

CHANTRELL VENTURES CORP.
(the “Company”)

**Corporate Governance Policies and
Procedures Manual**
(the “Manual”)

Approved by the Board of Directors on April 6, 2011

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CORPORATE GOVERNANCE OVERVIEW AND GUIDELINES

1. Introduction

The Board of Directors of the Company (the “**Board**”) has adopted these Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with the duties and responsibilities owed to the Company and its shareholders.

2. Director Responsibilities

- (a) **Oversee Management of the Company.** The principal responsibility of the Board is to oversee the management of the Company in a way that is in the best interests of the Company and its shareholders. This responsibility requires that the Board attend to the following:
- review and approve on a regular basis, and as the need arises, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
 - evaluate the performance of the Company, including the appropriate use of corporate resources;
 - evaluate the performance of, and oversee the progress and development of, senior management and take appropriate action, such as promotion, change in responsibility and termination;
 - implement senior management succession plans;
 - evaluate the Company’s compensation programs;
 - establish a corporate environment that promotes timely and effective disclosure (including appropriate controls), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
 - oversee the Company’s auditing and financial reporting functions;
 - evaluate the Company’s systems to identify and manage the risks faced by the Company;
 - review and decide upon material transactions and commitments;
 - develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - provide assistance to the Company’s senior management, including guidance on those matters that require Board involvement; and
 - evaluate the overall effectiveness of the Board and its committees.

- (b) **Exercise Business Judgment.** In discharging their duties directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Company and its shareholders free from personal interests. In discharging their duties, the directors normally are entitled to rely on the Company's senior executives, other employees believed to be responsible, and its outside advisors, auditors and legal counsel, but also should consider second opinions where circumstances warrant.
- (c) **Understand the Company and its Business.** With the assistance of the management, directors are expected to become and remain informed about the Company and its business, properties, risks and prospects.
- (d) **Establish Effective Systems.** Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company.
- (e) **Protect Confidentiality and Proprietary Information.** Directors are responsible for establishing policies that are intended to protect the Company's confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.
- (f) **Board, Committee and Shareholder Meetings.** Directors are responsible for adequately preparing for and attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities.
- (g) **Indemnification.** Directors are entitled to Company-provided indemnification through corporate articles and by-laws, corporate statutes, indemnity agreements and, when available on reasonable terms, directors' and officers' liability insurance.

3. Director Qualification Standards

- (a) **Independence.** The Board will ensure that it has at all times at least the minimum number of directors who meet applicable standards of director independence. The Board will determine independence on the basis of (i) applicable legal and stock exchange requirements and (ii) being satisfied that the director does not have, directly or indirectly, a financial, legal or other relationship with the Company that, in the Board's judgment, would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.
- (b) **Size and Skills of Board.** The Board believes that a Board comprised of 3 to 8 members is an appropriate size given the Company's present circumstances. The Board also will consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each director.
- (c) **Other Directorships.** The Board does not believe that its members should be prohibited or discouraged from serving on boards of other organizations, and the Board does not propose any specific policies limiting such activities, providing they do not reduce a director's effectiveness or result in a continuing conflict of interest.

- (d) **Tenure.** The Board does not believe it should establish director term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, significant insight into the Company and its operations and an institutional memory that benefits the Board as well as management. As an alternative to term limits, the Compensation and Corporate Governance Committee will review each director's continuation on the Board annually. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and allow the Company to replace directors where, upon recommendation of the Compensation and Corporate Governance Committee, the Board makes a determination in that regard.
- (e) **Separation of the Offices of Chairman and CEO.** The Board will select a Chairman of the Board in a manner and upon the criteria that the Board deems appropriate at the time of selection. The Board believes the offices of Chairman of the Board and the Chief Executive Officer ("CEO") should not be held by the same persons.
- (f) **Selection of New Director Candidates.** Except where the Company is legally required by contract, law or otherwise to provide third parties with the right to nominate directors, the Compensation and Corporate Governance Committee will be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of shareholders and (iii) recommending to the Board persons to be elected by the Board to fill any vacancies on the Board. The Compensation and Corporate Governance Committee's recommendations will be considered by the Board but the recommendations are not binding upon it.
- (g) **Extending the Invitation to a New Director Candidate to Join the Board.** An invitation to join the Board will be extended by the Chairman of the Board when authorized by the Board.
- (h) **Majority Vote Policy.** If the votes "for" the election of a director nominee at a meeting of shareholders are fewer than the number voted "withheld", the nominee is expected to submit his or her resignation promptly after the meeting for the consideration of the Compensation and Corporate Governance Committee. The Compensation and Corporate Governance Committee will make a recommendation to the Board after reviewing the matter, and the Board will then decide whether to accept or reject the resignation. The Board's decision to accept or reject the resignation will be disclosed to shareholders. The nominee will not participate in any Compensation and Corporate Governance Committee deliberations whether to accept or reject the resignation. This policy does not apply in circumstances involving contested director elections.

4. Board Meetings

- (a) **Selection of Agenda Items.** The Chairman of the Board shall propose an agenda for each Board meeting. Each Board member is free to request the inclusion of other agenda items and is generally free to request at any Board meeting the consideration of subjects that are not on the agenda for that meeting.
- (b) **Frequency and Length of Meetings.** The Chairman of the Board, in consultation with

the members of the Board, will normally determine the frequency and length of Board meetings; however, the ultimate power in this regard rests with the Board. Special meetings may be called from time to time as required to address the needs of the Company's business.

- (c) **Advance Distribution of Materials.** Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting will normally be distributed in writing to the directors reasonably before the meeting and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of a very time-sensitive nature and that the distribution of materials on these matters before the meeting may not be practicable.
- (d) **Executive Session of Independent Directors.** At least one executive session of independent directors will be held on an annual basis.

5. Board Committees

- (a) **Key Committees.** The Board will at all times have an Audit Committee and a Compensation and Corporate Governance Committee. The Board may, from time to time, establish or maintain a Technical Committee and such additional committees or subcommittees as it deems necessary. The Board may delegate any of its powers to committees of the Board, except that it may not delegate the powers to fill Board vacancies, remove a director, change the membership or fill vacancies in a committee of the board, or remove or appoint officers who are appointed by the Board.
- (b) **Committee Charters.** Each board committee will have a charter that has been approved by the Board. The committee charters will set forth the purposes, goals and responsibilities of the committees. The Board will, from time to time as it deems appropriate, but at least annually, review and reassess the adequacy of each charter and make appropriate changes. Each charter must address those matters required by applicable laws and stock exchange rules. The Charters of the Audit committee, the Compensation and Corporate Governance Committee and the Technical Committee are part of the Manual.
- (c) **Assignment of Committee Members.** The Compensation and Corporate Governance Committee will be responsible for recommending to the Board the persons to be appointed to each committee of the Board. All members of the Audit Committee must meet applicable the independence standards. All members of the Compensation and Corporate Governance Committee must be "independent directors". The Audit Committee and the Compensation and Corporate Governance Committee will each have a minimum of three directors. Any other committees shall have at least one member or the minimum number of members required by applicable law and the Company's charter documents.
- (d) **Selection of Agenda Items.** The chairman of each committee, in consultation with the other committee members, will develop the committee's agenda.
- (e) **Frequency of Committee Meetings.** The chairman of each committee, in consultation with the other committee members, will determine the frequency of the committee meetings consistent with any requirements set forth in the committee's charter. Special

meetings may be called by any member from time to time as required to address the needs of the Company's business and fulfill the responsibilities of the committees.

6. Director's Access to Management and Independent Advisors

- (a) **Access to Officers and Employees.** All directors have, at all reasonable times and on reasonable notice, full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate should normally be arranged through the CEO or the Chief Financial Officer (the "CFO"). The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. The directors are normally expected to provide a copy or otherwise inform the CEO or CFO of any communication between a director and an officer or employee of the Company.
- (b) **Access to Independent Advisors.** The Board and each committee shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company. Such independent advisors may be the regular advisors to the Company. The Board or any board committee is empowered, without further action by the Company, to cause the Company to pay the appropriate compensation of such advisors as established by the Board or any such committee.

7. Director Compensation, Share Ownership and Trading

- (a) **Role of Board and Compensation and Corporate Governance Committee.** The form and amount of director compensation will be recommended by the Compensation and Corporate Governance Committee and approved by the Board. The Compensation and Corporate Governance Committee will also conduct periodic reviews of the compensation of the Company's directors and make recommendations to the Board.
- (b) **Form of Compensation.** The Board believes that directors should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of director compensation helps align the interests of directors with those of the Company's shareholders.
- (c) **Amount of Compensation.** The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the chairmen of each committee, if not also members of management, to receive additional compensation for their additional duties in these positions.
- (d) **Compensation for Director Service by Company Employee While Serving on Other Boards of Directors.** When any employee of the Company serves as a director of another company at the request of the Company or as the representative of the Company, that employee may not accept compensation from that other company for such service. If any such compensation is nonetheless received, it shall be received on behalf of and paid over to the Company.
- (e) **Director Share Ownership.** The Board believes that each director should acquire and hold shares of the Company in an amount that is meaningful to shareholders and

appropriate to each director. The Board, will establish a target for share ownership by directors and a time period during which this target is to be met.

- (f) **Stock Trading.** Prior to purchasing or selling shares of Company stock, directors must advise the CEO or the CFO so as to avoid trading at a time when there may be undisclosed material information and so that Company spokespersons will be aware of such transactions and be able to respond to questions regarding changes in share ownership from shareholders and others.

8. Director Orientation and Continuing Education

- (a) **Director Orientation.** The Board and the Company's senior management will conduct orientation programs for new directors as soon as possible after their appointment as directors. The orientation programs will include presentations by management to familiarize new directors with the Company's projects and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct, its principal officers, its independent auditors and its outside legal advisors. In addition, the orientation programs will include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' duties and visits to Company headquarters and, to the extent practical, the Company's significant locations of operation.
- (b) **Continuing Education.** To enable each director to better perform his or her duties and to recognize and deal appropriately with issues that arise, the Company will provide the directors with suggestions to undertake continuing director education.

9. Management Evaluation and Succession and Executive Compensation

- (a) **Selection of Chief Executive Officer.** The Board selects the Company's CEO in the manner that it determines to be in the best interests of the Company. The Board, together with the CEO, will develop a clear position description for the CEO. The board will also develop the corporate goals and objectives that the CEO is responsible for meeting.
- (b) **Evaluation of Senior Management.** The Compensation and Corporate Governance Committee will be responsible for overseeing the evaluation of the performance of the CEO and other members of senior management. The Compensation and Corporate Governance Committee will determine the nature and frequency of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the performance of the CEO, to be discussed with the Board. The Board will review the assessment to ensure that the CEO is providing the best leadership for the Company over the long- and short-term. The Compensation and Corporate Governance Committee will also discuss with the Board the recommendations of the CEO with regards to the compensation of the other members of senior management.
- (c) **Succession of Senior Management.** The Compensation and Corporate Governance Committee will be responsible for overseeing an annual evaluation of senior management succession planning.
- (d) **Expectations of Senior Management.** The Board will establish, and review on an annual basis, its expectations for senior management generally.

- (e) **Executive Compensation.** Compensation of the CEO must be determined, or recommended to the Board for determination, by the Compensation and Corporate Governance Committee. The CEO must not be present during voting or deliberations. Compensation for all other members of senior management must be determined, or recommended to the Board for determination, by the Compensation and Corporate Governance Committee.

10. Code of Business Conduct

The Board, will adopt and maintain a Code of Business Conduct that will apply to the employees, officers and directors of the Company.

