with graphs, charts or maps), care must be taken that the excerpt is not misleading when read on its own.

- Third Party Documents -
 - Analysts' Reports - **The Company will not post analysts' reports on the Company's internal or external website or other online networks and will not provide a link to analysts' websites or publications.** The Company may choose to list the names of analysts who cover the Company on the Company's website or other online networks. If the Company chooses to do so, it will list all analysts that the Company is aware of that follow the Company - whether they are recommending buying, holding or selling the Company's securities.
 - Other Third Party Documents - The Company will not put any other investor relations information authored by third parties on its website or other online networks, unless the information was prepared on behalf of the Company, or is general in nature and not specific to the Company.
- Responsibility for Company's Online Presence- The CEO, the Vice-CEO and the Corporate Communication Officer are responsible for maintaining the Investors page of the Company's website other online networks and are responsible for monitoring all Company information placed online for accuracy, completeness and compliance with relevant securities laws and to update the information as required.
- Electronic Inquiries - The CEO, the Vice-CEO and the Corporate Communication Officer will be responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this policy shall be utilized in responding to electronic inquiries.
- Links - The CEO, the Vice-CEO and the Corporate Communication Officer must approve all links from the Company's website, or other online networks to a third party website. Any link on the Company's website will include a notice that advises the reader that they are leaving the Company's website and that the Company is not responsible for the contents of the other site. Such information should include language which will be sure to eliminate any chance that a reasonable investor could interpret the third-party information as misleading with respect to the Company. All other online networks maintained by the Company will post disclaimers that indicate that the Company is not responsible for the

content, accuracy or timeliness of third party information accessed by links. Links will be checked regularly to make sure they still work.

- Shut Down – The Corporate Communication Officer may, if required to comply with under applicable securities laws, take down certain parts of the Company’s website or remove certain posts from other online networks maintained by the Company.

6.6 Disclosure Record

The CEO and the Vice-CEO will be responsible for maintaining a five-year archive containing all public information about the Company and all information posted on the Company’s website and other online networks.

VII. RESPONSE TO UNUSUAL MARKET ACTIVITY

7.1 Protocol for Unusual Market Activity

The Company’s policy is not to comment on rumours (including rumours on the Internet). The Company’s spokespersons will consistently respond: “It is our policy not to comment on market rumours or speculation.” If the Toronto Stock Exchange asks the Company to make a clarifying statement in response to a rumour, the CEO will consider the matter and decide whether to make a definitive statement.

However, whenever an unusual market action takes place in the Company’s securities, the Company should inquire to determine whether rumors or other conditions require corrective action exists, and if so, the Company should take appropriate action, which may include the issuance of an appropriate press release.

When attempting to determine the source of the unusual market activity, the Company should consider (i) whether any information about its affairs which would account for such the action has recently been publicly disclosed; (ii) whether there is any information of this type that has not been publicly disclosed (indicating a leak); or (iii) whether the Company is subject to a rumor or report.

VIII. GUIDELINES FOR AUTHORIZED SPOKESPERSONS

The following are guidelines for the Company’s authorized spokespersons and the Disclosure Committee when dealing with securities professionals (including analysts), institutional or other investors and the media.

8.1 Private Briefings with Securities Professionals (Including Analysts), Investors and the Media

- Participation - The Company recognizes that private briefings with analysts play an important role in seeking out information, analyzing and interpreting it and making recommendations. The Company also recognizes that private briefings with institutional and other investors are an important element of its Investor Relations program. The Company

will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analysts' and investors' calls on a timely, consistent and accurate fashion in accordance with this policy. All analysts will receive fair treatment - whether they are recommending buying or selling the Company's securities.

If the Company discloses any non-public, *material information* relating to the Company to (i) a broker or dealer, or such person associated therewith, (ii) an investment advisor, (iii) an investment company, or (iv) to any person who holds the Company's securities, under circumstances when it is reasonably likely that the person will purchase or sell the Company's securities on the basis of that information, the Company must make simultaneous disclosure (when the original disclosure was intentional) and prompt disclosure (when the original disclosure was accidental) in accordance with all applicable laws.

