



**INDROCORP TECHNOLOGIES INC. DBA INDROTEK**  
(the "Corporation")

**CORPORATE DISCLOSURE POLICY**

**1. Objectives**

The purpose of this Corporate Disclosure Policy (or the "**Policy**" as the context provides for) is to ensure that all communications originating from the Corporation provide the Corporation's employees and current and potential shareholders with important and meaningful information. It is also important that the Corporation's employees and current and potential shareholders receive this information on a timely basis and at the same time. Maintaining the confidentiality of information prior to disclosure is vital to ensure equal access to information and to avoid "**Selective Disclosures**" (as defined and discussed in Section 6 below) which could unfairly benefit certain shareholders.

Under applicable securities regulations, the Corporation generally is required to publicly disclose "**Material Information**" (as defined and discussed in Section 2 below) immediately or as soon as practicable when the Corporation becomes aware of the information, regardless whether the information is positive or negative. The Corporation is committed to ensuring that information disclosures are made in accordance with appropriate legal and regulatory requirements.

This Policy sets out the Corporation's policies and practices on corporate disclosure and maintaining confidentiality of Corporation information. The objectives of the Policy are:

- (a) to provide guidance on disclosing information in a timely, consistent and appropriate manner;
- (b) to provide guidance on protecting and preventing the improper use or disclosure of Material Information and Corporation confidential information;
- (c) to educate the Corporation's directors, officers and employees on the appropriate use and disclosure of Material Information and Corporation confidential information; and
- (d) to provide guidance on how the Corporation's directors, officers and employees can help ensure the Corporation meets its reporting requirements.

**1.1 Personal Responsibility**

It is expected that every director, officer and employee will fully comply with all applicable legal requirements and this Policy. Failure to comply with this Policy may result in disciplinary actions.

## **1.2 Policy Approval**

This Policy has been reviewed by the Corporation's "**Audit Committee**" and "**Nominating and Corporate Governance Committee**" and approved by its "**Board of Directors**". The Corporation's Chief Financial Officer (the "**Chief Financial Officer**") will recommend any material changes as needed to this Policy for review by the Audit Committee and/or the Nominating and Corporate Governance Committee and approval by the Board of Directors.

## **1.3 Managing the Disclosure Process**

All employees have an important role to play in ensuring that all Material Information is communicated appropriately and that confidentiality of Corporation information is safeguarded.

The Chief Financial Officer has been tasked to manage and coordinate the disclosure process. The Chief Financial Officer will determine if information is material and therefore must be "**Generally Disclosed**" (as defined and discussed in Section 18 below) and how such Material Information is to be disclosed in accordance with applicable securities laws. For example, the Chief Financial Officer will approve the content of any news release disclosing Material Information.

## **1.4 Disclosure Settings**

Material Information disclosure may occur in a number of settings, all of which are subject to this Policy. These include:

- (a) disclosure in documents filed with applicable securities commissions and stock exchanges;
- (b) written statements made in the Corporation's annual and quarterly reports;
- (c) supplemental investor information;
- (d) written or verbal responses for proposals and submissions to prospects, clients and suppliers;
- (e) news releases;
- (f) presentations made by senior management;
- (g) information posted on the Corporation's website or other electronic communications (e.g., chat rooms);
- (h) oral statements made in group or individual external and internal meetings; and
- (i) interviews with media, news conferences and webcasts.

The above listing is meant to be illustrative. There may be other settings in which Material Information disclosure may occur. The Chief Financial Officer should be contacted if there is any uncertainty as to whether or not a specific disclosure is subject to this Policy.

## **2. Material Information and Confidentiality**

Material Information is any information relating to the business and affairs of the Corporation which results in, or would reasonably be expected to result in, a significant change in the market value or price of the Corporation's listed securities. Stated another way, a reasonable investor would consider the information important in making a decision to buy, sell or hold the Corporation's shares. Material Information can include positive or negative information about the Corporation. Material Information consists of "**Material Facts**" related to the Corporation or a "**Material Change**" (each as defined and discussed in Section 18 below) in the Corporation's business or operations.

A Material Change occurs not only when the change takes place, but also when management decides to implement a change to the business, which change the Board of Directors has approved or is likely to approve.

It is an offence under securities law for anyone in a "**Special Relationship**" (as defined and discussed in Section 18 below) with a company to inform anyone of Material Information about that company before the Material Information has been Generally Disclosed, except in those limited cases where the communication is made in the "**Necessary Course of Business**" (as defined and discussed in Section 6 below).

