

COLORADO RESOURCES LIMITED

(the “Corporation”)

**CORPORATE DISCLOSURE & INSIDER TRADING POLICY
(the “Policy”)**

(Adopted by the Board of Directors on February 27, 2020)

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1. INTRODUCTION

The objective of this policy¹ is to ensure that communications to the investing public about the Corporation are:

- timely, factual and accurate; and,
- broadly disseminated in accordance with all applicable legal and regulatory requirements.

This disclosure policy outlines the Corporation's approach towards the determination and dissemination of material information, the circumstances under and methods through which the confidentiality of information will be maintained, and restrictions on the trading of the Corporation's securities. It also provides guidelines designed to achieve consistent disclosure practices across the Corporation.

2. APPLICATION OF POLICY

This corporate disclosure and insider trading policy applies to all directors, officers and employees of the Corporation (individually and collectively "Personnel"), and those specifically authorized or designated to speak on its behalf. It covers all methods of communication by the Corporation with the public, including disclosures in documents filed with securities regulators, written statements made in the Corporation's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Corporation's website, through social media and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls. This policy does not apply to communication in the ordinary course of business not involving material information.

3. MONITORING OF COMPLIANCE AND WAIVERS

The disclosure policy shall be administered by the CEO and the Chair of the board of directors (collectively the "Administrators"). The Administrators may at any time, request the assistance or advice of other officers of the Corporation or third parties in the administration and interpretation of this policy. The Administrators will decide when developments are material and justify release to the public and will review the Corporation's prior disclosures of material information in regulatory filings and other statements to determine whether any updating or correcting is appropriate. All of the Corporation's written and oral public disclosures shall be reviewed and approved by the Administrators. The CEO will review this disclosure policy on an annual basis and recommend to the board of directors updating this policy, if necessary. Personnel are required to acknowledge that they have read, understood and accepted the contents of this policy by signing the certificate in Appendix A.

4. PRINCIPLES OR DISCLOSURE OF MATERIAL INFORMATION

Material information is any information (including material facts and material changes) relating to the business and affairs of the Corporation that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Corporation's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

In complying with the requirement to disclose all material information under applicable laws and stock exchange rules in a timely manner, the Corporation will adhere to the following basic disclosure principles:

- (a) Subject to the terms of this policy, material information will be publicly disclosed via news

¹ Per National Policy 51-201 - Disclosure Standards.

release.

- (b) In certain circumstances, the Administrators may determine that such disclosure would be detrimental to the Corporation's interests (for example if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the Administrators determine it is appropriate to publicly disclose or that the Corporation has a legal obligation to do so. In certain circumstances, the Administrators may cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential (also see 'Rumours').
- (c) Disclosure must be factual and non-speculative and must include any information the omission of which would make the rest of the disclosure misleading (half-truths are misleading).
- (d) Unfavourable material information must be disclosed as promptly and completely as favourable information.
- (e) No selective disclosure. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an interview with an analyst or in a telephone conversation with an investor). If previously undisclosed material information has been inadvertently disclosed, such information must be broadly disclosed immediately via news release. In certain circumstances, applicable securities laws allow for selective disclosure where doing so is in the "necessary course of business". Selective disclosure of material information under this exception should generally be reviewed and confirmed with the Corporation's counsel.
- (f) Disclosure on the Corporation's website alone does not constitute adequate disclosure of material information.
- (g) Disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure by the Corporation contained a material error at the time it was given.

5. INSIDERS, TRADING RESTRICTIONS AND BLACKOUT PERIODS

Insiders and employees with knowledge of confidential material information about the Corporation or counter-parties in negotiations of potentially material transactions are prohibited from trading securities of the Corporation or any counter-party until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated.

Insiders are personally responsible for filing accurate and timely insider trading reports.

To prevent insider trading violations, the following procedures must be followed by all Personnel of the Corporation or any of its insiders, affiliates or associates:

General Prohibition Against Using Material Information

All Personnel of the Corporation who have knowledge of undisclosed material information relating to the Corporation or its business are expressly prohibited from buying or selling, exercising options to buy or sell or tipping someone else to buy or sell (or not buy or sell), securities of the Corporation unless and until such information has been publicly disclosed and disseminated. If this undisclosed material information relates to any other company with which the Corporation is negotiating or doing business, they may not trade in the securities of such company on the basis of such information, nor may they communicate such information to others.