11. Annual Performance Evaluation of the Board

The Compensation and Corporate Governance Committee will oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Compensation and Corporate Governance Committee will determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance. This evaluation will be discussed by the Board.

12. Board Interaction with Shareholders, Institutional Investors, the Press, Customers, etc.

The Board believes that the CEO and his or her designees should normally speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. In such cases, the director shall keep the Chairman fully informed.

The Board will give appropriate attention to written communications that are submitted by shareholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances, the Chairman of the Board monitors communications from shareholders and other interested parties, and will provide copies or summaries of such communications to the other directors as he or she considers appropriate.

13. Periodic Review of the Corporate Governance Guidelines

The Board will, from time to time, review and reassess the adequacy of this Manual and consider any proposed changes.

The Company will ensure that a current version of this Manual, is posted on the Company's web site.

MATTERS REQUIRING BOARD APPROVAL (Non-delegation Policy)

This Policy identifies items which must be approved by the Board or a committee of the Board and may not be delegated to management without Board approval. A general overriding consideration is that the directors are required under law to manage, or supervise the management of, the business and affairs of the Company. Accordingly, even if an action might fall outside these guidelines, management should consider whether the matter, nevertheless, should be referred to the Board for consideration.

Under these guidelines, an “Out of Budget Transaction” is a transaction that exceeds the budgeted amount by 10% and that is not already part of an approved budget. The following is a list of items which officers must refer to the Board, or an appropriate committee thereof, for consideration.

1. The approval of annual budgets.
2. The approval of all financial information and other disclosure documents that are required by law to be approved by the Board before they are released to the public.
3. Allotment of any securities. This includes shares, options, warrants or other convertible or debt securities, and the payment of a commission to any person as consideration for purchasing securities of the Company or providing purchasers for any such securities. Securities may be issued by executive officers where previously allotted by the Board (e.g. exercise of previously allotted options and warrants upon exercise).
4. Entering into transactions of a fundamental nature such as amalgamations, mergers and material acquisitions or dispositions.
5. Agreeing to redeem, purchase or otherwise acquire any of the Company’s shares.
6. Entering into any agreement or commitment to acquire or dispose of assets that are material to the Company including, but not limited to, those that are an Out of Budget Transaction.
7. Entering into, or making a material modification of, any agreement or commitment to become liable for any indebtedness, including the granting of a guarantee or similar standby obligation, if (a) the amount of such indebtedness is an Out of Budget Transaction or (b) any assets of the Company are made subject to a security interest in an Out of Budget Transaction.
8. Committing to making any material capital expenditure which is an Out of Budget Transaction.
9. Entering into any contract, agreement or commitment out of the ordinary course of business if such agreement involves a material commitment of financial resources.
10. Adoption of hedging policies.
11. Entering into any agreement with an officer, director or 10% shareholder of the Company or any parent or subsidiary of the Company outside of the ordinary course of business.
13. Terminating, suspending or significantly modifying any material business activity or

business strategy of the Company.

14. Undertaking a new business activity that requires an allocation of material resources.
15. Making any material change to a business or strategic plan that has been approved by the Board.
16. Initiating or settling any legal proceeding involving a material payment.
17. Employing or terminating the Company's independent auditor.
18. Hiring or terminating the employment, or determining the compensation, of any person who is an executive officer of the Company.
19. Offering any material employment or consulting terms to any individual or entity which are not customary for the Company. This determination is to be made by reference to terms of employment or consultancy that have generally been offered to other employees or consultants in similar positions or with similar status.
20. The approval of a request by the CEO or the CFO of the Company to serve on the board of another entity, other than not-for-profit entities or family businesses that in no material way compete with the Company or do any material business with the Company.
21. Any other matter specified by the Board as requiring its prior approval.

OUR COMMITMENTS

Human Resources

We are committed to having an employment environment that is supportive and that demonstrates the value that we place on teamwork and individual contributions. We expect all of our employees to treat their fellow employees with the courtesy, dignity and respect that they would like to receive. An integral part of that policy is that the Company does not practice or permit discrimination against any person because of race, colour, religion, national origin, sex, sexual orientation, age or disability. We are also committed to having a workplace that is free of harassment, intimidation and hostility. All employees are expected to review and comply with our Code of Business Conduct and Ethics.

We are committed to treating all of our employees fairly. To that end, we encourage our employees to confer with the appropriate person if they have employment related issues that they believe should be addressed.

Health and Safety

We are committed to having work sites that are healthy and safe. We expect all of our employees to comply with all applicable health and safety requirements and policies. The health and safety of all of our employees, and all who come in contact with our company locations, is paramount. In addition to following all applicable laws and company safety policies, we expect all of our employees to use common sense in matters involving health and safety.

Environment

We are committed to standards of excellence in our environmental practices. We will meet all legal requirements applicable to our activity. Where feasible, we will exceed the legal requirements. Where there are no applicable legal standards, we will apply responsible practices. To this end, we expect our employees to (1) comply with applicable environmental requirements, (2) seek guidance when they are unsure of the standards, (3) consider what extra steps we may follow to enhance our environmental performance, and (4) report violations or suspected violations to the appropriate persons.

Community and other Stakeholders

We are committed to maintaining the best possible relationships with the communities in which we operate. We cannot function as a company unless we are accepted in the communities in which we operate, and we cannot be accepted in our communities unless we act responsibly toward our neighbours and those who are impacted by our activity. We must remember that in many instances we are guests in the community and that if we eventually leave, the community and its members will remain in place. If we are to be welcomed in other communities in the future, it is imperative that we leave a legacy of good will in those places where we have conducted business in the past. The Company's policy is to make positive contributions to the communities in which we operate, including encouragement of local employment in our operations and financial contributions to an appropriate extent, so that the community is enriched by our presence. We also encourage all of our employees to participate in community activity.

Our suppliers and customers are critical to our success in many ways. We are committed to maintaining honest and mutually beneficial relationships with our suppliers and customers. We expect to be treated fairly by our suppliers and customers, and our suppliers and customers are

entitled to the same treatment from us. Our reputation for fair dealing will serve to benefit us whenever and wherever we engage in business.

Our relationships with governmental entities can be especially important in our success as a company. We are committed to dealing in an honest and forthright manner with all governmental entities with which we have relationships. While we will exercise and protect our legal rights, we will also cooperate with all governmental entities in recognition of our civic duties.

Our employees make our Company successful in many ways. We recognize their participation and importance through our commitments to human resources and health and safety.

Our shareholders are our most important stakeholders. As the owners of the Company, they have entrusted us with the care of their assets, and they rely on us to manage those assets responsibly, with a view to providing them with a suitable return on their investment. We are committed to managing their assets responsibly and to providing them with timely and complete disclosure.

Ethical Conduct and Compliance with Law

We are committed to conduct our business in an ethical way and in compliance with applicable laws and regulations. As a part of our commitment, we have established our Code of Business Conduct and our Timely Disclosure, and Insider Trading policy. The Code of Business Conduct contains some specific provisions dealing with such matters as corporate opportunity and conflicts of interest. It also deals with more general matters, such as compliance with law and honesty and fair dealing. The Company strives to operate in an ethical and legal way in all of its activities, and we expect our employees to do the same. The Code of Business Conduct cannot cover everything that may arise. For that reason, when one of our employees is confronted with a matter that is not covered by the Code of Business Conduct, we expect that employee to ask himself or herself two questions before proceeding: (1) does it feel right, and (2) how would I feel if my actions were the subject of a front-page news report?

What to Do

Our Code of Business Conduct and our Timely Disclosure and Insider Trading policy contains a set of suggested procedures that our employees can use to raise issues that they believe may violate such code or policy. But those procedures are equally available for any employee to report any instances where he or she believes that we or any of our employees are falling down on our commitments. We want to know if we can do better, and we encourage all of our employees to tell us anytime they believe we are not fulfilling our commitments.

CODE OF BUSINESS CONDUCT

1. Introduction

This Code of Business Conduct (“**Code**”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but sets out basic principles to guide all directors, officers and employees of the Company and other persons in similar relationships with the Company (collectively, with the directors, officers and employees of the Company, “**Company Personnel**”). All Company Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, Company Personnel must comply with the law. If a local custom or policy conflicts with this Code, Company Personnel must comply with this Code. If you have any questions about these conflicts, you should consult the Chief Executive Officer (“**CEO**”) or the Corporate Secretary of the Company on how to handle the situation.

Company Personnel who violate the standards in this Code will be subject to disciplinary action, which could include the termination of their employment or other relationship with the Company. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below under “Compliance Procedures”.

2. Purpose

The purpose of the Code is to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- promote compliance with applicable laws, rules and regulations;
- promote the prompt internal reporting to an appropriate person of violations of this Code;
- promote accountability for adherence to this Code;
- promote fair dealing with the Company’s security holders, customers, suppliers, competitors and employees;
- protect the confidentiality of corporate information;
- promote the protection and proper use of corporate assets and opportunities;
- provide guidance to Company Personnel to help them recognize and deal with ethical issues;
- provide mechanisms to report any illegal or unethical conduct; and

- help foster the Company’s culture of honesty and accountability.

3. Legal Compliance

Company Personnel are expected to comply in good faith at all times with all applicable laws, rules and regulations and behave in an ethical manner.

Company Personnel are required to comply with the Company’s Timely Disclosure and Insider Trading Policy and all other policies and procedures applicable to them that are adopted by the Company from time to time.

Company Personnel must cooperate fully with those responsible for preparing reports filed with the securities regulatory authorities and all other materials that are made available to the investing public to ensure those persons are aware in a timely manner of all information that is required to be disclosed. Company Personnel should also cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

4. Third Party Relationships

Conflicts of Interest

Company Personnel are required to act with honesty and integrity and to avoid any relationship or activity that might create, or appear to create, a conflict between their personal interests and the interests of the Company.

Conflicts of interest arise where an individual’s private interests interfere in any way with the interests of the Company. A conflict of interest can arise when Company Personnel take actions or have interests that may make it difficult for them to perform their work for the Company objectively and effectively. Such conflicting loyalties can cause a person to give preference to personal interests in situations where corporate responsibilities should come first. Company Personnel shall perform the responsibilities of their positions on the basis of what is in the best interests of the Company, free from the influence of personal considerations and relationships.

It is almost always a conflict of interest for Company Personnel to work at the same time for a competitor or a person with whom the Company has a business relationship. Company Personnel are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business relationship (except on behalf of the Company) with competitors of the Company or persons with whom the Company has business relationships.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors of the Company (the “**Board**”). Conflicts of interest may not always be clear-cut. If you have a question, you should consult with the CEO or the CFO. Any Company Personnel who become aware of a conflict or potential conflict should bring it to the attention of the CEO or CFO and consult the procedures described below under “Compliance Procedures”.

Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill and

constructive relationships among business partners. These courtesies may include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when these courtesies compromise, or appear to compromise, the Company's ability to make fair and objective business decisions or to gain an unfair advantage.

Company Personnel or their immediate families shall not use their position with the Company to solicit any cash, gifts or free services from any Company customer, supplier or contractor for their or their immediate family's or friend's personal benefit. Gifts or entertainment from others should not be accepted if they could be reasonably considered to be extravagant for the employee, officer or director who receives it, or otherwise improperly influence the Company's business relationship with or create an obligation to a customer, supplier or contractor. The following are guidelines regarding gifts and entertainment:

- Nominal gifts and entertainment, such as logo items, pens, calendars, caps, shirts and mugs are acceptable.
- Reasonable invitations to business-related meetings, conventions, conferences or product training seminars may be accepted.
- Invitations to social, cultural or sporting events may be accepted if the cost is reasonable and your attendance serves a customary business purpose such as networking (e.g. meals, holiday parties and tickets).
- Invitations to golfing, fishing, sports events or similar trips that are usual and customary for your position within the Company and the industry and promote good working relationships with customers and suppliers may be accepted provided, in the case of employees, they are approved in advance by your manager.