- Attendance - Where practical, briefings with securities professionals (including analysts), investors and the media will be attended by at least two of the CEO, the Vice-CEO or Corporate Communication Officer. It is the responsibility of the Disclosure Committee to be completely familiar with the Company's public disclosure record so that the information provided by them will be consistent with the public disclosure record and to interrupt if questions could elicit the disclosure of non-public *material information*.
- Other Procedures - The Company will follow the procedures set out in **Section 6.4 – News Conferences and Analyst Conference Calls; Communication Quiet Periods** under the following headings: Pre-Conference Briefing Sessions; Cautionary Language; Information Provided; Record-Keeping; and Debriefing Sessions.
- Communication Quiet Periods – The Company will observe the communication quiet periods set out in **Section 6.4 – News Conferences and Analyst Conference Calls; Communication Quiet Periods** under the heading, Communication Quiet Periods.

8.2 Analysts' Reports and Models

- Review of Analysts' Reports and Models - The Company believes that it is necessary and appropriate to review and potentially comment on reports and models prepared by financial analysts. However, this activity will be confined to identifying publicly disclosed factual information that may affect an analyst's model or to pointing out inaccuracies or omissions with reference to publicly available information about the Company.

To avoid any appearance of endorsing an analyst's report or model, any comments are to be provided orally and with a disclaimer stating that the report was reviewed for factual accuracy only. The Company will not express comfort with respect to analysts' reports, financial reports or earnings estimates or attempt to influence analysts' opinions or conclusions. For example, the Company cannot selectively confirm that

an analyst's estimate is "on target" or that it is "too high" or "too low", whether directly or indirectly through implied "guidance".

- Limits on Distribution - The Company will not distribute analysts' reports, financial models or earnings estimates internally within the Company or externally to third parties, except:
 - to *directors* and *officers* of the Company to assist them in managing earnings expectations, understanding how the marketplace values the Company and how corporate developments affect analysis, and
 - to the Company's financial and other professional advisors in accordance with **Section 4.3 – Necessary Course of Business**.

See also **Section 6.5 – Electronic Communications** under the heading, Third Party Documents for limits on distributing analysts' reports and the names of analysts who cover the Company.

8.3 Forward-Looking Information

Generally, the Company will not provide forward looking statement. If the Company discloses forward-looking information, it will do so in compliance with all applicable laws, rules, regulations and policies, and the following guidelines will be observed:

- Application - Instances in which forward-looking information is made available to the public includes, but is not limited to: information that the Company files with securities regulators; information contained in news releases; information published on the Company's website and other online networks; and information published in marketing materials or other similar materials prepared by the Company or distributed to the public.
- Performance Indicators – The Company must have a reasonable basis for any forward-looking information it discloses and should consider the reasonableness of the assumptions underlying the forward-looking information and the process followed in preparing and reviewing forward-looking information. Forward-looking statements that are overly optimistic, lack objectivity or are not adequately explained may be misleading.
- No Selective Disclosure - There will be no selective disclosure of forward-looking *material information*, orally or in writing. All forward-looking information identified as *material information* will be generally disclosed by press release in a manner designed to obtain the widest level of public dissemination. Earnings forecasts, in particular, may not be selectively disclosed. See **Section 8.5 – Earnings Guidance**.
- Cautionary Statements - The disclosure of any forward-looking information, orally or in writing, will be accompanied by the following language:
 - Identification of Forward-Looking Information - a statement that the information is forward-looking,

- Assumptions - a cautionary note stating that the forward-looking information is based on material assumptions and that there is a significant risk that actual results may vary, perhaps materially, from the results projected,
- Identification of Assumptions - an explanation, in specific terms, of the material factors or assumptions (such as economic conditions or a course of action) on which the forward-looking information is based,
- Identification of Risks and Uncertainties - an explanation, in specific terms, of the risks and uncertainties that may cause actual results to vary materially from the results projected,
- Date of Information - a statement that the forward-looking information is given as of a certain date,
- Risk Factors - a statement that the full discussion of risk factors associated with the Company's business is contained in the Company's latest Annual Information Form, or prospectus, filed with Canadian securities regulators.
- Disclaimer - a statement that the forward-looking information is subject to changes and disclaiming that the Company will update the information, subject to applicable securities laws.
- Press Releases - Where appropriate, cautionary statements regarding forward looking statements included in press releases should be reviewed on a case by case basis taking into account the nature of the forward looking statements being provided.
- Updates - Once the Company has disclosed forward-looking information (and notwithstanding any disclaimers by the Company), the Company's practice will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial information to ensure that past disclosure of forward-looking information is accurately reflected in current MD&A and to update the information, if necessary, by press release in a manner designed to obtain the widest level of public dissemination.

