



Corporate Disclosure and Careful Communications Policy

Approved by the Board of Directors

June 21, 2016



Corporate Disclosure and Careful Communications Policy

1. Overview

Pacific Insight Electronics Corp. (“Pacific Insight” or “the Company”) is committed to complying with the legal and regulatory requirements applicable to the disclosure of information about our business and to ensuring that trading in our securities takes place in an efficient, competitive and informed market.

We have established this Corporate Disclosure and Careful Communications Policy (“Policy”) to outline the required process for the timely disclosure of all information relating to our business, including both written and verbal disclosure, and to provide guidance and assistance to our directors, officers and employees in complying with their obligations under the provisions of securities laws and stock exchange rules to preserve the confidentiality of our non-public material information.

2. Objectives

This Policy sets out Pacific Insight’s policies and practices on corporate disclosure and maintaining confidentiality of information. The objectives of this policy are:

- to disclose information in a timely, consistent and appropriate manner;
- to protect and prevent the improper use or disclosure of material information and Company confidential information;
- to widely disseminate material information pursuant to all applicable legal and regulatory requirements, as required;
- to educate Pacific Insight team members on the appropriate use and disclosure of material information and Company confidential information; and
- to foster and facilitate compliance with applicable laws.

In addition, we are committed to practices that help ensure accurate, wide and timely dissemination of material information to our shareholders, the investment community and the public in general. This includes balanced communications, non-selective disclosure, and use of communications technology to facilitate fair access to information.

We expect every Pacific Insight team member to fully comply with all applicable legal requirements and this Policy.

The Policy is based on established best corporate practices and the highest of the applicable legal standards under Canadian securities laws.

3. Scope of this Policy

This Policy applies to all directors, officers and employees of the Company including authorized spokespeople as well as the Company's subsidiaries. It covers all methods of communication by the Company with internal team members and the public, including disclosures in documents filed with securities regulators, all financial and non-financial disclosure, including management's discussion and analysis 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 extends to verbal statements made in meetings and telephone conversations with analysts and members of the investment community (which includes analysts, investors, investment dealers, brokers, investment advisors and investment managers), interviews with the media as well as speeches, press conferences and conference calls.

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

Failure to comply with this Policy may result in disciplinary measures against you, up to and including dismissal as well as civil and criminal penalties. The violation of this Policy may also violate legal or regulatory requirements. If this appears to have occurred, Pacific Insight may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment.

This policy has been approved by the Board of Directors.

The Board of Directors shall be responsible for administering this Policy and at least once a year reviewing and assessing this Policy. The Disclosure Committee may delegate certain responsibilities (other than additional review and responsibilities included under item 11 of this Policy) to members of the management team.

The Disclosure Committee is currently composed of the Chief Executive Officer, the Chief Financial Officer, Chief Operating Officer, Chair of the Compensation and Nominating Committee, and a member of the Legal team as designated from time to time, when required. We will advise you of any changes to the composition of the Disclosure Committee from time to time.

Training

Pacific Insight will educate all new directors, officers and employees about the matters contemplated by this Policy and, on an on-going basis, will ensure that all directors, officers and employees are aware of their obligations to comply with this policy.

Periodic Review of this Policy

When your employment or association with Pacific Insight begins, you must sign an acknowledgement form confirming that you have read and understand this Policy and agree to abide by its provisions. You will be asked to make similar acknowledgements and the Board of Directors may adopt disclosure controls and procedures in addition to those set out in this Policy.

Dissemination

A copy of this Policy will be provided in the appropriate language to all Pacific Insight personnel. This Policy will also be maintained online on our intranet website.

Questions and Guidance

If you have any questions about this Policy, you may obtain additional guidance from a member of the Disclosure Committee or our Manager of Communications.

4. Individuals Who Are Authorized to Speak on Behalf of Pacific Insight

We have designated spokespersons who are authorized to communicate on our behalf *with the media, regulators, analysts, and investors* on a day-to-day basis. Additionally, our Board of Directors are authorized to discuss public information or policy positions previously disclosed by us if approached by an analyst, investor or other member of the public, but must refer any inquiries from the media to a designated spokesperson.

If you have not been informed in writing that you are a spokesperson for Pacific Insight, you are not permitted to speak on behalf of Pacific Insight with *media, regulators, analysts, and investors* and must refer any inquiries (whether in person, by phone or email, or otherwise) to a member of the Disclosure Committee or our Manager of Communications.