Family Members

The above prohibition also applies to family members and others living in the household of a director, officer or employee who gain access to or become aware of undisclosed material information relating to the Corporation. All Personnel are responsible for compliance with this policy by such family members and others living in their household.

Timing of Insider Transactions

As a general rule, if you know of material information relating to the Corporation or its business, you should not engage in any transactions relating to securities of the Corporation (including the exercise of stock options) until at least the commencement of the second trading day after the material information is publicly disclosed by news release.

Blackout Periods

Quarterly trading blackout periods may apply to all employees during periods when financial statements are being prepared but results have not yet been publicly disclosed. The need for and the length of a quarterly trading blackout will be determined by the Administrators based on whatever new material information is disseminated.

Blackout periods may also be prescribed from time to time by the Administrators as a result of special circumstances relating to the Corporation when insiders would be precluded from trading in its securities. For example, all Personnel who have access to undisclosed material information relating to the Corporation or its business in the normal performance of their duties are subject to the blackout. Other parties who may have knowledge of such special circumstances include external advisors such as legal counsel, investment bankers, investor relations consultants and other professional advisors, and counterparties in negotiations of material potential transactions. The parties who are made aware of a blackout period are prohibited from communicating to anyone else that the Corporation is subject to a blackout period. Exceptions to the prohibition against trading during blackout periods may only be made with prior approval by the Administrators.

The Administrators have adopted the guidelines for the implementation of blackouts as set out in Appendix C to this policy. These are guidelines and the implementation of them or lack thereof does not in any way negate or convey a waiver for the responsibilities of Personnel as described within this policy. Each person acknowledges that this policy is not necessarily exhaustive of their obligations and that it is the responsibility of each person to determine if there are any other legal obligations and to keep apprised of any changes to them. For example, certain Personnel may have insider reporting requirements under National Instrument 55-104 – Insider Reporting Requirements and Exemptions, as amended from time to time.

Notification of Intent to Trade

All Personnel of the Corporation planning to sell or trade securities (including the exercise of stock options) should consult either of the Administrators to determine whether they may trade in a given circumstance.

6. MAINTAINING CONFIDENTIALITY

Any director, officer or employee privy to confidential corporate information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to only those who need to know the information.

Outside parties privy to undisclosed material information concerning the Corporation will be told that they must not divulge such information to anyone else, and that they may not trade in the Corporation's securities until the information is publicly disclosed. Such outside parties may be requested to confirm their commitment to non-disclosure under a written confidentiality agreement of the Corporation as and when determined by the Corporation.

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

- (a) 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.
- (b) The utmost caution must be adhered to when confidential matters are being discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- (c) Confidential matters should not be discussed on wireless telephones or other wireless devices unless such devices are secure.
- (d) Confidential documents should not be displayed in public places and should not be discarded where others can retrieve them.
- (e) All Personnel must ensure they maintain the confidentiality of information in their possession outside of the Corporation's office as well as inside the office.
- (f) Transmission of documents by electronic means, such as by fax or directly from one computer or handheld electronic device to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
- (g) 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.
- (h) Access to confidential electronic data should be restricted through the use of passwords.

Personnel must also refer to and abide by the Corporation's Social Media & Cybersecurity policy.

7. AUTHORIZED SPOKESPERSONS

The Corporation designates a limited number of spokespersons responsible for communication with the investment community, regulators or the media.

The CEO or, and in his or her absence, the Chair of the Board, shall be the official spokespersons for the Corporation for dealings with institutional shareholders, Government Agencies (federal, provincial, state and territorial), First Nations, and the media. In addition, the CEO shall be the spokesperson for the Corporation in communications with non-institutional shareholders.

The CEO may, from time to time, designate others within the Corporation to speak on behalf of the Corporation or to respond to specific inquiries. There could be blanket delegation on routine matters.

Directors, officers or employees who have not been designated by the CEO must not respond under any

circumstances to inquiries from the investment community, the media or others. All such inquiries should be referred to the CEO.