8.4 Future-Oriented Financial Information

If the Company discloses *future-oriented financial information* or *financial outlook*, it will do so in compliance with all applicable laws, rules, regulations and policies, and such information will:

- be based on assumptions that are reasonable in the circumstances;
- be limited to a period for which the information can be reasonably estimated; and
- use the accounting policies the Company expects to use to prepare its historical financial statements for the period covered by the *future-oriented financial information* or *financial outlook*.

Future-oriented financial information and *financial outlook* will generally be considered to be forward-looking material information. Accordingly, in addition to the disclosure required in **Section 8.3 – Forward Looking Information**, if the Company discloses *future-oriented financial information* or *financial outlook* in writing, the Company must include disclosure that:

- states the date management approved such information, if the document containing such information is undated; and
- explains the purpose of the information and cautions readers that the information may not be appropriate for other purposes.

8.5 Earnings Guidance

If the Company has determined that it will be reporting results materially below or above publicly held expectations, it may make general disclosure of this information in a press release in a manner designed to obtain the widest level of public dissemination in order to enable discussion without risk of selective disclosure. Earnings guidance press releases will be reviewed by the Audit Committee and approved by the board of directors prior to release. The board of directors may delegate the approval function to the Audit Committee. See **Section 6.1 – Press Releases**. All forward-looking information contained in the press release must conform to the guidelines set out in **Section 8.3 – Forward-Looking Information**. An earnings guidance press release should be followed with a widely-available conference call to provide *material information* that has generally been disclosed or *non-material information* and analysis.

8.6 Management Presentations, etc.

Presentations at conferences, meetings and similar events should be either prepared or reviewed in advance by at least two members of the Disclosure Committee.

IX. COMMUNICATION AND ENFORCEMENT

9.1 Communication of Policy

This policy will be distributed to all *directors, officers*, employees and consultants of the Company and its *affiliates*, and will be posted on the Company's internal website or otherwise generally made available to such persons. All *directors, officers*, employees and consultants of the Company and/or its *affiliates*, and all authorized spokespersons, will be advised of its importance. The Company will communicate any changes to this policy.

9.2 Onus of Compliance

Violations of this policy may constitute violations of securities laws and/or result in damages and liability to the Company and those concerned personally. All *directors, officers*, employees and consultants of the Company and/or its *affiliates*, and all authorized spokespersons, are expected to be familiar with this policy and to comply fully with it.

9.3 Failure to Comply

The Company will take disciplinary action, up to and including termination, in respect of breaches of this policy. The type of disciplinary action will be dependent on the nature of the breach, and will be subject to and in accordance with applicable employment law. Any violation of this policy may result in:

- the immediate suspension or dismissal of those individuals concerned, and
- the Company reporting those individuals concerned to securities enforcement authorities, which could lead to civil and/or criminal sanctions.

9.4 Acknowledgement

All employees must sign and return to the Disclosure Committee, the Corporate Disclosure and Trading Policy Acknowledgement attached as Appendix G, attesting that they have read and understand this policy and that they agree to comply with its terms.

9.5 Questions

All questions about this policy should be directed to the CEO or Vice-CEO or, in his or her absence, another member of the Disclosure Committee.