No gift or entertainment should ever be offered, given, provided, authorized or accepted by any Company Personnel or their family members unless it is not a cash gift, is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff, and does not violate any laws. Strict rules apply when the Company does business with governmental agencies and officials, as discussed in more detail below. Company Personnel should discuss with the CEO or CFO any gifts or proposed gifts about which they have any questions. These guidelines apply at all times and do not change during traditional gift-giving seasons.

Honesty and Fair Dealing

When representing the Company, it is important that Company Personnel deal honestly and fairly with the Company's joint venture partners, suppliers, customers, professional advisors, competitors, other employees, and anyone else with whom Company Personnel have contact in the course of employment with the Company. Company Personnel should not take any advantage of anyone through actions such as manipulation, concealment, misappropriation or abuse of confidential information, falsification, misrepresentation of material facts, undue influence or any other unfair dealing practice. Company Personnel also should not give any advantage to anyone for reason of personal relationship, personal benefit or other reasons not involving the best interest of the Company.

Payments to Government Personnel

All Company Personnel must comply with all laws prohibiting improper payments to domestic and foreign officials, including the *Corruption of Foreign Public Officials Act* (Canada). This Act prohibits, among other things, offering, promising or giving (or authorizing any of those activities) anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to influence any of their acts or decisions or to obtain or retain business.

Similarly, other governments have laws regarding business gifts that may be accepted by government personnel. The promise, offer or delivery to an official or employee of various governments of a gift, favor or other gratuity in violation of these laws would not only violate Company policy but could also be a criminal offense. Illegal payments are not to be made to government officials of any country. The CEO and CFO can provide guidance to Company Personnel in this area.

Government Relations

Company Personnel may participate in the political process as private citizens. It is important to separate personal political activity and the Company's political activities, if any, in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. The Company's political activities, if any, shall be subject to the overall direction of the Board. The Company will not reimburse Company Personnel for money or personal time contributed to political campaigns. In addition, Company Personnel may not work on behalf of a candidate's campaign while at work or at any time use the Company's facilities for that purpose unless approved by the chairman of the audit committee.

No Company Personnel may offer improper payments when acting on behalf of the Company.

Company funds must not be used to make payment or provide anything of value, directly or indirectly, in money, property, services or any other form to a government official, political party or candidate for political office in consideration for the recipient agreeing to:

1. exert influence to assist the Company in obtaining or retaining business or secure any advantage; or
2. commit any act in violation of a lawful duty or otherwise influence an official act.

If you are in doubt about the legitimacy of a payment that you have been requested to make, refer such situations to the chairman of the audit committee.

In addition, Company Personnel are strictly prohibited from attempting to influence any person's testimony in any manner whatsoever in courts of justice or any administrative tribunals or other government bodies.

Competitive Practices

The Company firmly believes that fair competition is fundamental to the continuation of the free enterprise system. The Company complies with and supports laws which prohibit restraints of trade, unfair practices, or abuse of economic power.

The Company will not enter into arrangements that unlawfully restrict its ability to compete with other businesses, or the ability of any other business organization to compete freely with the Company. The Company's policy also prohibits Company Personnel from entering into or discussing any unlawful arrangement or understanding that may result in unfair business practices or anti-competitive behavior.

5. Information And Records

Confidential and Proprietary Information and Trade Secrets

Company Personnel may be exposed to certain information that is considered confidential by the Company or entrusted to the Company by persons with whom the Company does business, or may be involved in the design or development of new procedures related to the business of the Company. All such information and procedures, whether or not the subject of copyright or patent, are the sole property of the Company. Company Personnel shall not disclose confidential information to persons outside the Company, including family members, and should share it only with other Company Personnel who have a "need to know" unless the disclosure is specifically authorized by the CEO.

Company Personnel are responsible and accountable for safeguarding the Company documents and information to which they have direct or indirect access as a result of their employment, officership or directorship with the Company. All Company Personnel should read and abide by the Company's Timely Disclosure and Insider Trading Policy.

Financial Reporting and Records

The Company requires honest and accurate recording and reporting of information to make responsible business decisions. The Company's accounting records are relied upon to produce reports for our management, directors, shareholders, governmental agencies and persons with whom the Company does business. All of the Company's financial statements and the books, records and accounts on which they are based must appropriately reflect the Company's activities and conform to applicable legal and accounting requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All Company Personnel have a responsibility, within the scope of their positions, to ensure that the Company's accounting records do not contain any false or intentionally misleading entries. The Company does not permit intentional misclassification of transactions as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period. Company Personnel should read and abide by the Company's Whistleblower Policy.

Certain Company Personnel may be authorized to use business expense accounts, which must be documented and recorded accurately. If Company Personnel are not sure whether a certain expense is legitimate, a supervisor can provide advice.

Business records and communications often become public through legal or regulatory proceedings or the media. Company Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including internal and external e-mail, informal notes,

internal memos, and formal reports.

Record Retention

The Company maintains all records in accordance with laws, rules and regulations regarding retention of business records. The term “business records” covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Company prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Company is required by laws, rules or regulations to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

6. Company Assets

Use of Company Property

All Company Personnel should endeavor to protect the Company’s assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company’s profitability. Any suspected incident of fraud or theft should be reported immediately to your department head for investigation. Company equipment should not be used for non-Company business, other than incidental personal use.

The Company’s assets (such as funds, products or proprietary information) may be used only for legitimate business purposes. The Company’s assets may never be used for illegal purposes.

Intellectual Property of Others

The obligation of Company Personnel to protect the Company’s assets includes the Company’s proprietary information. Proprietary information includes any confidential information, as well as the Company’s intellectual property. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks (such as logos), copyrights and exclusive photo images), business, marketing and service plans, policies and procedures manuals, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy and could be illegal and result in civil or criminal penalties. The obligation to preserve the confidentiality of proprietary information continues even after Company Personnel cease to have a relationship with the Company.

Information Technology

The Company’s information technology systems, including computers, e-mail, intranet and internet access, telephones and voice mail are the property of the Company and are to be used primarily for business purposes. The Company information technology systems may be used for minor or incidental personal messages provided that such use is kept at a minimum and is in compliance with Company policy and this Code.

Electronic documents and messages (including voice-mail, e-mail and SMS) sent, received, created or modified by Company Personnel are considered Company property and Company Personnel should recognize that they are not “personal” or “private”. Unless prohibited by law, the Company reserves the right to access and disclose (both internally and externally) electronic

documents and messages, as well as, to specify, configure and restrict its electronic systems as necessary for its business purposes. Company Personnel should use good judgment and not access, send messages or store any information that they would not want to be seen or heard by others.

Corporate Opportunities

Company Personnel have a duty of loyalty to the Company, which includes a duty to advance the Company's legitimate interests when the opportunity to do so arises. Accordingly, Company Personnel may not use their position with the Company or the Company's name, property, information or good will for personal gain or for the gain of others. Company Personnel are further prohibited from taking advantage of an opportunity that is discovered through the use of any corporate property, information, contacts or employment with the Company. All such opportunities, actual or perceived, should be reported to your immediate supervisor.

7. Workplace

A Nondiscriminatory Environment

The Company fosters a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not discriminate against Company Personnel or potential employees, officers or directors on the basis of race, color, religion, sex, national origin, age, sexual orientation or disability or any other category protected by Canadian federal and provincial laws, rules and regulations and, in addition, in accordance with the laws, rules or regulations applicable in the jurisdiction where such Company Personnel are located. The Company will make reasonable accommodations for its Company Personnel in compliance with applicable laws, rules and regulations. The Company is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action and will not tolerate discrimination by Company Personnel.

Harassment-Free Workplace

The Company will not tolerate harassment of Company Personnel, customers or suppliers in any form.

Sexual Harassment

Sexual harassment is illegal and all Company Personnel are prohibited from engaging in any form of sexually harassing behavior. Sexual harassment means unwelcome sexual conduct, either visual, verbal or physical, and may include, but is not limited to, unwanted sexual advances; unwanted touching and suggestive touching, language of a sexual nature, telling sexual jokes, innuendoes, suggestions, suggestive looks and displaying sexually suggestive visual materials.

Substance Abuse

The Company is committed to maintaining a safe and healthy work environment free of substance abuse. Company Personnel are expected to perform their responsibilities in a professional manner and, to the degree that job performance or judgment may be hindered, be free from the effects of drugs and/or alcohol.

Workplace Violence

The workplace must be free from violent behavior. Threatening, intimidating or aggressive behavior, as well as bullying, subjecting to ridicule or other similar behavior toward fellow employees or others in the workplace will not be tolerated.

Employment of Family Members

Employment of more than one family member at a Company office or other premises is permissible but the direct supervision of one family member by another is not permitted unless otherwise authorized by the chairman of the audit committee. Except for summer and co-op students, indirect supervision of a family member by another is also discouraged and requires the prior approval of the chairman of the audit committee. If allowed, any personnel actions affecting that employee must also be reviewed and endorsed by the chairman of the audit committee.

Health and Safety

The Company is committed to providing a healthy and safe workplace in compliance with applicable laws, rules and regulations. Company Personnel must be aware of the safety issues and policies that affect their job, other Company Personnel and the community in general. Managers, upon learning of any circumstance affecting the health and safety of the workplace or the community, must act immediately to address the situation. Company Personnel must immediately advise their managers of any workplace injury or any circumstance presenting a dangerous situation to them, other co-workers or the community in general, so that timely corrective action can be taken.

8. Waivers Of The Code

Any waiver of this Code for directors or members of senior management may be made only by the Board (or a committee of the Board to whom that authority has been delegated) and will be disclosed promptly if required by law or stock exchange regulation, including the filing of a material change report describing the date of waiver, the parties involved, the reasons of the Board for approving the waiver or not sanctioning the respective departure and any measures taken by the Board to address the situation.

9. Reporting Any Illegal Or Unethical Behaviour

The Company has a strong commitment to the conduct of its business in a lawful and ethical manner. Company Personnel are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing that it is false. All Company Personnel are expected to cooperate in internal investigations of misconduct.

Specific procedures for the confidential and anonymous reporting of complaints concerning accounting, internal accounting control and auditing matters are provided in the Company's Whistleblower Policy.

10. Compliance Procedures

All Company Personnel must work to ensure prompt and consistent action against violations of

this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that the Company have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense - if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with your "two-up". If that is not appropriate for any reason, contact any member of senior management.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

11. Applicable Law

The provisions of this Code of Business Conduct will be modified, as and to the extent necessary, to comply with applicable laws, regulations or policies imposed by the various jurisdictions in which the Company and Company Personnel operate.

TIMELY DISCLOSURE, CONFIDENTIALITY AND INSIDER TRADING POLICY

1. Purpose

Securities legislation, rules and regulations impose various requirements on the Company, all directors, officers and employees of the Company and its subsidiaries, if any, (collectively, the “**Company**”) and other persons in similar relationships with the Company (collectively, with the directors, officers and employees of the Company, “**Company Personnel**”) that are intended to ensure that:

- communications about the Company are:
 - timely, factual, accurate and balanced; and
 - broadly disseminated so that there is no selective disclosure of material information;
- individuals in a special relationship with the Company do not trade in the shares or other securities of the Company when they are in possession of material, non-public information; and
- individuals do not pass on or tip that information to others.