8. NEWS RELEASE AND FILINGS

Once the Administrators determine that a development is material and must be disclosed, one of the Administrators will authorize the issuance of a news release. News releases may not be issued without the express consent of one of the Administrators. Should a material statement inadvertently be made on a selective basis, the Corporation will immediately issue a news release in order to fully disclose that information.

The Corporation will comply with the TSX Venture Exchange's policy on timely disclosure and news releases will be disseminated in accordance with the Corporation's News Release Approval Protocol (attached hereto as Appendix B) including where required (i) prior notice to the Investment Industry Regulatory Organization of Canada ("IIROC") and (ii) a trading halt if deemed necessary by IIROC or the Corporation.

9. QUIET PERIODS

From time to time, the Administrators may establish "quiet periods" to avoid the potential for, or the perception or appearance of, improper selective disclosure. During the quiet period, the Corporation will only communicate with the investment community, investors or the media to respond to unsolicited inquiries about non-material information or information that has been generally disclosed. The Corporation will not provide information relating to earnings guidance or commentary with respect to current operations or financial results for the current fiscal quarter or year to analysts, investors or other market professionals. As a general rule, the quiet period will begin on the [third business day] following the end of each fiscal quarter and will terminate with the issuance of a quarterly earnings announcement.

10. CONFERENCE CALLS

Conference calls and/or webcasts may be held for major corporate developments, whereby discussion of key aspects is accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. Any such call and/or webcast will be preceded by a news release containing all relevant material information. At the beginning of the call and/or webcast, a Corporation spokesperson may provide appropriate cautionary language with respect to any future oriented information.

The Corporation will provide advance notice of the conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and/or webcast. In addition, the Corporation may send invitations to analysts, institutional investors, the media and others invited to participate. A tape recording of the conference call and/or an archived audio webcast on the Internet will be made available following the call for a minimum of 30 days, for anyone interested in listening to a replay.

A copy, detailed records and/or transcripts of any conference call and webcast will be maintained by the Corporation. If during the conference call or webcast, there is inadvertent selective disclosure of previously undisclosed material information, the Corporation will immediately disclose such information broadly via news release.

11. RUMOURS

The Corporation does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Corporation's authorized spokespersons or designates will respond consistently to

those rumours, saying, "It is our policy not to comment on market rumours or speculation." Should the TSX Venture Exchange request that the Corporation make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Administrators will consider the matter and decide whether to make a policy exception.

If material undisclosed information of the Corporation appears to be affecting trading activity in the Corporation's securities, the Administrators will consider taking immediate steps to issue a public announcement by news release of the information. This may also include contacting the TSX Venture Exchange and asking that trading be halted pending the issuance of a news release.

12. CONTACTS WITH ANALYSTS, INVESTORS AND THE MEDIA

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Corporation intends to announce material information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.

The Corporation recognizes that meetings with analysts, institutional investors and other market professionals are an important element of the Corporation's investor relations program. The Corporation will meet with analysts, institutional investors and other market professionals on an individual or small group basis as needed and will initiate contact or respond to their calls in a timely, consistent and accurate fashion in accordance with this disclosure policy.

A debriefing among some or all of the Corporation participants will be held after individual or group meetings and if such debriefing uncovers inadvertent selective disclosure of previously undisclosed material information, the Corporation will immediately disclose such information broadly via news release.

13. REVIEWING ANALYST DRAFT REPORTS

It is the Corporation's policy to review, upon request, analysts draft research reports. It is imperative that the control of the process be centralized through the President and CEO. The Corporation will review the report for the purpose of pointing out errors in fact based on publicly disclosed historical information. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with an analyst's report or earnings estimates.

14. DISTRIBUTING ANALYST REPORTS

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Corporation of the report. For these reasons, the Corporation will not provide analyst reports through any means to persons outside of the Corporation, including posting such information or links to such information on its website. The Corporation may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Corporation. If provided, such list will not include links to the analysts or any other third party websites or publications.

15. RESPONSIBILITY FOR ELECTRONIC COMMUNICATIONS

This disclosure policy also applies to electronic communications. Accordingly, all Personnel responsible for written and oral public disclosures shall also be responsible for electronic communications, including social media.

The CEO is responsible for updating the investor relations section of the Corporation's website and is responsible for monitoring all Corporation information placed on the website to ensure that at the time it

was placed on the website it is accurate, up-to-date and in compliance with this disclosure policy.