Appendix A – Glossary

<i>affiliate</i>	A company shall be deemed to be an <i>affiliate</i> of another company if one of them is the <i>subsidiary</i> of the other or if both are subsidiaries of the same company or if each of them is controlled by the same person or company; and, if two companies are affiliated with the same company at the same time, they are deemed to be <i>affiliated</i> with each other.
<i>associate</i>	Where used to indicate a relationship with any <i>person</i> or company means: <ul style="list-style-type: none"> (a) any company of which such <i>person</i> or company <i>beneficially owns</i>, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of the company for the time being outstanding; (b) any partner of that <i>person</i> or company; (c) any trust or estate in which such <i>person</i> or company has a substantial <i>beneficial</i> interest or as to which such <i>person</i> or company serves as trustee or in a similar capacity; (d) any relative of that <i>person</i> who resides in the same home as that <i>person</i>; (e) any <i>person</i> who resides in the same home as that <i>person</i> and to whom that <i>person</i> is married, or any <i>person</i> of the opposite sex or the same sex who resides in the same home as that <i>person</i> and with whom that <i>person</i> is living in a conjugal relationship outside marriage; or (f) any relative of a <i>person</i> mentioned in clause (e) who has the same home as that <i>person</i>.
<i>automatic securities purchase plan</i>	A <i>dividend or interest reinvestment plan</i> , a <i>stock dividend plan</i> or any other plan of a reporting issuer or of a subsidiary of a reporting issuer to facilitate the acquisition of securities of the reporting issuer if the timing of the acquisitions of securities, the number of securities which may be acquired under the plan by a <i>director</i> or <i>officer</i> of the reporting issuer or of the subsidiary of the reporting issuer and the price payable for the securities are established in advance by written formula or criteria set out in a plan document and not subject to a subsequent exercise of discretion.
<i>beneficially owned</i>	<ul style="list-style-type: none"> (a) A <i>person</i> shall be deemed to own beneficially securities <i>beneficially owned</i> by a company controlled by him or by an <i>affiliate</i> of such company. (b) A <i>person</i> shall be deemed to own beneficially securities <i>beneficially owned</i> by a trust controlled by him. (c) A company shall be deemed to own beneficially securities <i>beneficially owned</i> by its <i>affiliates</i>. <p>Beneficial ownership includes ownership through any trustee, legal representative, agent or other intermediary.</p>
<i>Blackout Period</i>	Means the time frame when directors, officers, employees and/or consultants cannot trade in the Company's securities (including the grant or exercise of stock options and warrants as well as buying and selling the Company's shares or other securities) because of their actual or deemed knowledge of non-public <i>material information</i> .

<i>cash payment option</i>	<p>Means a provision in a <i>dividend</i> or <i>interest</i> reinvestment plan under which a participant is permitted to make cash payments to purchase from the issuer, or from an administrator of the issuer, securities of the issuer's own issue, in addition to the securities</p> <p>(a) purchased using the amount of the dividend or interest payable to or for the account of the participant; or</p> <p>(b) acquired as a stock dividend or other distribution out of earnings or surplus.</p>
<i>control or direction</i>	<p>A person will generally have control or direction over securities if the persons, directly or indirectly, through any contract, arrangement, understanding or relationship or otherwise has or shares</p> <p>(a) voting power, which includes the power to vote, or to direct the voting of, such securities and/or</p> <p>(b) <i>investment power, which includes the power to acquire or dispose, or to direct the acquisition or disposition of such securities.</i></p>
<i>control or controlled</i>	<p>A company shall be deemed to be controlled by another person if,</p> <p>(a) <i>voting securities</i> are held, otherwise than by way of security only, by or for the benefit of the other <i>person</i>; and</p> <p>(b) the votes carried by such securities are entitled, if exercised, to elect a majority of the board of <i>directors</i> of the company.</p>
<i>Corporate Communication Officer</i>	<p>An individual or company engaged by the Company to provide investor relations activities.</p>
<i>director</i>	<p>Where used in relation to a <i>person</i>, includes a director of a company and any <i>person</i> acting in a capacity similar to that of a director of a company.</p>
<i>dividend or interest reinvestment plan</i>	<p>An arrangement under which a holder of securities of an issuer is permitted to direct that the dividends, interest or distributions paid on the securities be applied to the purchase, from the issuer or an administrator of the issuer, of securities of the issuer's own issue.</p>
<i>financial outlook</i>	<p>Forward-looking information about prospective results of operations, financial position or cash flows that is based on assumptions about future economic conditions and courses of action and that is not presented in the format of a historical balance sheet, income statement or cash flow statement.</p>
<i>future-oriented financial information</i>	<p>Forward-looking information about prospective results of operations, financial position or cash flows, based on assumptions about future economic conditions and courses of action, and presented in the format of a historical balance sheet, income statement or cash flow statement.</p>
<i>holding body corporate</i>	<p>A body corporate is the holding body corporate of another if that other body corporate is its <i>subsidiary</i>.</p>