## **3. Overseeing and Coordinating Disclosure**

The Board of Directors has overall responsibility for ensuring that the Corporation meets its disclosure goals and obligations.

In connection with overseeing and co-ordinating disclosure, the Chief Financial Officer's responsibilities include:

- (a) deciding whether information is material or not and when developments warrant public disclosure;
- (b) ensuring that applicable regulatory requirements regarding disclosure of Material Information are met;
- (c) monitoring the effectiveness of and compliance with this Policy;
- (d) educating the Corporation's directors, officers and employees about disclosure issues and this Policy;
- (e) reviewing and authorizing disclosure (including electronic, written and oral disclosure) in advance of its public release; and

- (f) monitoring the Corporation's website.

The Chief Financial Officer, in consultation with the Corporation's counsel, will also determine whether the Material Information constitutes a Material Change. If it is determined that a Material Change exists, the Chief Financial Officer should be directed to file each of a current report and a material change report with the relevant securities commissions within the required time period.

In practice, the Chief Financial Officer's office will take the lead role in preparing most disclosure documents by working in cooperation with other personnel of the Corporation depending on the subject matter.

### **3.1 Keeping the Chief Financial Officer Informed of Issues**

It is essential that the Corporation's directors, officers and employees keep the Chief Financial Officer apprised of potentially material developments on a timely basis so the Chief Financial Officer can discuss and evaluate any events that might impact the disclosure process.

### **3.2 Keeping Audit Committee and Board of Directors Informed of Issues**

It is the responsibility of the Chief Financial Officer to keep the Audit Committee, the Nominating and Corporate Governance Committee and the Board of Directors appropriately informed of potential disclosures or to present issues that require the directors' input for resolution.

## **4. Audit Committee Review of Certain Disclosures**

The Audit Committee will review the following disclosures in advance of their public release by the Corporation:

- (a) earnings guidance or future oriented financial information; and
- (b) news releases or other filings with securities regulators containing financial information based on the Corporation's financial statements prior to the release of such statements.

Disclosures will also indicate at the time such information is publicly released whether the Audit Committee has reviewed the disclosure. Whenever possible, the Audit Committee will review the disclosure in advance of its public release to help increase the quality, credibility and objectivity of such disclosures.

Where feasible, the earnings news releases will be issued concurrently with the filing of quarterly or annual financial statements in order to help facilitate Audit Committee review.

## **5. Authorized Spokespersons**

The Chief Financial Officer and the Corporation's investor relations representative (the "**IR Representative**") are designated as the Corporation's authorized spokespersons (each, an "**Authorized Spokesperson**").

Other Corporation directors, officers and employees who are not authorized to be spokespersons must not respond on behalf of the Corporation to any inquiries from, or initiate communication of Material Information with the financial community, shareholders or media other than in the Necessary Course of Business (as discussed in Section 6 below). All such communication must be referred to one of the Authorized Spokespersons. In particular, there should be no communications with financial analysts by anyone other than an Authorized Spokesperson.

## **6. Maintaining Confidentiality of Material Information and Confidential Information**

Directors, officers and employees should assume that all non-public Corporation information is confidential unless it is specifically designated otherwise.

Confidential information about the Corporation is subject to strict confidentiality restrictions and care must be taken to ensure it is provided only to other Corporation employees or third parties who require access to it to further the business purposes of the Corporation. Furthermore, such access must be on the basis that recipients understand and maintain the confidentiality of the information.

Access to confidential information should be restricted to authorized persons who are aware of their confidentiality obligations and who have signed a confidentiality agreement where required by the Corporation.

Material Information, before it is Generally Disclosed, is a type of Corporation confidential information and, therefore, is subject to strict confidentiality restrictions as well. Access to Material Information should be restricted to persons who are aware of or are informed of the disclosure requirements and practices concerning Material Information and the prohibitions on trading in securities that arise from having knowledge of Material Information (see the "Trading Restrictions" section below).

Where disclosure of a Material Change is delayed pursuant to securities legislation, the Corporation is under a duty to take precautions to keep the Material Change confidential. During the period before Material Information is Generally Disclosed, the Chief Financial Officer should closely monitor market activity in the Corporation's securities.

### **6.1 Selective Disclosure and Necessary Course of Business**

Disclosure to any person or select group (including investment analysts and the media), of Material Information that has not been Generally Disclosed, is considered Selective Disclosure. Selective Disclosure is a prohibited activity unless such disclosure is made in the "Necessary Course of Business".

