



Updated: February 29, 2008

## **Corporate Disclosure Policy**

Aeroquest International Limited (“Aeroquest” or the “Corporation”) is committed to providing full, timely, true and plain disclosure of material information about itself, consistent with the statutory and regulatory requirements of Canada and in all the jurisdictions in which its securities are listed and posted for trading. This disclosure policy confirms in writing the existing disclosure policies and practices of Aeroquest. The goal of this policy is to raise awareness of the Corporation’s approach to disclosure and promote compliance among the board of directors and senior management if the Corporation and its other insiders, employees and consultants and, to the extent possible, others who have non-public material information regarding Aeroquest.

This policy covers disclosure in documents filed with the securities commissions and stock exchanges in Canada and in any jurisdiction in which the Corporation’s securities are listed and posted for trading, written statements made in the Corporation’s annual and quarterly reports, new releases, letters to shareholders of the Corporation, presentations by senior management, and information contained on its website and other electronic communications. The Policy extends to verbal statements made in meetings, speeches by senior management and telephone conversations with analysts and investors, interviews with the media, press conferences and conference calls.

### **Designated Spokesperson**

The Chief Executive Officer of the Corporation shall be responsible for communication on its behalf with the media, investors and analysts (the “Designated Spokesperson”). The Designated Spokesperson shall be the official spokesperson for the Corporation. The Designated Spokesperson may, from time to time, authorize others within the Corporation to speak on its behalf or to respond to specific inquiries from the investment community or the media. Any persons who are not authorized spokespersons may not respond under any circumstances to inquiries from the investment community or media, and are prohibited from otherwise publicly communicating information about, or on behalf of, the Corporation unless specifically asked to do so by the Designated Spokesperson. All such inquiries shall be referred to the Designated

Spokesperson.

The Designated Spokesperson may consult with the Corporation's legal counsel as he or she considers necessary in connection with this Policy. Although the Designated Spokesperson is responsible for communication with the media, investors and analysts on behalf of the Corporation, its board of directors and/or certain of the board of directors will review certain public disclosure of the Corporation prior to its release. In particular, the Audit Committee of the board of directors will review the Corporation's annual and interim financial statements and related financial reporting, including management's discussion and analysis form prior to their release.

## **Material Information**

Securities legislation, stock exchange policies and this Policy make frequent reference to material information. In this Policy, material information is any information relating to the business and affairs of the Corporation that results in, or would reasonably be expected to affect, investment decisions of a reasonable holder of securities of the Corporation or an investor, or if the information would reasonably be expected to affect the market price or value of any of the securities of the Corporation.

In particular, the Corporation has adopted the following specific guidelines for the determination of materiality. A development will be considered material if it includes, but is not necessarily limited to, any of the following:

- The entering into of a financial commitment or contract where the Corporation's expected share of total revenue will meet or exceed 10% of the Corporation's current quarterly revenue;
- The loss of a financial commitment or contract where the loss of revenue attributed to the Corporation is expected to meet or exceed 10% of current quarterly revenue;
- Any permanent loss of survey system, or unplanned "off-line" situation with respect to a survey system that is expected to be impact revenue by 10% in a 90 days period
- An accident on a survey conducted by the Corporation involving a loss of life of any employee or contractor of the Corporation -Any new long term alliance that is expected to provide tangible benefits to the Corporation that will span more than one year

## **Maintaining Confidentiality**

Any employee privy to confidential information is prohibited from communicating such information to anyone else unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to only those who need to know the information to perform their duties, and such persons will be advised that the information is to be kept confidential.

*No material information should be disclosed by directors, officers, employees or consultants to outside parties except in the necessary course of business.*

Outside parties privy to undisclosed material information concerning the Corporation will be told they must not divulge such information to anyone else, other than in the necessary course of business, and that they may not trade in securities of the Corporation until information has been generally disclosed. The Corporation may, if deemed appropriate, require such outside parties to enter into confidentiality agreement.

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

- Confidential matters should not be discussed in places where the discussion may be overheard; -Confidential documents should not be read in public places and should not be discarded where others can retrieve them;
- Transmission of documents by electronic means should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed;
- Access to confidential electronic data should be restricted through the use of passwords;
- Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who “need to know” in the necessary course of business. Code names should be used if necessary;
- All proprietary information, including computer programs and other records, remain the property of the Corporation and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with prior permission.

### **Principles of Disclosure of Material Information**

Material information that is not subject to confidentiality restrictions will be disclosed via news release and broadly disseminated to the public. Unfavorable material information will be disclosed in the same manner as favorable information. Disclosure shall be consistent among all audiences, including the investment community, the media, customers, employees and consultants and shall not be disclosed selectively. Disclosure will include any information that if omitted, would make the rest of the disclosure misleading. If determined appropriate by the Designated Spokesperson, the disclosure shall be updated if earlier disclosure has become potentially misleading as a result of intervening events. When necessary, the Corporation shall file a material change report with the Canadian securities regulators.

## **Disclosure Committee**

The Corporation shall establish and maintain a Disclosure Committee composed of senior executives and others of the Corporation who are in a position to know of the existence of Material Information. The Designated Spokesperson shall be the Chair of this committee.

The Disclosure Committee will meet as often as necessary, but in no event less than once per quarter, to review developments within the business to determine the appropriate response from a disclosure standpoint. The Committee will be specifically responsible for reviewing the Corporation's quarterly and annual financial disclosure and making recommendations to the Designated Spokesperson on the appropriateness and completeness of such information.

The Disclosure Committee shall keep minutes of all meetings and such minutes shall be reviewed and approved by the Committee prior to the conclusion of the next Committee meeting.