<i>insider</i>	<p>Each of the following persons is an <i>insider</i> of a company:</p> <ul style="list-style-type: none"> (a) every director or <i>officer</i> of the company, (b) every director or <i>officer</i> of a company that is itself an <i>insider</i> or <i>subsidiary</i> of the company, (c) any <i>person</i> or company who <i>beneficially owns</i>, directly or indirectly, <i>voting securities</i> of a company or who exercises <i>control or direction</i> over voting securities of a company or a combination of both carrying more than 10% of the <i>voting rights</i> attached to all <i>voting securities</i> of the company other than <i>voting securities</i> held by the <i>person</i> or company as underwriter in the course of a distribution, and (d) the company where it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.
<i>lump-sum payment</i>	<p>A provision of an <i>automatic securities purchase plan</i> which allows a <i>director</i> or <i>officer</i> to acquire securities in consideration of an additional lump-sum payment, including, in the case of a <i>dividend or interest reinvestment plan</i> which is an automatic securities purchase plan, a cash <i>payment option</i>.</p>
<i>major subsidiary</i>	<p>A subsidiary of an issuer if the assets of the subsidiary, as included in the issuer's most recent annual audited or interim balance sheet, or, for a period relating to a financial year beginning on or after January 1, 2011, a statement of financial position, are 30 per cent or more of the consolidated assets of the issuer reported on that balance sheet or statement of financial position, as the case may be, or the revenue of the subsidiary, as included in the issuer's most recent audited annual or interim income statement, or, for a period relating to a financial year beginning on or after January 1, 2011, a statement of comprehensive income, is 30 per cent or more of the consolidated revenue of the issuer reported on that statement.</p>
<i>management company</i>	<p>A person of company established or contracted to provide significant management or administrative services to an issuer or a subsidiary of the issuer.</p>
<i>material change</i>	<p>Where used in relation to the affairs of a company, means a change in the business, operations or capital of the company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the company and includes a decision to implement such a change made by the board of <i>directors</i> of the company or by senior management of the company who believe that confirmation of the decision by the board of <i>directors</i> is probable.</p>
<i>material fact</i>	<p>Where used in relation to securities issued or proposed to be issued, means a fact that significantly affects or could reasonably be expected to significantly effect the market price or value of such securities.</p>
<i>material information</i>	<p>Material information is any information relating to the business and affairs of a company that results in or would reasonably be expected to result in a significant change in the market price or value of any of the company's listed securities, or would reasonably be expected to have a significant influence on a reasonable investor's investment decisions or a reasonable investor would consider important in making an investment decision. Material information consists of both <i>material facts</i> and <i>material changes</i> relating to the business and affairs of a listed company.</p>

<i>officer</i>	The chair, any vice-chair of the board of directors, the president, any vice-president, the secretary, the assistant secretary, the treasurer, the assistant treasurer, the comptroller, the general counsel, the general manager, and a managing director of a company, any other person designated an officer of a company by by-law or similar authority, and any individual acting in a similar capacity on behalf of a company.
<i>person</i>	A <i>person</i> includes an individual, a body corporate, a partnership, an unincorporated association, an unincorporated syndicate, an unincorporated organization, a trust, a trustee, an executor, an administrator, and any other legal or personal representative.
<i>reporting insider</i>	<p>Each of the following persons is an reporting insider of a reporting issuer:</p> <ul style="list-style-type: none"> (a) the CEO, CFO or COO of the reporting issuer, of a significant shareholder of the reporting issuer or of a major subsidiary of the reporting issuer; (b) a director of the reporting issuer, of a significant shareholder of the reporting issuer or of a major subsidiary of the reporting issuer, (c) a person or company responsible for a principal business unit, division or function of the reporting issuer, (d) a significant shareholder based on post-conversion beneficial ownership of the reporting issuer's securities and the CEO, CFO or COO and every director of the significant shareholder based on post-conversion beneficial ownership, (e) a management company that provides significant management or administrative services to the reporting issuer or a major subsidiary of the reporting issuer, every director of the management company, every CEO, CFO or COO of the management company, and every significant shareholder of the management company, (f) an individual performing functions similar to the functions performed by any of the insiders described in paragraphs (a) to (f) (g) the reporting issuer 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 (h) any other insider that in the ordinary course receives or has access to information as to material facts or material changes concerning the reporting issuer before the material facts or material changes are generally disclosed and directly or indirectly exercises, or has the ability to exercise, significant power or influence over the business, operations, capital or development of the reporting issuer.
<i>share appreciation right</i>	Means a right, granted by a company or any of its <i>subsidiaries</i> as compensation for services rendered or otherwise in connection with office or employment, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of publicly traded securities.
<i>significant shareholder</i>	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 an issuer carrying more than 10 per cent of the voting rights attached to all the issuer'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.