This Policy is intended to help to ensure that the Company and Company Personnel comply with these requirements by setting out procedures and guidelines for:

- dealing on a day-to-day basis with confidential information;
- communicating with all market participants; and
- restricting trading by Company Personnel in securities of the Company and other issuers (“**Special Relationship Issuers**”) in respect of which Company Personnel may receive material, non-public information while representing the Company, if the Company Personnel is in possession of material, non-public information concerning the Company or the Special Relationship Issuer, as the case may be.

The consequences of improper disclosure, trading or tipping (or suspicion of any of those activities) are serious, both for the individual involved and the Company. Breach of the applicable legislation, rules and regulations may involve both civil and criminal penalties, and the monetary and reputational cost of an actual or suspected breach may be significant.

This Policy extends to all Company Personnel, those authorized to speak on behalf of the Company and all other insiders of the Company. Company Personnel are responsible for ensuring compliance with this Policy by their family members with whom they reside and other members of their households and entities over which they exercise voting or investment control.

This Policy covers disclosures in documents filed with the securities regulators, financial and non-financial disclosure, and written statements made in the Company’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Company’s website and other electronic communications. It also extends to oral statements made in speeches, press conferences and conference calls, those made

in meetings and telephone conversations with analysts and investors, and in interviews with the media.

This Policy supplements securities legislation, rules and regulations regarding disclosure and trading, as well as the policies and procedures set out in the Company's other corporate governance documents. In particular, the Audit Committee Charter, the Code of Business Conduct and Ethics and the Whistleblower Policy provide additional information regarding procedures for review of disclosure, conduct and reporting of violations.

The Board of Directors of the Company (the "**Board**") may change this Policy and the procedures that it contemplates as appropriate to carry out the purposes of this Policy and applicable legal requirements.

2. Disclosure Committee

The Disclosure Committee is the management committee responsible for overseeing the Company's disclosure practices and ensuring that all disclosure meets the standards set out in securities legislation, rules and regulations and this Policy. The Disclosure Committee will be comprised of officers and employees of the Company, designated from time to time by the CEO. It is essential that the Disclosure Committee be kept fully apprised of all pending material developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information.

The Audit Committee should review and recommend for approval by the Board, before public disclosure, financial statements, Management's Discussion and Analysis, earnings press releases and any disclosure derived from the financial statements, as well as any financial information and earnings guidance, if any, provided to analysts, as contemplated by the Audit Committee charter. Financial results will be publicly released immediately following approval by the Board. The Board should also review, before public disclosure, all substantive materials filed with securities regulators and all material, non-routine news releases. All written and oral disclosure, including news releases, should be approved, before public disclosure by at least two members of the Disclosure Committee. In exceptional circumstances, the Chief Executive Officer may approve press releases for issuance where other Disclosure Committee members are unavailable and immediate release is required to comply with securities legislation, rules and regulation.

3. Procedures And Guidelines Governing Confidentiality

Principles of Confidentiality

The protection of confidentiality is vital to the operations and affairs of the Company. As importantly, securities legislation expressly prohibits Company Personnel from disclosing material, non-public information concerning the Company or any Special Relationship Issuer to any person (including, among others, family members, analysts, individual investors and members of the investment community and newsmedia), except in the necessary course of business provided that steps are taken to maintain confidentiality.

Because it may be difficult to determine what information is confidential, all non-public information that might be considered to influence an investor or harmful to the Company or the person to whom it relates if disclosed should be treated as if it were confidential. As a general guideline, Company Personnel should limit discussions with outsiders regarding the Company and should not discuss the confidential affairs of the Company or Special Relationship Issuers

with outsiders. Except as contemplated in this Policy under “**Procedures and Guidelines Governing Disclosure**”, no Company Personnel should disclose any confidential information or material, non- public information unless that disclosure is required as part of his or her regular duties. Where that information is to be disclosed to third parties, the Company may want to take specific steps to preserve the confidentiality of the information, including requiring the recipient of the information to sign an appropriate form of confidentiality agreement. All inquiries (other than information of a type previously approved for disclosure on a confidential basis in the necessary course of business) from outsiders regarding confidential or material, non-public information about the Company or any Special Relationship Issuers should be referred to a member of the Disclosure Committee who will arrange a response.

4. Guidelines for Maintaining Confidentiality

General Guidelines. To protect the Company’s confidential information, the following general guidelines should be followed on all matters. More stringent measures may be adopted for particularly sensitive matters at the discretion of the responsible individual:

- Only those third parties with a need to know should be provided with confidential information.
- Confidential information should not be discussed in public places such as elevators, hallways, restaurants, airplanes, health clubs, taxis or the subway.
- Materials containing confidential information (whether in printed or electronic format) should not be read, discarded or carried in public places in a manner that others also might read them.
- The affairs of the Company or Special Relationship Issuers should not be discussed by Company Personnel in chat rooms, bulletin boards or other public forums.
- Materials containing confidential information (and computers, smart phones or other similar devices providing electronic access to such documents) should not be left unattended in public places, such as meeting rooms, reception areas or washrooms, or visible in vehicles.
- Laptops, smart phones, tablets and similar devices should be carried in carry-on luggage (and not checked) when travelling.
- Persons from outside the Company should not be allowed to use or be in an area (such as an employee’s office) unattended where materials containing confidential information might be read by them.
- Persons who are not Company Personnel should not be told whether a special blackout period has been designated under this Policy except where such disclosure is necessary to ensure compliance with this Policy and securities legislation, rules and regulations.
- The whereabouts of Company Personnel outside the office or the identity of visitors in the office should not be disclosed to outsiders or to Company Personnel who do not have a need to know. Any person receiving a request should agree to contact the employee and relay the message.

Special Measures While judgment and care should be exercised at all times, the individual responsible for a particularly sensitive matter should consider whether other steps would be appropriate to minimize the risk of the confidentiality of information being compromised. Those steps might include:

- Restricting access to the information.
- Marking all envelopes or packages or other materials containing sensitive materials as confidential and for opening by the addressee only.
- Securing or coding all communications that will be sent by fax or e-mail.
- Storing sensitive information on computers in a manner that limits the risk that unauthorized operators might gain access.
- Logging-off computers when away from the terminal for any substantial period.
- Putting laptops, smart phones, tablets or other similar devices away when at home or travelling.
- Omitting names of parties and other identifying information from preliminary drafts of documents for sensitive matters and assigning code names to any confidential matters.
- Destroying all confidential waste paper by shredding.
- Holding of telephone and other conversations (and particularly those on speaker phones) regarding a confidential matter behind closed doors.

5 Procedures And Guidelines Governing Disclosure

Disclosure Principles

It is a basic principle of securities legislation that all persons investing in securities should have equal access to information that may affect their investment decisions. The Company is committed to an effective communications and disclosure policy for the benefit of all stakeholders, including shareholders, suppliers, customers, governmental authorities, employees and market participants that is consistent with all applicable legislation, rules and regulations.

Material Information

“**Material information**” consists of both “material facts” and “material changes”. A “**material fact**” means a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company. A “**material change**” 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 if such a decision is made by the Board or by senior management who believe that confirmation of the decision by the Board is probable. In general terms, material information includes any information that:

- results, or could reasonably be expected to result, in a significant change in the market price

or value of any of the securities of the issuer to which the information relates; or

- there is a substantial likelihood would be considered by a reasonable security holder to be important in making an investment decision.

Both positive and negative information may be material.

Non-Public Information

Information generally is “**non-public**” if it has not been widely disseminated through major newswire services, national news services and financial services. For the purposes of this Policy, information will be considered public (no longer “**non-public**”) after the close of trading on the second full trading day following the widespread public release of the information.

Guidelines for Disclosure

Full, Fair, Accurate, Timely and Understandable Disclosure. The Company should ensure that its disclosure is full, fair and accurate. Disclosure should include any information the omission of which would make the rest of the disclosure misleading. The Company should disclose all material information on a timely basis as required by all applicable legislation, rules and regulations. The Company also should strive to ensure that its disclosure is clear and understandable.

In preparing documents or presentations, if the Company included derivative information (information extracted from a document filed on behalf of another person or company), the Company should include a reference identifying the document that was the source of the information.

Open Disclosure. The Company should use all reasonable efforts to ensure that any material information that is disclosed is distributed on a broad, non-exclusionary basis (for example, through a widely circulated news or wire service).

The Company should not make selective disclosure. Previously undisclosed material information should not be disclosed to selected individuals (for example, in an investor meeting or during a telephone conversation with an analyst). If previously undisclosed material information is inadvertently disclosed, this information should be broadly disclosed immediately by way of a news release. If the information is inadvertently disclosed during the business hours of Investment Industry Regulatory Organization of Canada (“**IROC**”), the Company should call IROC to discuss a halt in trading until a news release is broadly disseminated.

The Company may, however, in the necessary course of business, disclose such information:

- to persons subject to duties of trust or confidence (such as lawyers, bankers and accountants);
- to persons with a business need to know and who agree to maintain the information in confidence;
- to credit rating agencies;
- in connection with registered or prospectus securities offerings; or

- as otherwise required or permitted by applicable legislation, rules and regulations or similar requirements of authorities with appropriate jurisdiction.

In some circumstances involving a material change, the Company may determine that disclosure would be unduly detrimental to the Company, in which case the information may be kept confidential until the Company determines it is appropriate to make public disclosure. In these circumstances, the Company will 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.

News Releases. All news releases will be disseminated in accordance with the Company's policies and securities legislation, rules and regulations.

News releases should be posted on the Company's website immediately after confirmation of dissemination over the newswire.

Information Meetings and Conference Calls. Information meetings or conference calls may be held after the release of quarterly and annual results and in association with the release of other material information by the Company. These meetings and calls should be accessible simultaneously to all interested parties, some as participants and others in a listen-only mode by telephone and/or webcast over the Internet. At the beginning of the meeting or call, a Company spokesperson will provide appropriate cautionary language regarding any forward looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the information discussed.

To ensure the most open access that is practical in the circumstances, the Company generally should provide advance notice of the conference call and webcast by issuing a news release announcing the date, time and general substance and providing information on how interested parties may access the meeting or call and webcast, and how long the public will be able to access transcripts or replays. These details also should be provided on the Company's website. In addition, the Company may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants should also be posted to the Company's website.

The information proposed to be provided by the Company at these meetings and calls should be reviewed by the Disclosure Committee (and, if appropriate, the Board) in advance of the meeting or call and, where practical, statements and responses to anticipated questions should be discussed in advance. In addition, the CFO will consider whether there is any concern that selective disclosure may have been made, and if it is determined that selective disclosure of previously undisclosed material information or misleading disclosure has occurred, the Company should immediately disclose or correct the information by issuing a broadly disseminated news release in accordance with the procedures set out herein.

A tape replay of the meeting or call should be made available for a minimum of seven days and an archived audio webcast and/or text transcript should be made available on the Company's website for a minimum of 90 days.

Communications with Analysts, Investors and the Media. The Company recognizes that meetings and calls with analysts and investors are an important element of its investor relations program.

However, the Company's disclosure should be consistent among all audiences, including the investment community, the media, customers and Company Personnel.

The Company should meet with analysts and investors individually or in small groups as needed and should initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy. All analysts should receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.

The Company should adhere to similar procedures for meetings and calls with analysts, investors and the media as set out above for information meetings and conference calls initiated by the Company (see "**Information Meetings and Conference Calls**"). In particular:

- at the beginning of the meeting or call, a Company spokesperson will provide appropriate cautionary language;
- the information proposed to be provided by the Company at these meetings and calls should be reviewed by the Disclosure Committee; and
- the CFO will consider whether there is any concern that selective disclosure may have been made, and if it is determined that selective disclosure or misleading disclosure has occurred, the Company should immediately disclose or correct any information by issuing a broadly-disseminated news release.

