

## **POLICY ON INSIDER TRADING**

The Company adheres to the state policy that insider trading must be eliminated in order not to create distortions in the free market.

### *Definitions -*

- a) For the purpose of this Policy, an “Insider” covers the following:
  1. Members of the Board of Directors and the Corporate Secretary of the Company;
  2. Officers as defined in the by-laws of the Company who are or may be in possession of material non-public information about the Company because of their responsibilities;
  3. Consultants and Advisers of the Company;
  4. Any person, including an employee, who possesses material non-public information regarding the Company is an Insider for so long as the information is "material non-public"; and
  5. Members of the immediate families of Directors, Officers and all other persons who are living in the same household as the abovementioned Covered Persons.
  
- b) An information is “material non-public” if it has not been generally disclosed to the public and, if disclosed, would likely affect the price of the securities and one person’s decision to buy, sell or hold a security.

*General Policy* – Insiders shall not take advantage of material non-public information obtained by them by virtue of their position in the Company, and shall promote primarily the Company's interest over personal gain. No director, officer or employee shall use his position to profit or gain some benefit or advantage for himself and/or his related interests.

1. Insiders, who have knowledge of material non-public information regarding the Company, are subject to the following restrictions:
  - a) Insiders shall not buy or sell securities of the Company on their own account or for a third party using insider information, or have others trade for their (Insiders) accounts. Insiders shall not buy or sell securities of the Company during the period within which material-nonpublic information is obtained and up to five (5) full trading days after the said information is disclosed (“Blackout Period”).

- b) Insiders shall not pass the insider information to others, which in turn might trade (“tipping”) or forward the insider information to third parties that buy and sell securities on the basis of that insider information.
- c) Insiders shall not engage in any other action to take advantage of insider information.

2. Internal rules and procedures regarding director or employee trading of the Company’s securities that are clear, practical, and effective, in safeguarding against insider trading shall be developed by the Company.

3. Violation of this policy could result in serious sanctions, including dismissal from employment of the Insider.