<p><i>special relationship</i></p>	<p>A <i>person</i> is in a <i>special relationship</i> with a company if:</p> <ul style="list-style-type: none"> (i) the <i>person</i> is an <i>insider, affiliate</i> or <i>associate</i> of, <ul style="list-style-type: none"> (i) the company; (ii) a <i>person</i> that is proposing to make a take-over bid, as defined under applicable securities laws, for the securities of the company; or (iii) a <i>person</i> that is proposing to become a party to a reorganization, amalgamation, merger or arrangement or similar business combination with the company or to acquire a substantial portion of its property; (j) the <i>person</i> is engaging in or proposes to engage in any business or professional activity with or on behalf of the company or with or on behalf of a <i>person</i> described in subclause (a) (ii) or (iii); (k) the <i>person</i> is a <i>director, officer</i> or employee of the company or of a person described in subclause (a) (ii) or (iii) or clause (b); (l) the <i>person</i> learned of a <i>material fact</i> or <i>material change</i> with respect to the company while the <i>person</i> was a <i>person</i> described in clause (a), (b) or (c); (m) the <i>person</i> learned of a <i>material fact</i> or <i>material change</i> with respect to the company from any other <i>person</i> described above, including a person described in this clause, and knows or ought reasonably to have known that the other <i>person</i> is a <i>person</i> in such a relationship
<p><i>stock dividend plan</i></p>	<p>Means an arrangement under which securities of a company are issued by the company to holders of securities of the company as a stock dividend or other distribution out of retained earnings or surplus capital.</p>
<p><i>subsidiary</i></p>	<p>A company shall be deemed to be a subsidiary of another company if:</p> <ul style="list-style-type: none"> (a) it is controlled by: <ul style="list-style-type: none"> (i) that other company, or (ii) that other company and one or more companies each of which is controlled by that other company, or (iii) two or more companies each of which is controlled by that other company; or (b) it is a <i>subsidiary</i> of a company that is that other company's <i>subsidiary</i>. <p>Note: "control" is defined as 50% of the votes attaching to shares.</p>
<p><i>trading day</i></p>	<p>Means a day on which the stock exchanges on which the company's securities are traded are open for trading. If <i>material information</i> is disclosed on a trading day before the markets close, then such disclosure shall be considered to have been made at the commencement of the first trading day following such public disclosure.</p>
<p><i>voting security</i></p>	<p>Means any security other than a debt security of a company carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing.</p>

Appendix B – Examples of Potentially Material Information

The Timely Disclosure Policy of the Toronto Stock Exchange and National Policy 51-102 – *Disclosure Standards* of the Canadian Securities Administrators give examples of types of events or information that may be material. The list is not exhaustive and is not a substitute for companies exercising their own judgment in making materiality determinations.

Corporate structure

- changes in share ownership that may affect control of the Company
- major reorganizations, amalgamations or mergers
- take-over bids (tender offers), issuer bids or insider bids

Capital structure

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

Financial results

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

Business and operations

- any development that affects the Company's resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes
- disputes with major contractors or suppliers
- significant new contracts, products, patents or services or significant losses of contracts or business

- changes to the board of directors or executive management, including the departure of the Company's CEO, Vice-CEO, SVP or president (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for *officers, directors* and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the Company's securities
- the movement of the Company's securities from one quotation system or exchange to another
- a change in auditors or disagreements with auditors

Acquisitions and dispositions

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

Changes in credit arrangements

- the borrowing or lending of significant amount of money
- any mortgaging or encumbering of the Company'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

External political, economic, social or regulatory developments

- significant regulatory decisions or changes
- external political, economic or social developments that will have or have had a direct effect on the business and affairs of the Company that is both material and uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry

Other

- any other development relating to the business and affairs of the Company that would reasonably be expected to significantly affect the market price or value of the Company's securities or have a significant effect on a reasonable investor's investment decision regarding the Company.

Appendix C – Communications in the Necessary Course of Business

Examples of communications in the necessary course of business would generally cover communications with:

- vendors, suppliers or strategic partners on issues such as research and development, sales and marketing and supply contracts,
- other employees, consultants, *officers* and *directors*,
- lenders, legal counsel, auditors, underwriters, financial and other professional advisors to the Company,
- parties to negotiations,
- labour unions and industry associations,
- government agencies and non-governmental regulators, and
- 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).