Members of the media should not receive material information on an exclusive, embargoed or selective basis. They should receive material information at the same time as everyone else, when a broadly disseminated news release is issued. The Company should provide only non-material information through individual and group meetings, in addition to previously publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The materiality of information generally cannot be altered by breaking down the information into smaller, non-material components.

When practical more than one Company representative should be present at all individual and group meetings. Company spokespersons should keep notes of telephone conversations with reporters and may follow up with reporters when there is an inaccuracy in an article, in order to set the record straight, and ensure that the same error does not recur in future articles.

Use of the Website. To increase the accessibility of information, all material information disseminated by the Company should be posted on the Company's website (or, in the case of documents filed with regulators, links may be provided to sites on which those documents are available). However, disclosure on the Company's website alone does not constitute adequate disclosure of information that is considered material. Any disclosure of material information on the website should be preceded by the issuance of a broadly disseminated news release.

The CFO will have primary responsibility for oversight of the review of the Company's website on a regular basis to recommend changes to ensure that it does not contain misrepresentations as a result of information that is, or is not, available on or through the site. The Company should maintain in an archive a copy of all material information that has been posted on that portion of the website for at least five years after its removal from the site.

A review of the Company's website should be conducted under the supervision of the Disclosure Committee periodically to ensure that:

- the website is up to date and accurate;
- all material information available on the website is dated when posted or modified and there is a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures;
- outdated information is appropriately archived; and
- supplemental information given to analysts, institutional investors and other market professionals is posted to the website as determined appropriate.

The Disclosure Committee should approve all links from the Company's website to third party websites. The Company's website will include a notice that advises readers that, when using those links, they are leaving the Company's website and that the Company is not responsible for the contents of the other site.

Analysts' Reports. As a general guideline, the Company does not intend to provide comments on analysts' reports or models and Company Personnel should refrain from so doing unless specifically authorized. The Disclosure Committee may authorize specific persons who may review analysts' reports or models for factual accuracy based on publicly disclosed information. Any review of an analyst's report should be limited to reviewing factual information to point out inaccuracies with respect to, or omissions from, public information or to identify recently disclosed factual information that may reasonably be expected to affect the analysts' model. To avoid appearing to endorse an analyst's report or model, the Company should provide comments orally or attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

No Company Personnel should:

- confirm the analyst's estimate or that any estimate is too high or too low, whether directly or indirectly through implied guidance;
- permit an analyst to quote any Company Personnel or consent to or approve the attribution of information to the Company (except to the extent the quote or other information is contained in a news release issued by the Company or another document issued by the Company that is publicly available) unless he or she is specifically authorized by the Disclosure Committee to engage in such discussions with analysts; and
- quote or cite an analyst's report or cause it to be "hyperlinked" to the Company's website.

Notwithstanding the foregoing, the Company may distribute analyst reports to the Board and the Disclosure Committee to monitor the communications regarding the Company. Analyst reports may also be provided to the Company's financial and professional advisors in the necessary course of business.

The Company may post on its website a complete listing, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, this list should not include links to the analysts' or any other third party's websites or publications.

Forward Looking Information. Should the Company elect to disclose forward looking information in continuous disclosure documents or other public disclosure (whether written or oral and including speeches and conferences), the following guidelines should be observed:

- disclosure of forward looking information will be consistent with the policies set out herein for disclosure of all other information;
- the information will be published only if there is a reasonable basis for drawing the conclusions or making the forecasts and projections set out therein;
- the disclosure containing the forward looking information must have, proximate to that information:
 - reasonable cautionary language identifying the forward looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward looking information;
 - a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward looking information;
 - a statement that the information is stated as of the current date, is subject to change after that date and the Company does not undertake to update any forward looking information; and
 - the information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome.

Once disclosed, the Company's practice for updating forward looking information should be to regularly assess whether previous statements of forward looking information should be replaced by new financial outlooks, and ensure that past disclosure of forward looking information is accurately reflected in current Management's Discussion and Analysis.

If the Company has issued a forecast or projection in connection with an offering document covered by National Policy 48, the Company will update that forecast or projection periodically as required by National Policy 48.

Communication on Behalf of the Company. The only individuals that should communicate on behalf of the Company with market participants (investment dealers, analysts, bankers and advisers, institutional investment managers, investment companies or retail investors) or the media, in respect of the Company's financial affairs or business condition or prospects, are the Chairman of the Board and members of the Disclosure Committee. No other persons should hold themselves out as being authorized to undertake such communications on behalf of the Company. All information requests from market participants or investors, as well as inquiries with respect to market rumours, should be referred to the Disclosure Committee, who will be responsible for coordinating a response.

The CEO, with the assistance of other senior management, should be available to investors to hear, understand and address any questions or concerns that they may have. All material questions and concerns raised by investors should be reported to the Board on a periodic basis.

Quiet Periods

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe quiet periods when material changes are pending.

During a quiet period, neither the Company nor any Company Personnel should initiate any meetings or telephone contacts with analysts and investors, but the Company may respond to unsolicited inquiries concerning factual matters. If the Company is invited to participate in investment meetings or conferences organized by others during a quiet period the Disclosure Committee will determine, on a case-by-case basis, if it is advisable to accept these invitations. If accepted, extreme caution will be exercised to avoid any selective disclosure.

Rumours

The Company does not intend to comment, affirmatively or negatively, on rumours, including those on the Internet. The Company should respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation." Should any regulatory body request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the Company's securities, the Disclosure Committee will act in accordance with the Company's policies and securities legislation, rules and regulations.

Company Personnel who become aware of inaccurate information on the Internet, in a chat room, newsgroup or any other source, should report the information to the Disclosure Committee.

6 Procedures And Guidelines Governing Trading

Trading For Speculative Purposes

To limit the possibility of any suspicion of improper trading, Company Personnel should trade in securities of the Company or Special Relationship Issuers (including the exercise of stock options and exchange-traded options or other derivative securities that are not issued by the Company or Special Relationship Issuer but are based on its securities, collectively "**Relevant Securities**") only for investment, and not speculative, purposes.

Prohibited Activities

No Company Personnel (and no entity in respect of which he or she has or shares voting or investment control) should trade in:

- Relevant Securities while in possession of material, non-public information concerning the issuer;
- Company securities during any special "blackout periods" described below under except as described under "Exercise of Options"; or
- any interest or position (other than options to acquire the Company's securities) relating to the future price of Relevant Securities, such as a put, call or short sale.

Blackout Periods

Exempt and Non-Exempt Insiders. For the purposes of Canadian securities legislation, rules and regulations, every individual who is:

- a director of the Company or one of its subsidiaries;
- a Chairman of the Board, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer or General Manager of the Company or one if its subsidiaries;
- every individual who performs functions similar to those normally performed by an individual referred to above;

is considered to be an “insider” and is subject to enhanced reporting requirements in respect of his or her trading in securities of the Company. However, an insider that:

- is not a director of the Company or a major subsidiary of the Company (i.e. a subsidiary whose assets or revenues as included in the most recent financial statements of the Company, are 30% or more of the consolidated assets or revenues of the Company);
- does not in the ordinary course receive or have access to information as to material facts or material changes concerning the Company before those material facts or material changes generally are disclosed to the public and does not directly or indirectly exercise or have the ability to exercise significant power or influence over the business, operations, capital or development of the Company;
- does not perform the function of the Chief Executive Officer, the Chief Operating Officer or the Chief Financial Officer of the Company or a major subsidiary of the Company or functions similar to such roles;
- is not responsible for a principal business unit, division or function of the Company; and
- does not have direct or indirect ownership of, or control or direction over, (or a combination of such beneficial ownership of, or control or direction over) more than 10% of the outstanding shares of the Company (or would have such level of ownership, control or direction upon the exercise of securities convertible into common shares);

(collectively, “**Exempt Insiders**”) need not comply with these enhanced reporting requirements provided that, among other things, they have advised the CFO that they intend to rely on the exemption from those requirements afforded by Canadian securities legislation, rules and regulations. All other insiders (collectively, “**Non-Exempt Insiders**”) must comply with the reporting requirements. Any questions concerning those requirements or the status of any particular Company Personnel as an Exempt Insider or Non-Exempt Insider should be addressed to the CFO.

No Trading While in the Possession of Material, Non-Public Information. No Company Personnel in possession of material, non-public information concerning the Company should trade in Company securities. Persons possessing such information may trade only after the close of trading on the second full trading day following the Company’s widespread public release of the information.

No Trading During Blackout Periods. No Company Personnel should trade in Company securities during any special blackout periods that the Disclosure Committee may designate and which will be communicated promptly on designation, generally by e-mail. No Company Personnel should disclose to any persons that are not Company Personnel that a special blackout period has been designated.

Special Considerations in Investing in Company Securities. Company Personnel and their family members are urged not to purchase Company securities using borrowed funds in an amount or on terms and conditions which are not prudent in light of their financial condition. In addition, careful consideration should be given before pledging Company securities for a loan because of the potential insider trading liability that could arise if the lender should seek to sell the securities at a time when there is undisclosed material information about the Company.

Approval of Trades by Non-Exempt Insiders

Non-Exempt Insiders should not trade in Company securities (including the exercise of options) unless the proposed trade (including the proposed number of securities and nature of the trade) has been approved by any two members of the Disclosure Committee. Any trades that have been approved must be completed within five business days (or such shorter period specified by the person approving the trade) unless such trades are made to fulfill a legally binding obligation entered into when the person making the trade did not have knowledge of material undisclosed information.

Exercise of Options

The provisions of this Policy will not apply to preclude the exercise of an option to acquire Company securities or during any special blackout periods, provided the exercise has been approved by two members of the Board (neither of whom then is proposing to exercise options). Company securities acquired on the exercise of options will be subject to all of the provisions of this Policy and cannot be sold in connection with the exercise of an option pursuant to this paragraph or otherwise except in compliance with the provisions of this Policy.

7 Potential Sanctions

Company Discipline

Violation of this Policy or applicable legislation, rules, regulations or stock exchange requirements by any Company Personnel may subject that person to disciplinary action by the Company, which could include termination for cause.

Reporting of Violations

Any Company Personnel who violate this Policy or any applicable legislation, rules, regulations or stock exchange requirements, or knows of any such violation by any other Company Personnel, should report the violation immediately to the CEO or the Chair of the Audit Committee or by using the anonymous incident reporting hotline in accordance with the Company's Whistleblower Policy.

8 Administration Of The Policy

Responsible Officers

The Disclosure Committee has been designated as responsible to oversee the procedures and guidelines relating to timely and fair disclosure by the Company. In this context, the Corporate Secretary will administer, monitor and enforce compliance with applicable legislation, rules and regulations, as they relate to disclosure of information by the Company and recommend revisions to this Policy as necessary to reflect changes in applicable legislation, rules and regulations.

The Corporate Secretary has been asked to:

- administer and interpret this Policy and monitor compliance with its provisions;
- respond (or co-ordinate responses to) all inquiries relating to this Policy;
- ensure that copies of this Policy and other appropriate materials are available to all current and new Company Personnel, and such other persons whom he or she determines may have access to material, non-public information concerning the Company;
- administer, monitor and enforce compliance with applicable legislation, rules and regulations of the applicable regulatory authorities as they relate to the use of confidential information and trading in securities of the Company and securities of Special Relationship Issuers;
- recommend revisions to this Policy as necessary to reflect changes in applicable legislation, rules and regulations; and
- maintain lists of Exempt Insiders and Non-Exempt Insiders of the Company and update those lists periodically as necessary to reflect any additions or deletions.