If you are a designated spokesperson, you must ensure that you comply at all times with our obligations relating to proper disclosure of material information, as outlined in this Policy. Whenever possible, you should ensure that any statements that you make to outside parties are approved in advance by the Manager of Communications or a Member of the Disclosure Committee and that you prepare scripts of comments and answers to anticipated questions that are reviewed and approved by the Manager of Communications or a Member of the Disclosure Committee in advance of meetings or conferences.

The following persons are generally permitted to speak on behalf of Pacific Insight and are the Company's designated spokespersons:

- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer

- Manager of Communications

The Disclosure Committee may approve spokespersons other than those included in the list above and may designate other individuals to speak to matters within any such individual's area of responsibility from time to time.

5. Disclosure of Material information – General Principles

Disclosure of Material information by News Release

Pacific Insight typically discloses material information by issuing a news release and filing it with the appropriate regulatory authorities in Canada. We are required to disclose material information immediately, unless the Board of Directors determines, in accordance with applicable securities laws and stock exchange rules, that disclosure should be delayed.

What is "Material information?"

The Disclosure Committee will consider if information is potentially material information and therefore must be generally disclosed and how such material information is to be disclosed in accordance with applicable securities laws. If the Disclosure Committee is unsure whether the confidential information is material, the Disclosure Committee should ask Legal Counsel and potentially the Market Surveillance Division (the "Market Surveillance Division") of the Investment Industry Regulatory Organization of Canada, as required. The key question to be considered by the Disclosure Committee when deciding whether or not to disclose confidential information is whether or not the information would be considered material by investors. If the answer is yes, then applicable laws require that this confidential information be publicly released immediately, unless the Board of Directors determines that the release of the confidential information would be unnecessarily harmful to the Company's interests.

In this Policy, "material information" is any information that a reasonable investor would consider important in a decision to buy, hold or sell Pacific Insight securities, or that affects, or would reasonably be expected to affect, the market price or value of Pacific Insight's securities (or, in the case of information about another company, such other company's securities), whether it is positive or negative.

Material information includes both material facts and material changes. A "material fact" is a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of our securities. A "material change" is a change in our business, operations or capital that would reasonably be expected to have a significant effect on the market price or value of our securities. The decision to implement such a change may itself be a material change if the decision is made by a director or senior officer that believes that the Board of Directors will likely confirm the decision.

There is no "bright-line" test or other "one-size-fits-all" standard for assessing materiality. Rather, materiality is based on an assessment of all of the facts and circumstances, and it is often evaluated by enforcement authorities with the benefit

of hindsight. Included in this Policy are some examples of material information in Schedule A. This list is not exhaustive, and directors, officers and employees should exercise judgment when handling information to determine whether information in their possession is material and when uncertain, should discuss with a member of the Disclosure Committee.

Your Responsibilities

If you become aware of information that may be considered material information, you must immediately advise a member of the Disclosure Committee. You must also inform a member of the Disclosure Committee if you become aware of any error in information that we previously disclosed that may be material, as it must be corrected immediately. The Disclosure Committee, in consultation with others as appropriate, will then determine whether the information or the error is material and how it should be disclosed.

Recommended Disclosure Model

Generally, the Disclosure Committee should use the following disclosure model when making a planned disclosure of Material information:

- a) Provide material timely disclosure news releases to the Market Surveillance Division by e-mail, fax or hand delivery. The only individuals authorized to send any such news release are the Chief Financial Officer and the Manager of Communications, or such other appropriate person designated by the Disclosure Committee. If a material news release is being issued during trading hours, it will generally be necessary for the news release to be provided to the Market Surveillance Division prior to release to allow their staff to determine whether trading of our securities should be halted;
- b) issue a news release containing the material information through a widely circulated news or wire service. The news release will be subsequently posted to SEDAR;
- c) file a material change report if the material information constitutes a "material change";;
- d) provide advance notice of the date and time of any conference call to discuss the material information, the subject matter(s) of the call and the means for accessing it;
- e) hold the conference call in an open manner, permitting investors, media and others to listen either by telephone or through internet webcasting; and
- f) provide dial-in and/or web replay or make transcripts of the call available for a reasonable period of time after the analyst conference call.

The Disclosure Committee may take all other actions as may be necessary or appropriate when making a planned disclosure of material information. Notwithstanding the above, if the Material information is straightforward steps (c) through (e) may not be necessary.