The communication of confidential *material information* may be in the necessary course of business if made:

- to private placees in connection with a private placement financing for the Company, and
- to controlling shareholders of the Company.

In either situation, the Company will generally disclose the *material information* provided to the private placee or the controlling shareholder at the earliest opportunity.

Securities laws prohibit any *person* that is proposing to make a take-over bid, become a party to a reorganization, amalgamation, merger, arrangement or similar business combination or acquire a substantial portion of a company's property from informing anyone of *material information* that has not been generally disclosed. The only exception is where the disclosure is in the necessary course of business to effect the take-over bid, business combination or acquisition.

Appendix D – Treatment of Confidential Information

1. *Material information* should not be discussed with anyone, except in the necessary course of business on a strict need-to-know basis.
2. Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who need to know that information in the necessary course of business, and code names should be used if necessary.
3. Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
4. Confidential documents should not be read or displayed in public places and should not be left where others can retrieve them.
5. Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
6. Transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
7. Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
8. Access to confidential electronic data should be restricted through the use of passwords.
9. Disclosure of the whereabouts of Company personnel involved in special projects who are away from the office, or the presence in the office of specific visitors, should be avoided, except where specifically authorized.
10. Confidential information about the Company should not be posted on the Internet.
11. In order to ensure that no material information that has not been publicly disclosed is inadvertently disclosed, *directors, officers*, employees and consultants are prohibited from participating in Internet chat rooms, social media sites or newsgroup discussions on matters pertaining to the Company's activities or its securities. Company personnel who encounter statements pertaining to the Company on the Internet should advise a member of the Disclosure Committee immediately, so the statements may be monitored.

Appendix E – Filing Insider Reports

This guide is provided for information purposes only. In addition, it only covers insider filing requirements under Canadian securities laws and not the laws of any other jurisdiction.⁶ It is the insider's, and not the Company's, responsibility to file insider reports in compliance with all applicable securities laws.

Italicized words used in this Appendix have specific meanings set out in Appendix A – Glossary to the Company's Corporate Disclosure and Trading Policy.

1. **What is an Insider Report?**

Insider reports must be filed by all *insiders* of the Company under applicable securities laws to report the ownership of, and trades in, securities of the Company. Only *insiders* who own or control securities of the Company need to file insider reports.

2. **What Securities Must Be Reported?**

Generally, in an insider report, the *reporting insider* must report his, her or its initial holdings, and any changes in these holdings, of any securities of the Company.

All securities of the Company that are *beneficially owned*, directly or indirectly, by the *reporting insider*, or over which the *reporting insider* exercises *control* or *direction*, must be reported. A *reporting insider* *beneficially owns* securities held by others when those securities should be grouped with the *reporting insider's* holdings, for example, if shares are held indirectly through a company *controlled* or *directed* by the *insider*, or through a trustee, legal representative, agent or other intermediary.

Whether a *reporting insider* *controls* or *directs* securities depends on the facts. For example, a *reporting insider* *controls* or *directs* securities if the *reporting insider* has the power to direct the voting of securities through a voting trust or other similar arrangement (written or unwritten), or if the *reporting insider* has discretionary investment power over securities.

If the *reporting insider's* spouse holds securities of the Company and the *reporting insider* has no *control* or *direction* over those holdings, those holdings do not have to be reported by the insider.

⁶ For example, if the Company is registered or required to file periodic reports with the United States Securities and Exchange Commission, U.S. securities law advice is required with respect to U.S. insider filing requirements.

3. **Initial Reports**

Reporting insiders must file an insider report within **10 days** of becoming a *reporting insider* of the Company to report his, her or its securities holdings in the Company.

4. **Subsequent Reports**

If there is any change in the *reporting insider's* holdings, an *insider* report must be filed within **5 days** of the change. It is necessary to report every transaction involving a change in ownership. For example, if a *reporting insider* sells 100 shares and then buys 100 shares later in the same month, both transactions must be reported. If a *reporting insider* transfers shares from his, her or its name to an agent, nominee or custodian (for example, if shares are transferred to a Registered Retirement Savings Plan), the transfer must also be reported. Ownership is deemed to pass on the date of the trade (i.e., at the date the offer to buy or sell is accepted) and not on the settlement date.