The Necessary Course of Business is a limited exception and exists so as not to unduly interfere with a company's necessary business activities. The exception would generally cover communications required to further the business purposes of the Corporation with:

- (a) customers and prospects;
- (b) vendors, suppliers, or strategic partners on issues such as joint bids, research and development, and sales and marketing contracts;
- (c) employees, officers, and board members;
- (d) lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Corporation;
- (e) parties to negotiations; and
- (f) government agencies and non-governmental regulators.

The Necessary Course of Business exception would not permit the Corporation to make a Selective Disclosure of Material Information to a financial analyst, institutional investor or other market professional.

## **6.2 Confidentiality Agreements**

If disclosures of Material Information are made under the Necessary Course of Business exception, the Corporation should make sure those receiving the information understand that they cannot pass the information on to anyone else or buy or sell securities of the Corporation until it has been Generally Disclosed.

It is considered good business practice to have the party receiving Material Information in the Necessary Course of Business sign a non-disclosure agreement to confirm understanding of the confidential nature of the information.

However, the use of a non-disclosure agreement does not provide an exemption to the rules against Selective Disclosure, so it is always necessary to determine whether disclosure of Material Information is being made in the Necessary Course of Business. For example, Selective Disclosure made to a financial analyst is not considered to be in the Necessary Course of Business and would result in a violation of disclosure rules regardless whether or not a non-disclosure agreement was signed by the analyst.

## **6.3 Tipping Prohibitions**

The most important consideration when dealing with confidential information is to take all reasonable steps to ensure that Selective Disclosure of Material Information is avoided.

Pursuant to securities legislation, the Corporation and any person in a Special Relationship with the Corporation are prohibited from informing anyone, other than in the Necessary Course of

Business, of Material Information before that Material Information has been Generally Disclosed. If this occurs, this activity is commonly known as “**Tipping**” and is prohibited.

## **7. Investment Community Disclosures**

### **7.1 Reviewing Analyst Reports**

There is a serious risk of violating the Tipping prohibition if the Corporation expresses comfort with or provides guidance on an analyst’s report, earnings model or earnings estimates. The Corporation’s general policy is not to comment upon analysts’ reports. If factual errors are found in an analyst’s report, the Chief Financial Officer may provide commentary identifying publicly disclosed factual information that may affect an analyst’s model or point out inaccuracies with reference to publicly available information about the Corporation. Such commentary will be provided in a way that does not violate applicable Selective Disclosure rules.

Distribution of analyst reports outside of the Corporation should be avoided so as not to create the impression of Corporation validation of the report.

### **7.2 Private Briefings with Analysts, Institutional Investors and other Market Professionals**

In the course of dealing with the investment community, it may be necessary to conduct private briefings with various market professionals. During these meetings, only Non-Material Information and publicly disclosed information should be provided. Comments on current period earnings estimates and financial assumptions other than information Generally Disclosed is to be avoided.

## **8. Media Disclosures**

For media representatives (e.g., business reporters) access to Material Information should be similar to that granted to the investment community. Only the Chief Financial Officer should communicate Material Information that has already been Generally Disclosed with the media. The Chief Financial Officer should be contacted if there is any confusion whether communication with media representatives is appropriate.

## **9. Industry Conferences**

Corporation employees may make a number of public speeches and presentations to industry groups and conferences related to areas in which the Corporation does business. It is important that these presentations do not include Material Information not yet Generally Disclosed. If there is any doubt regarding the content of the presentation or speech, further guidance should be sought from the Chief Financial Officer.

There may be other forums in which the Corporation’s directors, officers or employees make speeches or presentations relating directly to the Corporation’s business affairs and financial results. Invitations to these sorts of events should be approved by the Chief Financial Officer

prior to acceptance. In addition, such public speeches or presentations should be reviewed by the Chief Financial Officer. Legal counsel should be consulted, where appropriate.

Care should be taken with respect to financial and operational projections not already released and any discussions of this nature should be referred to the Chief Financial Officer. This is particularly true for discussions that are held in breakout sessions in which a Corporation director, officer or employee may be a participant and there is no prepared script.

## **10. Electronic Communications**

All communications, including electronic communications, must comply with securities laws and are subject to this Policy. Electronic communications include the Corporation's website, the Internet and email.

Electronic communications will not be used to "tip" or leak Material Information. Proper precautions should be taken when using electronic communications to discuss undisclosed Material Information about the Corporation.

### **10.1 Corporate Website**

The IR Representative will be responsible for updating the Corporation website's disclosure documents.