The CEO must ensure that all links from the Corporation's website to a third party website are pre-approved by the Administrators. Any such links will include a notice that advises the reader that he or she is leaving the Corporation's website and that the Corporation is not responsible for the contents of the other site. The Corporation's website shall contain an investor relations section. Documents of interest to investors that are available in paper copy may be made available on the website. These may include the annual report, quarterly reports, news releases, and management proxy circular. The CEO is responsible for ensuring that the information in the investor relations section of the website is up-to-date and accurate. News releases will be added to the website as soon as possible after they are released to the wire service. Other documents and presentations may be placed on the website as soon as possible after they are available.

Disclosure on the Corporation's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the Corporation's website will be preceded by the issuance of a news release.

The CEO will also ensure that electronic inquiries are responded to. Only public information or information which could otherwise be disclosed in accordance with this disclosure policy will be utilized in responding to electronic inquiries. The CEO will maintain a written record of such inquiries and responses.

In order to ensure that no material undisclosed information is inadvertently disclosed, all Personnel are prohibited from participating in Internet chat rooms, bulletin boards, email or newsgroup discussions on matters pertaining to the Corporation's activities or its securities. Directors, officers or employees who encounter such a discussion pertaining to the Corporation should advise the Administrators immediately, so the discussion may be monitored.

16. SOCIAL MEDIA

The CEO is responsible for managing the Corporation's social media presence. Social media consists of social networks (such as Facebook and LinkedIn), online communities (such as Twitter), blogs, forums, wikis, virtual worlds and content hosting sites and other platforms (such as YouTube). Social media is an emerging technology that changes frequently and as such, all present and future forms of collaborative, online communications are within the scope of this disclosure policy, including the use of the appropriate cautionary notes for forward-looking information and disclosure of material information.

The Corporation has a Social Media & Cybersecurity policy which must be referred to and adhered to in all aspects.

17. FORWARD-LOOKING INFORMATION

Any forward looking information ("FLI") which constitutes material information will be disclosed by the Corporation broadly via press release pursuant to this disclosure policy. This includes FLI in the MD&A related to the annual audited and interim (quarterly) financial statements and any material FLI which the Corporation discloses at any other time for any reason.

The Corporation will describe all material facts or assumptions used in the preparation of the FLI. Any FLI disclosed will be identified as "forward-looking information" and accompanied with a cautionary statement warning of the inherent risks and uncertainties that may cause actual results to differ materially or if applicable that the information is stated as of a current date and is subject to change after that date and the Corporation does not undertake to update any forward looking statement(s) that is contained in that particular document or other communication.

18. MANAGING EXPECTATIONS

The Corporation will try to ensure, through its regular public dissemination of quantitative and qualitative information that analysts' estimates are in line with the Corporation's own expectations. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

19. COMMUNICATION AND ENFORCEMENT

This disclosure policy extends to the all Personnel, authorized spokespersons and spokespersons designated by the Administrators. Any person who violates this disclosure policy may face disciplinary action up to and including termination of his or her position or employment with the Corporation without notice. The violation of this disclosure policy may also violate certain securities laws which could lead to penalties, fines or imprisonment.

APPENDIX A – ACKNOWLEDGEMENT CERTIFICATE

I, the undersigned, declare that I have read and understood the Corporation's Disclosure & Insider Trading policy and its related policies. I acknowledge and agree to comply with the Disclosure & Insider Trading policy and amendments thereto, provided such amendments have been brought to my attention.

Name _____

Employee Number _____

Signature _____

Date _____

APPENDIX B – NEWS RELEASE APPROVAL PROTOCOL

(Not to be Included on Website)

1. The substantive content of all news releases must be approved by the Administrators.
2. Final versions of all news releases must be approved by either of the Administrators.
3. All disclosure of a scientific nature or technical information concerning a mineral project on a property material to the Company must be approved by the appropriate Qualified Person (as defined by Canadian National Instrument 43-101).
4. The Company will comply with the TSX Venture Exchange’s policy on timely disclosure, and news releases including where required (i) prior notice to the Investment Industry Regulatory Organization of Canada (“IIROC”) and (ii) a trading halt if deemed necessary by IIROC or the Company. The test for whether a news release needs to be filed with IIROC is whether it contains “material information”. If in doubt the release should be pre-filed with IIROC.
5. Dissemination of news releases shall be conducted in accordance with the [investor relations department]’s dissemination protocol, as updated from time-to-time, which shall include dissemination through an approved wire service, SEDAR filing, and posting to the Company’s website.