Consult a member of the Disclosure Committee for Guidance

Any Company Personnel who is unsure about the application or interpretation of this Policy to a specific situation (including whether the information that they possess is material or non-public) should consult any member of the Disclosure Committee.

WHISTLEBLOWER POLICY

1. Purpose

The purpose of this Policy is to establish procedures for:

- the receipt, retention, and treatment of complaints received by the Company and its subsidiaries, if any, (collectively, the “**Company**”) regarding accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct, and
- the submission by employees, officers and directors (“**Company Personnel**”) of the Company on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations of the Company’s Code of Business Conduct..

The purpose of this Policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any Company Personnel who:

- reports complaints regarding accounting, internal accounting controls, auditing matters, or violations of the Company’s Code of Business Conduct and Ethics, and/or
- provides information or otherwise assists in an investigation or proceeding regarding any conduct which they reasonably believe to be a violation of employment or labour laws; securities laws; laws regarding fraud; the rules or regulations of applicable securities regulatory authorities (the “**Securities Regulators**”) and the rules of any stock exchange (the “**Exchange**”) on which securities of the Company may be listed from time to time; any provision of law relating to fraud against shareholders; or the commission or possible commission of a criminal offence. All Company Personnel are responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this Policy. No Company Personnel or agent, contractor or subcontractor of the Company has the authority to engage in any conduct prohibited by this Policy.

2. Complaint Procedures

1. Any Company Personnel may submit, on a confidential, anonymous basis if he or she so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics. The Company’s Audit Committee Charter provides that the Audit Committee is to establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company with concerns regarding any accounting or auditing matters. The Audit Committee has adopted these procedures as to complaints and submissions regarding accounting, internal accounting controls, or auditing matters, and the Compensation and Corporate Governance Committee has adopted these procedures as to all other complaints and submissions regarding the Code.

2. Company Personnel may make a report under this procedure in one of the following ways:

- Bring the matter to the attention of your immediate supervisor. Any supervisor receiving such a report is to immediately bring the matter to the attention of the CEO, the CFO or other member of senior management.
- Bring the matter to the attention of the CEO, the CFO or other member of senior management.
- Bring the matter to the attention of an independent director of the Company. Matters relating to accounting, internal accounting controls or auditing matters should be reported to the chairman of the Audit Committee. All other matters should be reported to the chairman of the Compensation and Corporate Governance Committee. If you are uncertain as to whether the matter should go to the Audit Committee or to the Compensation and Corporate Governance Committee, you may choose either one. You may make the report orally, in writing or by e-mail. All reports will be treated as confidential to the extent possible, and only revealed on a need-to-know basis or as required by law or court order.

With respect to matters involving the possible violation of laws or regulations, you also may choose to bring such concerns to an outside regulatory authority. However, the Company is committed to taking internal action in response to employee concerns, and would appreciate the opportunity to do so, if appropriate.

3. Any Company Personnel who legitimately and in good faith believes that he or she has been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct that is, or may reasonably be thought to be, prohibited by this Policy is strongly encouraged to report immediately the facts forming the basis of that belief or knowledge through normal management reporting protocol, where practicable. Any Company Personnel who receives such a complaint or witnesses any conduct that they legitimately and in good faith believe is, or may reasonably be thought to be, prohibited by this Policy should immediately report that conduct through normal management reporting protocol.

4. It is the intention of the Company that any complaints be addressed through a process that is fair, having regard to the interests of the Company, the person making a complaint and the person or persons in respect of whom a complaint is made. Provided that doing so will not compromise the investigation or proper disposition of a complaint, generally persons identified in a complaint will be:

- a) advised of the complaint (but will not be provided information that might identify the person making the complaint) on a timely basis (having regard to, among other things, the need to ensure that the investigation of the complaint is not compromised as a result of, among other things, destruction of relevant information), and
- b) afforded the opportunity to correct information in a complaint if it is inaccurate.

5. It is not the intention to communicate to the person making the complaint the status of its review or resolution.

6. Corrective and disciplinary actions will be taken as appropriate, in respect of complaints submitted and investigated pursuant to this Policy. Such actions may include, alone or

in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment. If an investigation establishes that Company Personnel has engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this Policy, the Company will take immediate and appropriate corrective action that may include termination of that Company Personnel's employment. If an investigation reveals that a complaint was made frivolously or undertaken for improper motives or made in bad faith or without a reasonable basis, that complainant's supervisor will take disciplinary action as may be appropriate in the circumstances.

7. It is the obligation of all Company Personnel to cooperate in any investigation undertaken pursuant to this Policy. Those responsible for the investigation will, subject to applicable legislation, rules and regulations, maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies. The investigation generally will include, but will not be limited to, discussion with the complaining Company Personnel (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, if appropriate.

8. The Audit Committee, the Compensation and Corporate Governance Committee and the Chief Executive Officer, as applicable, shall have the authority to retain (and authorize payment by the Company of) and receive advice from special legal or other advisors as they determine to be appropriate to permit them to conduct any investigation of any complaints. In conducting any investigation, the Audit Committee, the Compensation and Corporate Governance Committee and the Chief Executive Officer shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.

9. On completion of the investigation, an oral and/or written investigative report will be provided to management and the Audit Committee or the Compensation and Corporate Governance Committee, as applicable. If any unlawful, violative or other questionable conduct is discovered, the appropriate committee will cause to be taken such remedial action as the committee deems appropriate under the circumstances to achieve compliance with the application law, regulation or policy and to otherwise remedy the unlawful, violative or other questionable conduct. The chairman of the appropriate committee will prepare, or cause to be prepared, a written summary of the remedial action taken.

10. The Audit Committee or the Compensation and Corporate Governance Committee, as appropriate, shall retain as a part of the records of such committee and the Chief Executive Officer and the Corporate Secretary shall retain as part of the Company's records, as applicable, any such complaints or concerns for a period of no less than seven (7) years.

3. Protection

This Policy protects:

1. any Company Personnel who legitimately and in good faith disclose an alleged violation of the securities laws, the rules or regulations of the Securities Regulators and the Exchange, laws regarding fraud or the commission or possible commission of a criminal offence to a regulatory or law enforcement agency, any person with supervisory authority over the Company Personnel or any other person working for the Company who has the authority to investigate, discover or terminate conduct prohibited by this Policy;

2. any Company Personnel who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under employment or labour laws, securities laws, laws regarding fraud, the rules or regulations of the Securities Regulators or the Exchange, or any provision of federal, state or provincial law pertaining to fraud against shareholders;

3. any Company Personnel who legitimately and in good faith provides to a law enforcement officer any truthful information relating to the commission or possible commission of any criminal offence; or

4. any Company Personnel who in good faith submits any complaint to the Audit Committee, regarding financial statement disclosures, accounting, internal accounting controls; auditing matters or violations of the Company's Code of Business Conduct and Ethics in accordance with the procedures set out above.

If any Company Personnel legitimately and in good faith engages in any of the activities listed above, the Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against them in the terms or conditions of employment because of that activity. However, since such allegation of impropriety may result in serious personal repercussions for the target person or entity, the Company Personnel making the allegation of impropriety should have reasonable probable grounds before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation.

4. Applicable Law

The provisions of this Policy will be modified, as and to the extent necessary, to comply with applicable, regulations and policies imposed by the various jurisdictions in which the Company and Company Personnel operate.

CHANTRELL VENTURES CORP.
(the “**Company**”)

AUDIT COMMITTEE CHARTER

1. Purpose

The role of the Audit Committee is to assist the Board of Directors of the Company (the “**Board**”) in its oversight and evaluation of:

- the quality and integrity of the financial statements of the Company,
- the compliance by the Company with legal and regulatory requirements in respect of financial disclosure,
- the qualification, independence and performance of the Company’s independent auditor,
- the assessment, monitoring and management of the strategic, operational, reporting and compliance risks of the Company’s business (the “**Risks**”), and
- the performance of the Company’s Chief Financial Officer (the “**CFO**”).

In addition, the Audit Committee provides an avenue for communication between the independent auditor, the Company’s CFO and other financial senior management, other employees and the Board concerning accounting, auditing and Risk management matters.

The Audit Committee is directly responsible for the recommendation of the appointment and retention (and termination) and for the compensation and the oversight of the work of the independent auditor (including oversight of the resolution of any disagreements between senior management and the independent auditor regarding financial reporting) for the purpose of preparing audit reports or performing other audit, review or attest services for the Company.

The Audit Committee is not responsible for:

- planning or conducting audits, or
- certifying or determining the completeness or accuracy of the Company’s financial statements or that those financial statements are in accordance with generally accepted accounting principles (“**GAAP**”).

Each member of the Audit Committee shall be entitled to rely in good faith upon:

- financial statements of the Company represented to him or her by senior management of the Company or in a written report of the independent auditor to present fairly the financial position of the Company in accordance with GAAP, and
- any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

“Good faith reliance” means that the Audit Committee member has considered the relevant issues, questioned the information provided and assumptions used, and assessed whether the analysis provided by senior management or the expert is reasonable. Generally, good faith reliance does not require that the member question the honesty, competence and integrity of senior management or the expert unless there is a reason to doubt their honesty, competence and integrity.

The fundamental responsibility for the Company’s financial statements and disclosure rests with senior management. It is not the duty of the Audit Committee to conduct investigations, to itself resolve disagreements (if any) between senior management and the independent auditor or to assure compliance with applicable legal and regulatory requirements.

In discharging its obligations under this Charter, the Audit Committee shall act in accordance with its fiduciary duties.

2. Membership

- 2.1. Members of the Audit Committee shall be appointed by the Board, on the recommendation of the Compensation and Corporate Governance Committee, and shall be made up of at least 3 members of the Board.
- 2.2. The appointment of members of the Audit Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Audit Committee is not so made, the directors who are then serving as members of the Audit Committee shall continue as members of the Audit Committee until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Audit Committee between annual elections of directors.
- 2.3. Any member of the Audit Committee may be removed from the Audit Committee by a resolution of the Board.
- 2.4. The Board shall appoint a chairman of the Audit Committee who shall be an independent non-executive director. In the absence of the chairman and/or an appointed deputy, the remaining members present shall elect one of the members present to chair the meeting.
- 2.5. Each of the members of the Audit Committee shall meet the Company’s standards of Director Independence and shall be financially literate (or acquire that familiarity within a reasonable period after appointment) in accordance with applicable legislation and stock exchange requirements.
- 2.6. No member of the Audit Committee shall:
 - accept (directly or indirectly) any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries (other than remuneration for acting in his or her capacity as a director or committee member) or be an “affiliated person” of the Company or any of its subsidiaries, or
 - concurrently serve on the audit committee of more than three other public companies without the prior approval of the Audit Committee, the Compensation and

Corporate Governance Committee and the Board and their determination that such simultaneous service would not impair the ability of the member to effectively serve on the Audit Committee (which determination shall be disclosed in the Company's annual management information circular).