It is important to note that disclosure of Material Information on the Corporation's website does not constitute General Disclosure and is not adequate disclosure of Material Information. The IR Representative must ensure that Material Information is disseminated to all required securities regulators and is Generally Disclosed before any disclosure is made on the Corporation's website.

All publicly filed documents, including news releases containing Material Information, should be included on the Corporation's website as soon as practicable after such material has been accepted for filing by the appropriate regulatory agency.

The Corporation's external website should have a notice advising the reader that the information that is posted is accurate at the time of posting but that the Corporation specifically disclaims any intention or responsibility to update the information and it may be superseded by subsequent disclosures. All Material Information disclosures posted to the Corporation's website, including text and audiovisual, should show the date such material was issued. All outdated Material Information disclosures will be archived on the Corporation website for a period of two years to allow for continued public access.

Links from the Corporation's external website to a third party website should be considered with care. When such a link is provided, a notice must be clearly posted that advises readers that they are leaving the Corporation's website and that the Corporation is not responsible for the contents of the other site.



Care should be taken in responding to emails sent to the Corporation through the Corporation's website. In particular, discussion of Material Information which may result in Selective Disclosure should be avoided.

## **10.2 Internet Discussion Forums, Chat Rooms, Bulletin Boards and Electronic Mail**

Corporation employees may participate in certain electronic forums for a number of reasons related to the Corporation's business. Material Information and Corporation confidential information should never be discussed in any electronic forum.

Directors, officers, and employees are strongly advised to not participate in any investment or business related electronic forums where the Corporation's business affairs are discussed. Liability to the Corporation may arise from even well-intentioned efforts to correct rumours or defend the Corporation.

## **11. Future Oriented Financial Information**

The Audit Committee will review in advance of any public release of earnings guidance and future oriented financial information.

To the extent any future oriented financial information is provided in required disclosure documents under securities legislation, it should be clearly marked as future oriented and all material assumptions used in the preparation of the future oriented financial information should be identified.

Written and oral statements relating to future oriented financial information should be accompanied by appropriate contingency and cautionary language or notices, which should identify or refer to the risks and uncertainties that may cause the actual results to differ materially from those projected in the statements.

Included should be a statement that disclaims the Corporation's intention or obligation to update or revise the future oriented financial information, whether as a result of new information, future events or otherwise, except as required by law. Notwithstanding this disclaimer, should subsequent events prove past statements to be materially different, the Corporation may at its discretion choose to issue a news release.

At the beginning of Corporation earnings release conference calls or presentations, an Authorized Spokesperson should make a statement that future oriented financial information may be discussed. This will include appropriate cautionary language or references to cautionary statements contained in publicly available documents containing the assumptions, sensitivities and a discussion of the risks and uncertainties.

## **12. Unintentional Selective Disclosures**

Any Selective Disclosure made by a person who did not know that the information was both Material Information and had not been Generally Disclosed is commonly referred to as unintentional Selective Disclosure.

If it appears that an unintentional Selective Disclosure has been made, the Chief Financial Officer should be contacted immediately. If it is determined that there has been unintentional Selective Disclosure, the Chief Financial Officer should immediately take all appropriate steps including:

- (a) generally disclosing the Material Information that has been unintentionally selectively disclosed; and
- (b) notifying the person to whom the unintentional Selective Disclosure was made that such information has not been Generally Disclosed and must remain confidential and that he or she may not buy or sell securities of the Corporation until such information is Generally Disclosed.

Where the Chief Financial Officer determines that General Disclosure of an unintentional Selective Disclosure is required, the Chief Financial Officer should notify the relevant stock exchanges immediately of the unintentional Selective Disclosure and determine, with the approval of the Chief Executive Officer, whether trading should be halted pending the issuance of a news release.

### **13. Trading Restrictions**

Securities legislation also prohibits anyone in a Special Relationship with the Corporation from buying or selling securities of the Corporation with knowledge of Material Information regarding the Corporation that has not been Generally Disclosed. This prohibited activity is commonly known as “insider trading.”

Employees are advised to review the Corporation’s Securities Trading and Reporting Guidelines for specific guidance on trading the Corporation’s securities and avoiding insider trading.

### **14. Quiet Periods**

A quarterly “**Quiet Period**”, during which no earnings guidance or comments with respect to the current quarter’s operations or expected results will be provided to analysts, investors or other market professionals, will be observed. The Quiet Period generally runs for a period between the end of the quarter and the release of a quarterly earnings announcement, though the Corporation may release statements as deemed necessary by the Chief Financial Officer.