6. Disclosure Responsibility

In practice, the Chief Financial Officer and/or Manager of Communications prepare most core disclosure documents by working in cooperation with each other and with other areas of the Company, which, depending on the subject matter, can include, for example: Legal Services, as required. In particular, the Manager of Communications or the Disclosure Committee should be consulted with respect to all news releases.

Disclosure includes all written materials and oral statements publicly made by representatives of the Company. Invitations to make public speeches and presentations about Pacific Insight to industry groups, conferences, large employee and public meetings, etc. should be approved by a member of the Disclosure Committee and/or Manager of Communications prior to acceptance. In addition, speeches and presentations to an external audience or large internal audience that contain material financial and operational results, significant competitive or strategic issues, or matters that could affect Pacific Insight's reputation or share price, should be reviewed by a member of the Disclosure Committee. 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.

7. Dealing with Regulators

If requested by a stock exchange or other securities regulatory authority to make a public statement, including in response to a rumour, the Disclosure Committee will consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Disclosure Committee may consider the advice, if any, of the securities regulatory authority or other external advisors, as it deems appropriate.

The Disclosure Committee will be responsible for receiving inquiries from the Market Surveillance Division of the stock exchanges with respect to unusual trading activity or market rumours.

The Disclosure Committee is responsible for contacting the Market Surveillance division of the stock exchange in advance of a news release of Material information, to watch for unusual trading, and to determine, in consultation with a member of the Disclosure Committee, if a halt in trading is required (see also section below "Inadvertent Disclosure of Material Information").

8. Dealing with Government

The members of the Disclosure Committee are responsible for government relations including coordination and approval of the company's corporate positions on government policy, and is authorized to make contacts with all levels of federal, provincial, territorial, international and local government.

The Manager of Communications is responsible for maintaining the Company's overall network of contacts with the relevant government communication and public affairs personnel. In general, Pacific Insight does not independently comment in public on government policy but expresses its support, where appropriate, for positions taken through various industry organizations.

The Disclosure Committee must approve any contacts with government agencies or boards in respect of non-routine matters that are subject of active applications, hearings or other proceedings before such government agencies or boards.

9. Dealing with Media

A member of the Disclosure Committee should attend Pacific Insight organized media conferences to monitor that material information has not been generally disclosed. The Company will not provide any material information or related documents to a reporter on an exclusive basis.

Only the designated spokespeople may respond to media inquiries. Senior management or subject matter experts should be utilized in key announcements, as appropriate, to build credibility and provide more informed disclosure.

10. Emergencies

In the event of emergencies, the appropriate emergency response plan will apply. These plans recognize that an initial media response may be required from Pacific Insight personnel responding to the incident but that after the initial response, Communications under the direction of the Disclosure Committee, will coordinate all subsequent media responses related to the emergency. Many emergencies will result in developments which constitute material information and will be dealt with as such in accordance with this Policy.

11. News Releases

Issuing a News Release

The Disclosure Committee must review all news releases for accuracy and completeness prior to dissemination, and the Manager of Communications will coordinate the issuance of all news releases. The Company will use a news wire service that provides national and or international simultaneous coverage, and that meets the following criteria (i) dissemination of the full text to the national financial press and to daily newspapers that provide regular coverage of financial news; (ii) dissemination to all members of the stock exchanges on which the Company's securities are listed; and (iii) dissemination to all relevant regulatory bodies. Certain types of disclosure also require additional review and approvals, as follows:

- a) the Audit Committee must review and the Board of Directors must approve all news releases issued in respect of quarterly and annual financial statements;

- b) the Audit Committee must review and the Board of Directors must approve “summary earnings” releases that announce corporate earnings, highlight major items (which may include pro forma results) issued prior to or concurrently with the issuance and filing of the related quarterly or annual financial statements, and if any, “earnings guidance” releases, that disclose any financial outlook and future-oriented financial information; and
- c) the Audit Committee must review and approve news releases containing extracts of information from financial statements.

Pacific Insight will circulate news releases disclosing material information to the Market Surveillance Division by e-mail, fax or hand delivery. The only individuals authorized to send any such news release are the Chief Financial Officer and the Manager of Communications, or such other appropriate person designated by the Disclosure Committee. If a material news release is being issued during trading hours, it will generally be necessary for the news release to be provided to the Market Surveillance Division prior to release to allow their staff to determine whether trading of our securities should be halted.

News releases will be posted on the Company’s website and SEDAR immediately after release over the news wire. The news release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

Where necessary, Pacific Insight will file a material change report with securities regulators.