3. Meetings

- 3.1. The Company Secretary shall act as the Secretary of the Audit Committee.
- 3.2. The quorum necessary for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee or such greater number as the Audit Committee shall by resolution determine.
- 3.3. A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Audit Committee.
- 3.4. The powers of the Audit Committee may be exercised at a meeting at which a quorum of the Audit Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Audit Committee.
- 3.5. Each member (including the Chair) is entitled to one (but only one) vote in Audit Committee proceedings.
- 3.6. The Audit Committee shall meet at least quarterly and more frequently as circumstances require at such times and places as the chairman of the Audit Committee may determine..
- 3.7. The Audit Committee shall meet separately, periodically, with senior management and the independent auditor and may request any member of the Company's senior management or the Company's outside counsel or independent auditor to attend meetings of the Audit Committee or with any members of, or advisors to, the Audit Committee. The Audit Committee will also meet in camera at each of its regularly scheduled meetings.
- 3.8. Meetings of the Audit Committee shall be summoned by the Secretary of the Audit Committee at the request of any of its members.
- 3.9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Audit Committee, any other person required to attend and all other non-executive directors, no fewer than 3 working days prior to the date of the meeting. Supporting papers shall be sent to the members of the Audit Committee and to other attendees as appropriate, at the same time.
- 3.10. The Secretary of the Audit Committee shall minute the proceedings and resolutions of all Audit Committee meetings, including the names of those present and in attendance.
- 3.11. Minutes of the Audit Committee meetings shall be circulated promptly to all members of the Audit Committee and, once agreed, to all members of the Board.

- 3.12. Except as otherwise provided in this Charter, the Audit Committee may form and delegate authority to individual members and subcommittees of the Audit Committee where the Audit Committee determines it is appropriate to do so.

4. Responsibilities

4.1. Independent Auditor

The Audit Committee shall:

- Recommend the appointment and the compensation of, and, if appropriate, the termination of the independent auditor, subject to such Board and shareholder approval as is required under applicable legislation and stock exchange requirements.
- Obtain confirmation from the independent auditor that it ultimately is accountable, and will report directly, to the Audit Committee.
- Oversee the work of the independent auditor, including the resolution of any disagreements between senior management and the independent auditor regarding financial reporting.
- Pre-approve all audit and non-audit services (including any internal control-related services) provided by the independent auditor (subject to any restrictions on such non-audit services imposed by applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators).
- Adopt such policies and procedures as it determines appropriate for the pre-approval of the retention of the independent auditor by the Company and any of its subsidiaries for any audit or non-audit services, including procedures for the delegation of authority to provide such approval to one or more members of the Audit Committee.
- Review the experience and qualifications of the senior members of the independent auditor's team.
- Obtain and review an annual report from the independent auditor regarding:
 - The independent auditor's internal quality-control procedures;
 - Any material issues raised by the most recent internal quality-control review, or peer review, of the auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
 - Any steps taken to deal with any such issues; and
 - All relationships between the independent auditor and the Company.
- Evaluate, annually, the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.

- Confirm with the independent auditor that it is in compliance with applicable legal, regulatory and professional standards relating to auditor independence.
- Confirm with the independent auditor that it is a participating audit firm of the Canadian Public Accountability Board in compliance with all restrictions or sanctions imposed on it (if any).
- Provide notice to the independent auditor of every meeting of the Audit Committee.
- Approve all engagements for accounting advice prepared to be provided by an accounting firm other than the independent auditor.
- Review quarterly reports from senior management on tax advisory services provided by accounting firms other than the independent auditor.
- Review expense reports of the Chairman of the Board and the Chief Executive Officer (“CEO”).

4.2. The Audit Process, Financial Statements and Related Disclosure

The Audit Committee shall:

- Meet with senior management and/or the independent auditor to review and discuss,
 - the planning and staffing of the audit by the independent auditor,
 - before public disclosure, the Company’s annual audited financial statements and quarterly financial statements, the Company's accompanying disclosure of Management’s Discussion and Analysis and earnings press releases and make recommendations to the Board as to their approval and dissemination of those statements and disclosure,
 - financial information and earnings guidance provided to analysts and rating agencies: this review need not be done on a case by case basis but may be done generally (consisting of a discussion of the types of information disclosed and the types of presentations made) and need not take place in advance of the disclosure,
 - any significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the selection or application of accounting principles, any major issues regarding auditing principles and practices, and the adequacy of internal controls that could significantly affect the Company’s financial statements,
 - all critical accounting policies and practices used,
 - all alternative treatments of financial information within GAAP that have been discussed with senior management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor,

- the use of “*pro forma*” or “adjusted” non-GAAP information,
 - the effect of new regulatory and accounting pronouncements,
 - the effect of any material off-balance sheet structures, transactions, arrangements and obligations (contingent or otherwise) on the Company’s financial statements,
 - any disclosures concerning any weaknesses or any deficiencies in the design or operation of internal controls or disclosure controls made to the Audit Committee in connection with certification of forms by the CEO and/or the CFO for filing with applicable securities regulators, and
 - the adequacy of the Company’s internal accounting controls and management information systems and its financial, auditing and accounting organizations and personnel (including any fraud involving an individual with a significant role in internal controls or management information systems) and any special steps adopted in light of any material control deficiencies.
- Review disclosure of financial information extracted or derived from the Company’s financial statements.
 - Review with the independent auditor,
 - the quality, as well as the acceptability of the accounting principles that have been applied,
 - any problems or difficulties the independent auditor may have encountered during the provision of its audit services, including any restrictions on the scope of activities or access to requested information and any significant disagreements with senior management, any management letter provided by the independent auditor or other material communication (including any schedules of unadjusted differences) to senior management and the Company’s response to that letter or communication, and
 - any changes to the Company’s significant auditing and accounting principles and practices suggested by the independent auditor or other members of senior management.

4.3. Risks

The Audit Committee shall:

- Recommend to the Board for approval a policy that sets out the Risks philosophy of the Company and the expectations and accountabilities for identifying, assessing, monitoring and managing Risks (the “**ERM Policy**”) that is developed and is to be implemented by senior management.
- Meet with senior management to review and discuss senior management’s timely identification of the most significant Risks, including those Risks related to or arising

from the Company's weaknesses, threats to the Company's business and the assumptions underlying the Company's strategic plan ("**Principal Risks**").

- Approve a formalized, disciplined and integrated enterprise risk management process (the "**ERM Process**") that is developed by senior management and, as appropriate, the Technical Committee, to monitor, manage and report Principal Risks.
- Recommend to the Board for approval policies (and changes thereto) setting out the framework within which each identified Principal Risks of the Company shall be managed.
- At least semi-annually, obtain from senior management and, as appropriate, the Technical Committee, a report specifying the management of the Principal Risks of the Company including compliance with the ERM Policy and other policies of the Company for the management of Principal Risks.
- Review with senior management the Company's tolerance for financial Risk and senior management's assessment of the significant financial Risks facing the Company.
- Discuss with senior management, at least annually, the guidelines and policies utilized by senior management with respect to financial Risk assessment and management, and the major financial Risk exposures and the procedures to monitor and control such exposures in order to assist the Audit Committee to assess the completeness, adequacy and appropriateness of financial Risk disclosure in Management's Discussion and Analysis and in the financial statements.
- Review policies and compliance therewith that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Board in a timely fashion.
- Review the adequacy of insurance coverages maintained by the Company.

4.4. Compliance

The Audit Committee shall:

- Obtain reports from senior management that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics including disclosures of insider and affiliated party transactions and environmental protection laws and regulations.
- Review with senior management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Company's financial statements or accounting policies.
- Review senior management's written representations to the independent auditor.
- Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

- Review with the Company’s CFO legal matters that may have a material impact on the financial statements, the Company’s compliance policies and any material reports or inquiries received from regulators or governmental agencies.
- Establish procedures for,
 - the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and
 - the confidential, anonymous submission by employees of the Company with concerns regarding any accounting or auditing matters.
- Review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

4.5. Third Party Transactions

The Audit Committee shall:

- Review for fairness to the Company proposed transactions, contracts and other arrangements between the Company and its subsidiaries and any related party or affiliate, and make recommendations to the Board whether any such transactions, contracts and other arrangements should be approved or continued. The foregoing shall not include any compensation payable pursuant to any plan, program, contract or arrangement subject to the authority of the Company’s Compensation and Corporate Governance Committee.

As used herein the term “related party” means any officer or director of the Company or any subsidiary, or any shareholder holding a greater than 10% direct or indirect financial or voting interest in the Company, and the term “affiliate” means any person, whether acting alone or in concert with others, that has the power to exercise a controlling influence over the Company and its subsidiaries.

4.6. Delegation

To avoid any confusion, the Audit Committee responsibilities identified above are the sole responsibility of the Audit Committee and may not be allocated by the Board to a different committee without revisions to this Charter.

5. Reporting Responsibilities

- 5.1. The Audit Committee shall report to the Board on a regular basis and, in any event, before the public disclosure by the Company of its quarterly and annual financial results.
- 5.2. The reports of the Audit Committee shall include any issues of which the Audit Committee is aware with respect to the quality or integrity of the Company’s financial statements, its compliance with legal or regulatory requirements, the performance and independence of the Company’s independent auditor and changes in Risks.
- 5.3. The Audit Committee also shall prepare, as required by applicable law, any audit committee report required for inclusion in the Company’s publicly filed documents.

6. Authority

The Audit Committee is authorized to:

- 6.1. Retain (and authorize the payment by the Company of) and receive advice from special legal, accounting or other advisors as the Audit Committee determines to be necessary to permit it to carry out its duties.

7. Annual Evaluation

Annually, the Audit Committee shall, in a manner it determines to be appropriate:

- 7.1. Conduct a review and evaluation of the performance of the Audit Committee and its members, including the compliance of the Audit Committee with this Charter.
- 7.2. Review and assess the adequacy of this Charter and the position description for its committee chairman and recommend to the Board any improvements to this Charter or the position description that the Audit Committee determines to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Corporate Secretary, who will report any such amendments to the Board at its next regular meeting.

CHANTRELL VENTURES CORP.
(the “Company”)

**COMPENSATION AND CORPORATE
GOVERNANCE COMMITTEE CHARTER**

1. Purpose

The role of the Compensation and Corporate Governance Committee is to:

- develop and recommend to the Board of Directors of the Company (the “**Board**”) criteria for selecting new directors,
- assist the Board by identifying individuals qualified to become members of the Board and senior management (consistent with criteria approved by the Board),
- recommend to the Board the director nominees for the next annual meeting of shareholders and for each committee of the Board and the chair of each committee,
- appoint and perform evaluations of senior management,
- develop succession planning systems and processes relating to senior management,
- develop compensation structures for the Board and senior management including salaries, annual and long-term incentive plans and plans involving share options, share issuances and share unit awards,
- develop and oversee pension and benefit plans and share ownership guidelines,
- develop and recommend to the Board appropriate corporate governance principles for the Company,
- recommend to the Board procedures for the conduct of Board meetings, and the proper discharge of the Board’s mandate,
- oversee the annual review of the Board, its committees’ and individual directors’ performance and the assessment of the Board and committees charters, and
- undertake such other initiatives that may be necessary or desirable to enable the Board to provide effective corporate governance.

2. Membership

- 2.1. Members of the Compensation and Corporate Governance Committee shall be appointed by the Board, and shall be made up of at least 3 members of the Board.
- 2.2. The appointment of members of the Compensation and Corporate Governance Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Compensation and Corporate Governance Committee is not so made, the directors

who are then serving as members of the Compensation and Corporate Governance Committee shall continue as members until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Compensation and Corporate Governance Committee between annual elections of directors.

- 2.3. Any member of the Compensation and Corporate Governance Committee may be removed from the Compensation and Corporate Governance Committee by a resolution of the Board.
- 2.4. The Board shall appoint a chairman of the Compensation and Corporate Governance Committee who shall be an independent non-executive director. In the absence of a chairman and/or an appointed deputy, the remaining members present shall elect one of the members present to chair the meeting.
- 2.5. Each of the members of the Compensation and Corporate Governance Committee shall meet the Company's standards of Director Independence and shall have or develop an understanding of senior management resources, of compensation principles and practices and of corporate governance principles and practices.