Please also refer to the Corporation’s Securities Trading and Reporting Guidelines for guidance on Blackout Periods when the Corporation’s directors, officers and employees may not trade Corporation securities.

### **15. Market Rumours**

It is the Corporation’s general policy to neither confirm nor deny market rumours. Authorized Spokespersons are to generally respond “It is the Corporation’s policy not to comment on market rumours or speculations”. However, the Chief Financial Officer may authorize responses to rumours that are factually incorrect and are deemed harmful to the Corporation’s interests (such

as a rumour that an officer of the Corporation has been terminated, when that is not the case). Care should be taken in responding to rumours as inconsistent practices may be interpreted as Tipping.

Securities regulators may require the Corporation to make a clarifying statement where trading in the Corporation's securities appears to be heavily influenced by rumours. If the rumour is a result of Material Information having been leaked (and therefore true) and appears to be affecting trading activity in the Corporation's securities, the Chief Financial Officer will consider whether a full public announcement is required. This may include contacting relevant securities exchanges and asking that trading be halted pending the issuance of a news release.

## **16. Requests for Corporate Information**

The Corporation may receive requests from shareholders, potential shareholders and media for information. Employees should refer such requests to the Authorized Spokespersons or the IR Representative for action.

The IR Representative shall maintain an up-to-date corporate information package (the "CIP") consisting of:

- (a) the Corporation's latest annual report;
- (b) the Corporation's latest quarterly report;
- (c) the Corporation's press releases issued for at least the previous six months;
- (d) the Corporation's latest annual information form; and
- (e) selected marketing material (approved by the Chief Financial Officer).

The IR Representative shall review the CIP at least monthly to update the information contained in it if required. In addition to the usual CIP contents, additional public information such as the Corporation's most recent proxy circular or prospectus or material change reports shall be made available upon request.

## **17. Policy Communications and Contacts**

All directors, officers and employees are to be advised of this Policy and its importance.

If there are any questions about any aspect of this Policy or responsibilities of the Corporation's directors, officers or employees under it, the Chief Financial Officer should be contacted.

If an employee becomes aware of a possible violation of this Policy he/she is encouraged to report it to his/her manager or the Chief Financial Officer.

If any person does not feel comfortable reporting a particular matter to his or her local management, such person should report it to any other member of the Corporation's

management, including the Chief Executive Officer, in a timely, effective way and to ensure that confidentiality is maintained.

Where a person feels it is not appropriate to report the breach to a member of management, such person may report to any one of the directors. If the alleged breach is with respect to financial and internal controls and accounting matters, then the concern should be reported to the Chief Financial Officer. If a person feels this is not appropriate, the matter may be reported to external legal counsel. Counsel will have responsibility for forwarding the alleged violation to the Chair of the Audit Committee who will have responsibility for determining whether a violation has occurred and what disciplinary measures are appropriate.

## **18. Definitions**

In this Policy:

- (a) **“Audit Committee”** means the committee of the Corporation’s Board of Directors that is responsible for, amongst other matters, overseeing the Corporation’s financial reporting process, internal controls and disclosure controls;
- (b) **“Generally Disclosed”** means the information has been disseminated in a manner calculated to effectively reach the marketplace and public investors have been given a reasonable amount of time to analyze the information. For example, information that has been released via a news release distributed through a widely circulated news or wire service and through a press conference and conference call. Postings to the Corporation’s website are generally not considered to be sufficient to meet “Generally Disclosed” requirements;
- (c) **“Material Change”** means a change in the business, operations, assets or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of the securities of the Corporation, or a decision to implement such a change made by (i) senior management of the Corporation who believe that confirmation of the decision by the Board of Directors of the Corporation is probable; or (ii) the Board of Directors of the Corporation. In other words, a change or the decision to make a change in the Corporation’s business (approved or likely to be approved by the board) that will have an impact on the decision of a shareholder to buy, sell, or hold the Corporation’s securities;
- (d) **“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 Corporation’s securities; and
- (e) **“Special Relationship”** for the purpose of this Policy, means persons in a special relationship with the Corporation as provided under applicable securities legislation, and include:

- (i) insiders as defined under securities legislation;
  - (ii) directors and officers of the Corporation or any subsidiary, associate or affiliate thereof;
  - (iii) persons engaging in professional or business activities for or on behalf of the Corporation, including contractors; and
  - (iv) anyone (a “tippee”) who learns of Material Information from someone that the tippee knows or should know is a person in a Special Relationship with the Corporation.
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