Content of News Releases

In our news releases, we must include enough detail to enable readers to understand the substance and importance of the matter that is being disclosed. Our guiding principle is to communicate clearly and accurately the nature of the information without including unnecessary details, exaggerated reports or editorial commentary designed to colour the investment community’s perception of the announcement. We must include all information necessary so that the disclosure is not misleading (in other words, we must not include misleading “half-truths” in our disclosure), and we will disclose unfavourable material information as completely and promptly as favourable information.

12. Material Change Reports

When a “material change” occurs in our affairs, we are required, in addition to issuing and filing a news release, to file a “material change report” in the form prescribed by applicable securities laws as soon as practicable and in any event, within ten days of the material change. A “material change” includes any change in our business, operations or capital that would reasonably be expected to have a significant effect on the market price or value of our securities. The Disclosure Committee, or such other appropriate officer of the Company as the Board of Directors may designate or instruct, will review material change reports for accuracy

and completeness and coordinate the filing of them with applicable securities regulators.

13. Forward-Looking Information

What is Forward-Looking Information?

Forward-looking information is disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action. It includes future-oriented financial information with respect to prospective financial performance, financial position or cash flows that is presented as a forecast or a projection.

Forward-looking information also includes information relating to expected revenues, net income or profit, earnings per share, expenditure levels and other information commonly referred to as "earnings guidance."

Disclosure of Forward-Looking Information

Should we provide the investment community with any forward-looking information, we will ensure that such statements, whether oral or written, are identified as forward-looking statements and are accompanied by meaningful cautionary language identifying important factors that could cause actual results to differ materially from those projected in the statement, all in accordance with applicable laws.

We must disclose forward-looking information where a material increase or decrease in earnings outside of the ordinary course of business is indicated in the near future, such as in the next fiscal quarter.

Once we have disclosed forward-looking information (and notwithstanding any disclaimers that we may make to the contrary), we will regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks, determine whether past disclosure of forward-looking information is accurately reflected in our current MD&A and update the information, if necessary, by news release.

14. Online Communications

We recognize that websites and other channels available on the internet, including social media are important and effective communication tools available to companies and their directors, officers and employees for disclosure and communication purposes and that many of our directors, officers and employees use online communications for both professional and personal purposes. Online communications are an extension of our formal corporate disclosure record, and as such, the securities laws and stock exchange rules applying to disclosure of information apply equally to information posted on our website and distributed by other electronic means, including through social media. As a result, care must be taken that any disclosure with regard to Pacific Insight through our website or social media accounts, or by our directors, officers and employees through their personal social

media accounts, complies with this Policy and all applicable securities laws and stock exchange rules.

Social Media

Disclosure through social media alone does not constitute adequate disclosure of information that is considered material non-public information. Pacific Insight may from time to time disclose material information through social media, provided that, in each case, such disclosure shall be preceded by a news release disclosing that information. We will alert the market of any social media that we intend to adopt from time to time and advise the market and investors to follow us through those social media networks.

Our directors, officers and employees must not disclose any material information with respect to Pacific Insight through personal social media accounts and may only disclose non-material information (and information already publicly disclosed) with express permission from the Disclosure Committee. See Schedule A for guidance on material information.

Pacific Insight's Website

Securities laws and stock exchange rules apply to the disclosure of information on our website. Disclosure on the website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosure of material information on the website must be preceded by a news release disclosing that information.

To conform with best practices for website usage, Pacific Insight will post the following cautionary statements and documents, where available, on our website:

- a) a cautionary statement that advises the reader that the website may include forward looking information and that the information posted was accurate at the time of posting but may be superseded by subsequent disclosures;
- b) all continuous disclosure documents and other investor relations information (such as our annual report, annual and interim financial statements, annual information form, management information circulars, news releases, material change reports, declarations of dividends and redemption notices); and
- c) all supplemental information provided to analysts, investors and other market observers (including fact sheets, fact books, slides of investor presentations, transcripts or webcasts of investor relations conferences and other materials distributed at investor presentations).

The following materials must not be posted on our website:

- a) financial analyst reports;
- b) investor relations information that is authored by a third party, unless the information was prepared on our behalf, or is general in nature and not specific to Pacific Insight; and
- c) media articles about our business.