3. Meetings

- 3.1. The Company Secretary shall act as the Secretary of the Compensation and Corporate Governance Committee.
- 3.2. The quorum for the transaction of business at any meeting of the Compensation and Corporate Governance Committee shall be a majority of the number of members of the Compensation and Corporate Governance Committee or such greater number as the Compensation and Corporate Governance Committee shall by resolution determine.
- 3.3. The powers of the Compensation and Corporate Governance Committee may be exercised at a meeting at which a quorum of the Compensation and Corporate Governance Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Compensation and Corporate Governance Committee.
- 3.4. Each member (including the chair) is entitled to one (but only one) vote in Committee proceedings.
- 3.5. The Compensation and Corporate Governance Committee shall meet at least twice per year and more frequently as circumstances require at such times and places as the chairman of the Compensation and Corporate Governance Committee may determine. All members of the Compensation and Corporate Governance Committee should strive to be at all meetings.
- 3.6. The Compensation and Corporate Governance Committee shall meet separately, periodically, with senior management and may request any member of the Company's senior management or the Company's outside counsel to attend meetings of the Compensation and Corporate Governance Committee or with any members of, or advisors to, the Compensation and Corporate Governance Committee.

- 3.7. The Chief Executive Officer (“CEO”) may be present at meetings of the Compensation and Corporate Governance Committee to determine executive compensation other than his or her own. The Compensation and Corporate Governance Committee will also meet *in camera* at each of its regularly scheduled meetings.
- 3.8. Meetings of the Compensation and Corporate Governance Committee shall be summoned by the Secretary of the Compensation and Corporate Governance Committee at the request of its members.
- 3.9. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Compensation and Corporate Governance Committee, any other person required to attend and all other non-executive directors, no fewer than 3 working days prior to the date of the meeting. Supporting papers shall be sent to the members of the Compensation and Corporate Governance Committee and to other attendees as appropriate, at the same time.
- 3.10. The Secretary of the Compensation and Corporate Governance Committee shall minute the proceedings and resolutions of all Compensation and Corporate Governance Committee meetings, including the names of those present and in attendance.
- 3.11. Minutes of the Compensation and Corporate Governance Committee meetings shall be circulated promptly to all members of the Compensation and Corporate Governance Committee and, once agreed, to all members of the Board.
- 3.12. The Compensation and Corporate Governance Committee may delegate authority to individual members and subcommittees of its members where the Compensation and Corporate Governance Committee determines it is appropriate to do so.

4. Responsibilities

4.1. Director Candidates

The Compensation and Corporate Governance Committee shall:

- Review annually the competencies, skills and personal qualities required of directors to add value to the Company in light of the opportunities and risks facing the Company and the Company's proposed strategies and the need to ensure that a majority of the Board is comprised of individuals who meet the independence requirements of applicable legislation and stock exchange requirements.
- In co-operation with the Company's senior management, oversee an appropriate orientation and education for new directors in order to familiarize them with the Company and its business (including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, senior management and the independent auditor).
- Actively seek individuals qualified (in the context of the Company's needs and any formal criteria established by the Board) to become members of the Board for recommendation to the Board.

- Review and recommend to the Board the membership and allocation of directors to the various committees of the Board, and the chairs thereof.
- Establish procedures for the receipt of comments from all directors to be included in an annual assessment of the Board's performance.

4.2. Compensation

The Compensation and Corporate Governance Committee shall:

- At least annually, review with the CEO the long term goals and objectives of the Company which are relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, determine and recommend to the independent directors for approval the CEO's compensation based on that evaluation and report to the Board thereon. In determining the CEO's compensation, the Compensation and Corporate Governance Committee shall consider the Company's performance, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years, with a view to maintaining a compensation program for the CEO at a fair and competitive level, consistent with the best interests of the Company.
- At least annually (and upon appointment), in consultation with the CEO, review and make recommendations to the Board with respect to the compensation of all members of senior management other than the CEO (including incentive-compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change in control arrangements or provisions, and any special or supplemental benefits), with a view to maintaining a compensation program for the senior management at a fair and competitive level, consistent with the best interests of the Company.
- Periodically review and make recommendations to the Board with respect to compensation of directors, the Chairman of the Board and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming.
- Fix and determine (and, as it determines to be appropriate, delegate the authority to fix and determine) awards (and the vesting criteria thereof) to employees of stock or stock options pursuant to any of the Company's equity-based plans now or from time to time in effect or otherwise as permitted by applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators and exercise such other power and authority as may be permitted or required under those plans.
- Regularly review the efficacy of incentive compensation programs and equity-based compensation programs for the Company's directors, officers and employees, including share ownership guidelines and, when necessary, make recommendations to the Board regarding the role and design thereof.
- In co-operation with the Company's senior management, oversee the human resources policies and programs which are of strategic significance to the Company and make recommendations thereon, as required, to the Board.

- Review all executive compensation disclosure prior to public disclosure of this information by the Company.
- Periodically review with the Board the succession plans relating to the position of the CEO and other senior positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

4.3. Corporate Governance and Compliance

The Compensation and Corporate Governance Committee shall:

- Review from time to time the size of the Board and number of directors who are independent for the purpose of applicable requirements.
- At least annually, review the adequacy of the Corporate Governance Policies and Procedures and the Code of Business Conduct and Ethics of the Company and recommend any proposed changes to those Policies and Procedures and to that code to the Board for approval.
- Be responsible for granting any waivers from the application of the Company's Code of Business Conduct and Ethics and review senior management's monitoring of compliance with that code.
- At least annually, review the practices of the Board (including separate meetings of non-management directors and of independent directors) to ensure compliance with the Corporate Governance Policies and Procedures of the Company.
- At least annually, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.
- At least annually, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independently of senior management.

5. Reporting Responsibilities

5.1. The Compensation and Corporate Governance Committee shall report to the Board on a regular basis, and in any event:

- at least annually, with an assessment of the performance of the Board, its committees and individual directors and discuss the report with the full Board following the end of each fiscal year,
- before the public disclosure by the Company of directors' and officers' remuneration in its management information circular, and
- as required by applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators.

5.2. The Compensation and Corporate Governance Committee shall prepare the following reports:

- a report on the Company's system of corporate governance practices for inclusion in the management information circular or other public disclosure documents of the Company;
- a report disclosing the extent (if any) to which the Company does not comply with the corporate governance guidelines of applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators; and
- a report on the Company's executive compensation as required by applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators.

6. Authority

The Compensation and Corporate Governance Committee is authorized to:

- 6.1. Retain (and authorize the payment by the Company of) and receive advice from special legal or other advisors as the Compensation and Corporate Governance Committee determines to be necessary to permit it to carry out its duties.
- 6.2. Appoint and, if appropriate, terminate any consultant used to identify director candidates or to assist in the evaluation of director, CEO or senior management compensation and to approve the consultant's fees and other retention terms.

7. Annual Evaluation

Annually, the Compensation and Corporate Governance Committee shall, in a manner it determines to be appropriate:

- 7.1. Conduct a review and evaluation of the performance of the Compensation and Corporate Governance Committee and its members, including the compliance of the Compensation and Corporate Governance Committee with this Charter.
- 7.2. Review and assess the adequacy of this Charter and the position description for the chairman of the Compensation and Corporate Governance Committee and recommend to the Board any improvements to this Charter or the position description that the Compensation and Corporate Governance Committee determines to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Corporate Secretary, who will report any such amendments to the Board at its next regular meeting.

CHANTRELL VENTURES CORP.
(the “Company”)

TECHNICAL COMMITTEE CHARTER

1. Purpose

The role of the Technical Committee is to assist the Board of Directors of the Company (the “Board”) in:

- obtaining assurance that appropriate systems are in place to deal with the management of safety, health and environmental risks; and
- monitoring the exploration program of the Company and monitoring and mentoring the exploration staff of the Company.

2. Membership

- 2.1. Members of the Technical Committee shall be appointed by the Board, on the recommendation of the Compensation and Corporate Governance Committee, and shall be made up of at least 2 members of the Board.
- 2.2. The appointment of members of the Technical Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Technical Committee is not so made, the directors who are then serving as members of the Technical Committee shall continue as members of the Technical Committee until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Technical Committee between annual elections of directors.
- 2.3. Any member of the Technical Committee may be removed from the Technical Committee by a resolution of the Board.
- 2.4. The Board shall appoint a chairman of the Technical Committee who shall be an independent non-executive director. In the absence of the chairman and/or an appointed deputy, the remaining members present shall elect one of their members present to chair the meeting.

3. Meetings

- 3.1. The Company Secretary shall act as the Secretary of the Technical Committee.
- 3.2. The quorum necessary for the transaction of business shall be 2 members. A duly convened meeting of the Technical Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Technical Committee.
- 3.3. The powers of the Technical Committee may be exercised at a meeting at which a quorum of the Technical Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Technical Committee.

- 3.4. Each member (including the Chair) is entitled to one (but only one) vote in Technical Committee proceedings.
- 3.5. The Technical Committee shall meet not less than two times a year at such times and places as the chairman may determine.
- 3.6. Meetings of the Technical Committee shall be summoned by the Secretary of the Technical Committee at the request of any of its members.
- 3.7. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Technical Committee, any other person required to attend and all other non-executive directors, no fewer than 5 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 3.8. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 3.9. Minutes of Committee meetings shall be circulated promptly to all members of the Technical Committee and, once agreed, to all members of the Board.

4. Responsibilities

The Technical Committee shall:

- 4.1. Approve the Company's policies and systems for identifying and managing health, safety and environmental risks in the Company's operations.
- 4.2. Evaluate the effectiveness of the Company's policies and systems for identifying and managing health, safety and environmental risks in the Company's operations.
- 4.3. Assess the policies and systems of the Company for ensuring compliance with health, safety and environmental regulatory requirements.
- 4.4. Assess the performance of the Company with regard to the impact of health, safety, environmental decisions and actions upon employees, communities and other third parties. It shall also assess the impact of such decisions and actions on the reputation of the Company.
- 4.5. Receive, on behalf of the Board, reports from management concerning all serious accidents involving employees or independent contractors providing goods or services to the Company and actions taken by management as a result of such serious accidents.
- 4.6. Oversee, on behalf of the Board, any reporting to external stakeholders concerning health, safety and environmental issues.
- 4.7. Review and monitor the technical operations and activities of the Company.
- 4.8. Make periodic visits to the Company's principal operations to become familiar with the nature of the operations and to review operational performance.
- 4.9. Review all adjustments and changes to the Company's mineral resources and reserves.

- 4.10. Oversee the Company's exploration program and exploration staff and report thereon to the Board.

5. Reporting Responsibilities

- 5.1. The chairman of the Technical Committee shall regularly report to the Board on its proceedings.

6. Other

- 6.1. The Technical Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit.
- 6.2. The Technical Committee shall consider such other matters as the Board may from time to time refer to it.

7. Authority

The Technical Committee is authorised to:

- 7.1. Seek any information it requires from any employee of the Company in order to perform its duties and all employees shall be directed to co-operate with any request made by the Technical Committee.
- 7.2. Call any employee to be questioned at a meeting of the Technical Committee as and when required.
- 7.3. Obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary. The Technical Committee shall have full authority to commission, at the Company's expense, any reports or surveys which it deems necessary to help fulfil its obligations.