APPENDIX C – GUIDELINES FOR SECURITIES BLACKOUTS

DEFINITIONS

A “blackout” is a period of time when it is not appropriate for certain parties who are close to the Corporation to be exercising stock options, trading in Corporation securities and/or trading in the securities of a company with which the Corporation has business dealings and/or a company with which the Corporation has signed a confidentiality agreement and Colorado is still actively reviewing the company (“Targetco”).

The term "securities" includes, without limitation, the following:

- common and preferred shares and shares of any other class of the Corporation or Targetco;
- stock options and warrants of the Corporation or Targetco;
- securities of the Corporation or Targetco convertible into shares or other securities of the Corporation or Targetco such as convertible notes and debentures;
- rights and obligations of the Corporation or Targetco exercisable for shares or other securities of the Corporation or Targetco; and
- any other right of the Corporation or Targetco which would constitute a security under securities legislation (if you are in doubt, you are expected to consult with the CEO).

OBJECTIVE

The objective of these guidelines is to describe reasonable steps to ensure that no one closely associated with the Corporation trades in its securities or Targetco’s securities, or exercises the Corporation’s stock options at a time when it would not be appropriate to do so. This goes beyond the legal obligation of ensuring that applicable insider trading laws, regulations and policies are being met, to also cover practical situations where the Corporation’s Board of Directors (the “Board”) feels that it is not, from a market perception perspective, appropriate for exercising or trading to be occurring by parties who are close to the Corporation or Targetco.

APPLICATION

The Corporation’s CEO and Chair of the Board have been designated as the Administrators.

Blackout periods apply to the following parties associated with the Corporation (“Associates”):

- (a) The directors and Senior Officers (as defined below) of each entity in the Corporate Group (as defined below).
- (b) The managers (or employees acting in a management-like capacity) of each entity in the Corporate Group.
- (c) The employees working in an office of each entity in the Corporate Group.
- (d) The ongoing legal, accounting, tax and other professional advisors of each entity in the Corporate Group.

- (e) Any company, partnership, trust or other organized legal entity controlled by any one or more of the foregoing (i.e. such as a personal holding company or a family trust).
- (f) Any independent contractor or other party associated with an entity of the Corporate Group that may be, from time to time, designated by management or the Board as a party to whom this Policy should apply.

Blackout periods continue to apply to an Associate until the later of: (i) 30 days after such Associate ceases to be an Associate, and (ii) the date that any blackout (as defined below) which is in effect on the date such Associate ceases to be an Associate is lifted.

"Corporate Group" means Colorado Resources Ltd. and its directly or indirectly controlled subsidiary companies, corporations, partnerships, LLCs and other legal entities.

"Senior Officer" means:

- (1) the Chair or a vice-chair of the board of directors, the President and Chief Executive Officer (the "CEO"), the Chief Financial Officer, the Chief Operating Officer and any person holding the position of Vice-President of the Corporation or any of its directly or indirectly controlled subsidiaries or any of their operating divisions; or
- (2) any other individual who performs or is engaged by the Corporation to perform functions for the Corporation or any of its directly or indirectly controlled subsidiaries similar to those normally performed by an individual occupying any of the offices listed in (1) above.

INVOKING A BLACKOUT PERIOD

A blackout period will be invoked by an Administrator, typically by order of the CEO or CFO, from time to time in its discretion. Associates will be advised when it is invoked and when it has been lifted. In certain situations, management will be able to advise in advance when it is to be lifted. In others, Associates will have to wait to be advised.

Irrespective of whether a blackout period is invoked or not, all Associates are expected to abide by the Corporation's Disclosure & Insider Trading policy including all applicable securities rules, regulations and laws.

APPLICATION IN GROUPS

For the purposes of determining when blackout will apply to individuals, management will divide the Associates into two groups as follows:

- "Senior Group" includes Senior Officers, directors, professional advisors and others having inside information in the circumstances.
- "Junior Group" includes all other Associates not in the "Senior Group".