We maintain our website in accordance with the following principles:

- a) To the extent practical, all information posted to the website must show the date it was posted.
- b) Information contained on the website must be removed and archived (or placed in a section of the website clearly marked as historical information) or updated when it is no longer current.
- c) Inaccurate information must be promptly removed from the website and a correction must be posted.
- d) Any link from our website to a third-party website must be approved by the Manager of Communications and any such links will include a notice that advises the reader that he or she is leaving our website and that Pacific Insight is not responsible for the contents of the other website.
- e) If we are considering a distribution of our securities, the content of the website must be reviewed by our legal counsel, as required, before and periodically during the offering to ensure compliance with all applicable securities laws.

All material information will be retained on our website for a minimum of one year and will be retained in our website archive for a minimum of six years.

Internet Chat Rooms and Bulletin Boards

You must not participate in any discussion or post any information relating to Pacific Insight or relating to trading in our securities in Internet chat rooms, blogs, newsgroups, bulletin boards or other similar online forums. You should immediately report to the Manager of Communications if you become aware of any discussion pertaining to the Company which you find on the internet.

Electronic Inquiries

We have posted on our website an email link to our Investor Relations and Communications contact in order to facilitate communication with investors and media, and only our designated spokespersons are permitted to respond to electronic inquiries from investors, media or others. When responding to electronic inquiries, our designated spokespersons will only provide public information or non-material information.

15. Conference Calls and Webcasts

We may periodically hold conference calls or webcasts to discuss quarterly or annual financial and operating results or major corporate developments. In advance of any such call or webcast, we will announce by news release the date and time of any conference call or webcast, as well as participation details and a general description of what is to be discussed.

The call or webcast will be held in an open manner, and the Company will provide replay or make transcripts available for a reasonable period of time after any such call. The conference call or webcast must be open to analysts, media representatives and the general public. A member of the Disclosure Committee must attend all general investor conference calls and webcasts. Conference calls and webcasts will

begin with appropriate cautionary language statements relating to any forward-looking information that will be provided, including all of the required statements outlined in Section 13 “Forward-Looking Information.” After the call or webcast, the Disclosure Committee may conduct a debriefing session with directors, officers and employees that participated, as outlined in Section 19 “Avoiding Selective Disclosure.”

16. Rumours

As a general rule, we will not comment on rumours about our business, including any rumours on the internet. When required, our designated spokespersons will respond consistently that, “*It is our policy not to comment on market rumours or speculation.*” If a stock exchange or a securities regulatory authority requests that we make a clarifying statement in response to a market rumour, the Disclosure Committee will consider the matter and make a recommendation to the disclosure as to the nature and content of any response. If a rumour is correct in whole or in part, we will take immediate steps to ensure full announcement is made, including by making immediate disclosure of the relevant material information and implementing a trading halt on our securities until we are able to properly disclose the information.

17. Confidentiality of Undisclosed Material information

Maintaining Confidentiality of Undisclosed Material information

As outlined above in Section 5 “Disclosure of Material information – General Principles,” we are generally required to disclose material information immediately. However, applicable securities laws and stock exchange rules may permit us to delay disclosure and maintain confidentiality of material information temporarily where the immediate disclosure of the material information would be unduly detrimental to our interests. Decisions to keep material information confidential may only be made by the Board of Directors.

Disclosure of material information might be considered unduly detrimental to the interests of Pacific Insight if the disclosure would prejudice our pursuit of specific and limited objectives or the completion of a transaction or other negotiations, or if it would provide our competitors with confidential corporate information. Typically, disclosure relating to negotiations may be delayed for a short period until a definitive announcement can be made or once information confirming a final decision to proceed or the finalization of the terms of a transaction is available. Where a “material change” has occurred that has not been disclosed to the public, the Board of Directors may determine to file the required material change report with applicable securities regulators on a confidential basis, explaining the reasons why the report must be kept confidential.

We will reconsider any such confidential filing at least every 10 days and will advise Canadian and any other applicable securities regulators in writing if we believe the report should continue to remain confidential. Maintaining confidentiality of material information is only justified where the potential harm to Pacific Insight or to our

investors caused by immediate disclosure would outweigh the consequences of delaying disclosure. The TSX may require immediate disclosure in some cases, including in the event of unusual market activity or rumours.