5. **Stock Options**

Stock options are securities and trades in stock options by *reporting insiders* must be reported. Generally, subject to certain exceptions discussed below, an insider report must be filed within **5 days** whenever:

- (a) the *reporting insider* is granted a stock option,
- (b) the *reporting insider* exercises the stock option (or, if applicable, a tandem *share appreciation right*, or SAR),
- (c) the stock option terminates or expires, or
- (d) the *reporting insider* sells the underlying shares acquired on exercise of the stock option.

6. **Insider Reporting Exemptions**

Exemption from Insider Reporting for Acquisitions under Automatic Share Purchase Plans

Securities acquired by a *director* or *officer* of the Company or of a *subsidiary* of the Company under an *automatic securities purchase plan* during a calendar year that have not been disposed of or transferred, or securities that have been disposed of or transferred: (i) to satisfy tax withholding obligations in certain circumstances, or (ii) in circumstances where the disposition or transfer is incidental to the operation of the *automatic securities purchase plan* and does not involve a discrete investment decision by the *director* or *officer*, need only be reported on or before March 31 of the next of the calendar year. If securities are otherwise disposed of or transferred during the calendar year an insider report must be filed within **5 days** of each such disposal or transfer.

This exemption permitting alternative reporting as described above is not available:

- (a) if the securities were acquired pursuant to a *lump-sum provision* of the *automatic securities purchase plan*.

Reporting for Certain Issuer Events

Reporting insiders of the Company do not have to report changes to their holdings if the change is the result of an “issuer event”. An “issuer event” means a stock dividend, stock split, consolidation, amalgamation, reorganization, merger or other similar event that affects all holdings of a class of securities of the Company in the same manner, on a per share basis. These changes must be disclosed on the next insider report filed by the *reporting insider* disclosing subsequent changes to the *reporting insider’s* holdings.

Other Exemptions

The Company will advise *reporting insiders* of any other exemptions obtained by the Company for relief from the insider reporting requirements.

7. **How to File Insider Reports**

Insider reports must be filed in all provinces where the Company is a reporting issuer.

SEDI is a Canada-wide internet-based system, developed by the Canadian Securities Administrators, for filing insider reports. Insider reports with respect to the securities of the Company must be filed electronically and not manually or by facsimile.

SEDI changes the method of filing insider reports, but it does not change the obligation to file insider reports within the prescribed time periods. *Reporting insiders* are encouraged to designate one SEDI filer for all of the companies for which they are *reporting insiders*.

Appendix F – Contacts with Securities Professionals (Including Analysts), Investors and the Media

Examples of specific issues that are appropriate for briefings with analysts, institutional and other investors, other market participants and the media include:

- descriptions of the markets in which the Company currently operates, including market size, growth rate (either historic or by citing projections of external experts), target customers, etc;
- corporate history, strategy and objectives to the extent previously publicly disclosed;
- product descriptions; and
- the Company's previously disclosed position in the market relative to its competitors.

Examples of specific issues that should be avoided include:

- significant data, and in particular financial information such as sales and profit figures,
- any discussion relating to management's comfort with previous revenue and earnings guidance (this applies to current and future quarters, as well as the current and future fiscal years);
- any discussion related to changes in the condition of the Company's markets, since such comments may give an indication of the Company's comfort with its previous guidance;
- any discussion related to changes in the Company's reporting practices;
- any discussion related to customer wins that have not yet been press released;
- any discussion of personnel changes that have not been press released; and
- any discussion of future features and functionality in the Company's products that have not been press released.

Appendix G –

**FORACO INTERNATIONAL SA
(the “Company”)**

Corporate Disclosure and Trading Policy and Acknowledgement

The Company’s Corporate Disclosure and Trading Policy is important not only to prevent violations of applicable securities laws, but also to avoid any situation which could damage the Company’s reputation for integrity and ethical conduct – assets of immeasurable value to the Company.

If you have any questions concerning this policy, please contact the Disclosure Committee.

Please acknowledge your receipt of this Corporate Disclosure and Trading Policy by signing the enclosed copy and returning it to the Company’s Corporate Secretary.

I hereby acknowledge that I have read and understand Foraco’s Corporate Disclosure and Trading Policy and agree to comply with the terms outlined within that Policy.
Acknowledged and agreed by:

Signature

Name – Please Print

Date