Associates can expect a blackout to be invoked in respect of the release of financial information for the "Senior Group" as follows:

- (A) Ten trading days before the announcement of any financial results, such as the quarterly financial results and annual financial results, until one complete trading days have elapsed after the trading day on which the financial results are publicly announced.

Notwithstanding the foregoing, which is only a recommended minimum blackout period, in the event that any preliminary financial information becomes available to a member of the Senior Group, any trading or tipping with respect to such information would be considered a breach of securities legislation and this Policy.

Associates can expect blackout to be invoked in respect of the release of financial information for the "Junior Group" as follows:

(B) Five trading days before the announcement of any financial results, such as the quarterly financial results and annual financial results, until one complete trading days have elapsed after the trading day on which the financial results are publicly announced.

While the following is by no means exhaustive or set in stone, Associates can also expect blackout to be invoked for the "Senior Group" and/or the "Junior Group" or selected individuals from either group, at the discretion of management from time to time as follows:

- During negotiations of any material transaction until it has been determined that the transaction will go ahead or not proceed. blackout will stay in effect until one complete trading days have elapsed after the trading day on which the transaction is publicly announced, if it is proceeding, or until the trading day following the day discussions about the transaction have terminated, if it is not proceeding.
- While there is a "material change" pending which has not yet been publicly announced. Once announced, blackout will remain in effect until one full trading days have elapsed after the trading day on which the material change was publicly announced.
- At any other time management deems it appropriate to be in blackout. The Corporation retains the full unfettered right to determine if and when blackout will be imposed and when it will be lifted.

"Material Change" means a change in the business, operations, assets or ownership of the Corporation that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Corporation or Targetco. Examples of such information would include: annual or quarterly financial results; significant changes in management; drilling results, acquisitions of, or mergers with Targetco; significant new contracts or loss of business. This list is not intended to be exhaustive.

A determination as to whether Associates are in possession of non-public material information that would prohibit them from trading in the Corporation or Targetco's securities or exercising stock options will depend on the particular facts of each case. If an Associate think s/he is in possession of such information, s/he should refrain from trading.

A Material Change includes a decision to implement that change made by:

- senior management of the Corporation who believe that confirmation of the decision by the directors is probable; or
- the directors of the Corporation.

"trading day" means any day of the week on which the stock market or trading facility on which any of the Corporation's or Targetco's securities are listed is open, whether or not the Corporation's or Targetco's securities actually trade on that day or not.

Example

The elapse of one full trading days after the trading day on which an announcement is made or an event occurs means the following. If, for example, announces the transaction on a Monday and blackout is in effect, no trading can occur until the opening of the market on Thursday. Tuesday and Wednesday are the one full trading days that must elapse before trading can occur.

The foregoing assumes that the market is open all four days. If there were a holiday during this period resulting in the market being closed on one or more of those days, then the holiday days do not count and the period would have to be extended accordingly. Only trading days are counted.

CONSEQUENCES OF FAILURE TO COMPLY

Failure to comply with this Policy may result in any one or more of the following consequences:

- Constitute grounds for the Associate's dismissal for cause.
- Entitle the Corporation to terminate any employment or independent contractor agreement with a Associate with no negative consequences to the Corporation other than to make any payments earned and owing to such Associate to the date of termination and only that date.
- Entitle the Corporation to be indemnified by the Associate for any liability or damages the Corporation may incur as a result of the Associate's breach of this Policy.

The obligation to comply with this Policy is solely the responsibility of the Associate and the Corporation assumes no liability on behalf of the Associate of any kind whatsoever should the Associate fail to comply with this Policy and personally incur liability or suffer damages.

The Corporation may include a cross-reference to this Policy in its employment and independent contractor agreements whereby the Associate will be asked to acknowledge this Policy and agree to abide by it. Notwithstanding this, all Associates (other than professional advisors) will be asked to sign the Acknowledgment attached hereto and by doing so agree that this serves as an amendment to any employment agreement or independent contractor agreement that they may have signed with any member of the Corporate Group.

GENERAL

Nothing in these guidelines in any way detracts from or limits any other obligations that Associates have in law or pursuant to a management, employment, consulting or other similar agreement with any member of the Corporate Group.