Your Responsibilities

Information is considered to be “non-public” until certain conditions have been satisfied. In order for information to be considered to have been disclosed to the public, it is necessary to:

- a) disseminate the information widely and;
 - b) afford the investing public with sufficient time to absorb the information (typically at least 48 hours, unless you have been advised otherwise).
- Information generally would be considered widely disseminated if it has been disclosed through newswire services, typically by news release, or if it is contained in our disclosure in documents filed with the Canadian securities authorities. By contrast, information would not be considered widely disseminated if it is available only to our employees or if it is only available to a select group of analysts, brokers and institutional investors. We refer to this information as being “generally disclosed.” If you have knowledge of material non-public information about Pacific Insight, you must treat that information as confidential in accordance with this Policy until it has been generally disclosed.

Disclosure of material non-public information in the necessary course of business may be permitted in limited situations if the person receiving the information understands both that it must be kept confidential (which should be confirmed in writing in appropriate circumstances) and that they cannot buy or sell Pacific Insight securities until the information has been generally disclosed. You should contact the Disclosure Committee if you believe any such disclosure is appropriate under the circumstances and you must receive prior written approval from the Chief Financial Officer or the Disclosure Committee before making such disclosure.

If you have confidential information about the Company, that information is subject to strict confidentiality restrictions and care must be taken to ensure that it is provided only to Pacific Insight team members or third parties who require access to this confidential information to further business purposes of the Company and only on the basis that recipients maintain the confidentiality. Access to confidential information should also be restricted to authorized persons aware of their confidential obligations and who have signed a confidentiality agreement where required by the Company (see Insider Trading policy).

Material information, before it is generally disclosed, is a type of Company confidential information and therefore, is subject to strict confidentiality restrictions as well.

In order to prevent the misuse or inadvertent disclosure of material non-public information about Pacific Insight, you should observe the following procedures at all times:

- a) you must keep printed documents and files containing confidential information in a secured cabinet and access to the cabinet and to these documents on Pacific Insight's computer network must be restricted to individuals who "need to know" that information in the necessary course of business;
- b) you should not discuss confidential matters in places where the discussion may be overheard;
- c) you must only transmit documents containing material non-public information electronically where it is reasonable to believe that the transmission can be made and received under secure conditions, such as by means of a dedicated server;
- d) you should avoid unnecessary copying of documents containing material non-public information, remove extra copies of the documents promptly from meeting rooms and work areas at the conclusion of meetings and destroy/shred the documents if no longer required;
- e) documents containing Material Information or confidential information should not be displayed in public places and should not be discarded where others can retrieve them; and
- f) if the a "code name" has been assigned to certain confidential matters, you should use the code name at all times when discussing related confidential information.

In addition, you must comply with our *Insider Trading Policy* with respect to your handling of material non-public information.

Inadvertent Disclosure of Material information

In the event that material non-public information is disclosed in any manner, we generally must make an immediate announcement on the matter by news release, as required by applicable securities laws and stock exchange rules, and the TSX must be notified of the announcement in advance in the usual manner. Depending on the nature of the material non-public information, we may also need to request that the TSX halt trading pending the issuance of a news release. We must also inform the parties that received the material information that the information is material non-public information that must be kept confidential, and we must advise them of their legal obligations with respect to the material information, including that they cannot trade in our securities until the material non-public information has been generally disclosed.

18. Quiet Periods

At certain times, "quiet periods" may be established to avoid the potential for, or the perception or appearance of, improper selective disclosure. During quiet periods, we will not provide forward-looking information relating to our business and affairs (including earnings guidance) or commentary with respect to our current operations or financial results for the current fiscal quarter or year to analysts, investors or other market professionals. We will decline discussions with the investor community relating to financial performance during the two business day period which precedes the release of any of our quarterly or annual financial information. In the event that

we undertake a public offering, the Company, on the advice of Legal Counsel, as required, will impose a special quiet period, and we may also impose quiet periods for circumstances specific to our operations.

Permitted Communications During Quiet Periods

Notwithstanding the restrictions imposed during a quiet period, we will continue to comply with our obligations to disclose material information. We may also continue to disclose project oriented forward-looking information that has previously been disclosed and is unaffected by our quarterly or annual financial results, provided that no specific information is disclosed that would be affected by our annual or quarterly financial results. During quiet periods, our designated spokespersons may continue to respond to unsolicited inquiries about non-material information or information that has been generally disclosed.

19. Avoiding Selective Disclosure

When participating in shareholder meetings, news conferences, analysts' conferences and private meetings with shareholders, potential investors or analysts, our designated spokespersons must only discuss non-material information or material information that has been previously disclosed. Acceptable topics of discussion may include Pacific Insight's business prospects, the business environment, management's philosophy and long-term strategy, subject to any restrictions imposed during quiet periods.

You should never make "selective" disclosure of material non-public information, including disclosing smaller, "non-material" components of material information. If you are a designated spokesperson participating in a shareholder meeting, news conference, analysts' conference or private meeting with analysts, you should script your comments and prepare answers to anticipated questions in advance of the meeting or conference, and you must ensure that those scripts are reviewed by the Disclosure Committee before the meeting or conference. Any material non-public information that is contained in the script must be generally disclosed sufficiently in advance of the meeting or conference, or deleted from the script.

If at any time you have a concern that any disclosure has been made to an outside party in a meeting, conference or otherwise, of any material non-public information (including any component of such material information) other than in accordance with this Policy, you must immediately contact a member of the Disclosure Committee.

Debriefing Sessions

A debriefing session will be conducted after conference calls, webcasts, shareholder meetings, news conferences and analysts' conferences, as applicable, with general attendance. If the Disclosure Committee determines that any material non-public information was inadvertently disclosed during any such calls, webcasts, meetings or conferences, the Disclosure Committee must then take steps to ensure that the procedures outlined in Section 17 "Confidentiality of Undisclosed Material Information" relating to inadvertent disclosure of material information are followed.

20. Analyst Reports

If you re-circulate a report by an analyst, it may be viewed as Pacific Insight's endorsement of the report. Additionally, an analyst report belongs to the analyst's firm and is not our property. For these reasons, you should not provide analyst reports to outside parties by any means, including posting analyst reports on our website or providing links to analyst reports from our website. We may post on our website a complete list, regardless of the recommendation, of all the investment firms and analysts of which we are aware who provide research coverage on Pacific Insight.

Only designated spokespersons may provide comments on analysts' reports. Such comments must be limited to an identification of: (a) factual information that has been previously disclosed that may affect an analyst's model or estimates; and (b) inaccuracies or omissions with respect to information that has been generally disclosed, and any comments must contain a disclaimer that the report was only reviewed for factual accuracy with respect to Pacific Insight. Designated spokespersons cannot express any comfort or guidance on the analyst's earnings models or earnings estimates and must not attempt to influence an analyst's opinion or conclusion. It would be inappropriate for us to selectively confirm that an analyst's estimate is "on target" or that it is "too high" or "too low," whether directly or indirectly through implied guidance.

SCHEDULE A

Examples of Material information

Changes in corporate structure

- changes in share ownership that may affect control of the company
- material changes in corporate structure such as a pending or proposed reorganizations, amalgamations, mergers, or similar transaction
- tender offers, take-over bids, issuer bids or insider bids

Changes in capital structure and securities matters

- a public or private sale of a material number of additional securities of Pacific Insight
- planned or proposed repurchases or redemptions of Pacific Insight's securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange or stock dividend
- any change in dividend policy, the declaration of a stock split, or an offering of additional securities
- receipt of any shareholder proposal in which such shareholder intends to appoint their own slate of directors to the Board (e.g., a proxy battle)
- material modifications to the rights of security holders
- the imposition of a ban on trading in our securities or the securities of another company
- take-over bids or issuer bids involving Pacific Insight
- any other matter relating to Pacific Insight's business and affairs that would reasonably be expected to significantly affect the market price or value of any of Pacific Insight's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions; any decision to implement such a change by the Pacific Insight's Board of Directors or by senior management who believe that confirmation of the decision by the Company's Board of Directors is probable.

Changes in financial results

- significant changes in projections of future earnings or losses, or other earnings guidance.
- firm evidence of material increases or decreases in near-term earnings prospects considered outside the ordinary course of business.
- changes to previously announced earnings guidance, or the decision to suspend earnings guidance
- material shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs other than in the ordinary course of operations.
- material changes in the value or composition of the company's assets.
- any notice that reliance on a prior audit is no longer permissible.

Changes in business and operations

- any significant development that affects the company's resources, reserves, technology, products or markets other than in the ordinary course of business.
- litigation or regulatory action which may have a material impact on Pacific Insight.
- changes to the Board of Directors.
- material related party transactions.
- the commencement of, or developments in, material legal proceedings or regulatory matters.
- waivers of corporate ethics and conduct rules for officers, directors and other key employees.
- de-listing of the company's securities or their movement from one quotation system or exchange to another.
- impending bankruptcy or the existence of severe liquidity problems.
- any material criminal indictment or material governmental investigation.
- the bankruptcy or insolvency of Pacific Insight.

Changes in credit arrangements

- the borrowing or lending of a significant amount of money.
- any mortgaging or encumbering of the company's assets.
- occurrence of a material event of default under any material financing debt obligations, agreements to restructure debt, planned enforcement procedures by a bank or any other creditors or other agreements.
- significant new debt or credit arrangements.

SCHEDULE B

Careful Communications

This Policy is intended to help employees and other persons who act on Pacific Insight's behalf, including officers, directors, consultants and agents, understand the importance of being careful and professional in all communications. Doing so will help to protect you and Pacific Insight from potential negative consequences of poor communications.

You are responsible for ensuring that your communications are clear, correct, and appropriate. Responsible and appropriate communications are essential not only to conducting our business, but also to the Company's reputation. Copies of communications may be used as evidence in a courtroom, in submissions to government agencies that regulate our business, in the development of articles by the media, and in determining corrective actions or discipline by Company representatives.

Communications include such things as written memoranda, handwritten notes, drawings, email, computer files, voice mail, and photographs.

Certain business activities within the Company have been designated to oversee communications on specific topics, or with specific types of groups or individuals. It is important that communications from outside the Company be immediately forwarded to the proper activity for handling.

At Pacific Insight, we encourage our employees to be professional and clear in all communications and to carefully consider the best way to do so. Depending on complexity, urgency and sensitivity, different matters will require different ways to communicate, such as a telephone call, a meeting, a web meeting, an e-mail, instant message or other type of message. Each type of communication is suitable for certain purposes. You should take the time to consider what type best fits the situation.

When you communicate in writing, ensure that the communication is appropriate for the issue and audience. When creating a written communication in any format, think through the topic and gauge how the words could be construed (from a reputational standpoint, in a legal proceeding or otherwise). Use care and be professional. Written communications should generally exclude sarcasm, venting or inappropriate speculation.

Standards of Communication

- State the facts clearly to ensure that the content of a communication is not misunderstood. Do not exaggerate or include unsupported assumptions in your communications.
- Direct communications to the proper individuals. When you are identifying and helping to solve an issue, the communications should be directed to those individuals responsible for solving it. Include the entire context of the issue with enough detail for them to act on it. When the issue is resolved, close the matter by documenting the full context and the final resolution.
- Be especially careful in public places or when using public forums, including those on the World Wide Web. Be careful not to disclose non-public Company information, state or imply that you are speaking on behalf of the Company, or do anything that would harm the reputation of the Company (see Disclosure Policy).
- Immediately forward any communications from outside the Company to the appropriate activity to ensure that the Company makes a proper response. Listed below are common examples:
 - Contacts from a government, including any police or other law enforcement agencies: Forward to the Manager of Communications
 - Legal inquiries: Forward to the Chief Executive Officer or Chief Financial Officer.
 - Investors/Market Analysts: Forward to the Chief Executive Officer
 - Media: Forward to the Manager of Communications.

- Financial inquiries: Forward to the Chief Executive Officer or Chief Financial Officer.
- Product complaints: Forward to the Chief Operating Officer
- Unsolicited ideas and product suggestions: Forward to the Chief Operating Officer.

Note: If you have received an outside contact and are unsure about where to refer it, consult with Communications.

ACKNOWLEDGMENT OF CORPORATE DISCLOSURE & CAREFUL COMMUNICATIONS POLICY

By your signature below, you acknowledge obtaining a copy of these rules of conduct and being familiar with the contents of the Corporate Disclosure and Careful Communications Policy (or "Policy") and agree to abide by the same. A signed copy of this document must be submitted to Human Resources prior to your start date or engagement with Pacific Insight. You also acknowledge that you will comply with and enforce the policies in the Corporate Disclosure and Careful Communications Policy in its entirety.

The Corporate Disclosure and Careful Communications Policy is not intended to be all-inclusive, nor is it a contract or promise of continued employment. Pacific Insight reserves the right to make changes to the Policy when required. The company will communicate any changes to the Policy; however, it is the responsibility of each employee to stay informed.

You understand that failure to comply with this Policy may result in disciplinary measures against you, up to and including dismissal as well as civil and criminal penalties. The violation of this Policy may also violate legal or regulatory requirements. If this appears to have occurred, Pacific Insight may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment.

By signing this acknowledgement you are indicating that you have read and will abide by Pacific Insight's Corporate Disclosure and Careful Communications Policy.

(Print First Name, Last Name)

(Signature)

(City and Country)

(Date)