## **News Releases**

Once the Designated Spokesperson determines that a development is material, he or she will authorize the preparation of a news release, unless such development must remain confidential for a certain time. In such circumstances, appropriate control of the non-public material information will be enforced and such information must not be disclosed to any officers, employees, consultants or third parties except as is necessary and all confidential filings will be made as required under applicable securities laws. Should material information inadvertently be disclosed in a selective forum, a news release will be issued immediately in order to fully publicly disclose that information.

News releases will be circulated to the Board of Directors for review and comment prior to issuance.

News releases containing any earnings guidance and financial results will also be reviewed by the Audit Committee prior to issuance. Financial results will be publicly released immediately following board approval of the consolidated financial statements and Management Discussion and Analysis.

News release containing technical data will also be reviewed by a qualified person, as designated by the Designated Spokesperson.

News releases will be disseminated through a news wire service that provides Canadian but not U.S. disclosure and that is approved by the stock exchanges on which the Corporation's shares are listed and posted for trading. In addition, news releases will be subsequently filed with applicable regulatory authorities, posted on the Corporation's website and faxed or e-mailed to interested parties who request to receive such releases

directly. The Designated Spokesperson is responsible for providing proper pre-notification of news releases to the appropriate stock exchanges and for monitoring all disclosures to ensure accurate reporting and to take corrective measures, if and when appropriate. If the stock exchanges listing the Corporation's securities are open for trading at the time of a proposed announcement, prior notice will be provided (where practicable) to the market surveillance departments of the exchanges. All news releases will be posted on the Corporation's website as soon as practical after dissemination.

## **Conference Calls**

A quarterly conference call may be held with members of the investment community to discuss quarterly financial and operating results of the Corporation or other significant developments after or concurrently with the widespread dissemination of the news release announcing such results. At the beginning of the call, the Designated Spokesperson or authorized 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 news.

Advance public notice of the date and time of the call will be given by news release and the call may be broadcast simultaneously via web cast over the internet. The media and individual investors may call a toll-free number or access the web cast over the internet and listen to the call on a real-time basis. A tape recording of the conference call will be made available for an appropriate period following the call on either a toll-free number or an archived audio web cast on the internet. Conference calls relating to the business developments of the Corporation and other information likely to affect its share price should, where possible, be scheduled outside trading hours to avoid or minimize the risk of selective disclosure. All non-material supplemental information will be posted on the Corporation's website.

## **Forward-Looking Information**

If forward-looking information is provided in a disclosure document, meaningful cautionary language should be included warning investors that the information is forward-looking and providing the material factors or assumptions that were used in making the forward-looking statement and the risk and uncertainties that could cause actual results to differ materially. In the case of a verbal forward-looking statement, the statement will be identified as such and the spokesperson will refer to the cautionary language included in written disclosure documents. All forward-looking information will be updated to reflect any material changes.

## **Retention Period for Disclosure Material**

A file will be maintained containing all public information about the Corporation, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls, if any, debriefing notes and newspaper articles. The responsibility for maintaining these materials will lie with the Designated Spokesperson.

The minimum retention period for material information posted on the Corporation's website and transcripts or tape recordings of conference calls will be two years.

## **Responsibility for Electronic Communications**

The Designated Spokesperson or a designated individual shall also be responsible for electronic communications. As such, they are responsible for monitoring all information placed on the Corporation's website to ensure that it is accurate, complete and up to date. The Corporation's website must be updated as soon as practical, following the issuance of any press release announcing material information. 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 disclosures.

Disclosure on the website alone may not constitute adequate disclosure of material information. Therefore, any disclosure of material information on the website will only follow the proper dissemination of a new release and, if appropriate, a securities regulatory filing.

The Designated Spokesperson or designated individual shall also be responsible for responses to electronic inquiries from the investment community or the media. Only public information or information that could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries. Directors and officers of the Corporation and its employees and consultants are prohibited from participating in internet chat room or news group discussions on any matters pertaining to the Corporation's activities or securities. Directors, officers, employees and consultants who encounter a discussion pertaining to the Corporation should advise the Designated Spokesperson immediately, in order that the discussion may be monitored.

## **The Internet**

The Corporation appreciates the value that access to email and the Internet provides for employees and consultants in the performance of their jobs. Employer liability is, however, a concern and could arise from the leaking of confidential information, transmission or downloading of copyrighted material, transmission of harassing, discriminatory or pornographic material, defamatory comments or even accidental or

purposeful transmission of a computer virus. Employees and consultants using these tools are to be reminded that the corporate email address and related personal sub email address (i.e. employer's name attached to corporate address) are company addresses and that all correspondence received and sent via email are to be considered corporate correspondence. All computer equipment belongs to the Corporation and is subject to access and monitoring. As such, the Corporation reserves the right to read email messages.

In addition, computer errors or glitches often occur and undeliverable messages return to system; information systems technicians are required to access computers to correct problems, add software or enhance the system; and sometimes due to the unavailability of computers, someone else may need access to another person's computer. In this regard, employees and consultants are advised to have no expectation of personal privacy with regard to the computer used to access the Corporation email address system. All directors, officers, employees, and consultants are to be reminded that electronic mail messages are written documents. However, they are not secure and can be altered, forwarded or circulated to others beyond the control of the originator.

The following guidelines should apply in the treatment of electronic communication:

- Avoid where possible the sending of messages or attached documents containing the Corporation's confidential or proprietary information.
- Do not transmit messages using credit card numbers, telephone calling numbers, log-in passwords, and other parameters which can be used to gain access to the Corporation's records unless done so in a secure environment; -Do not transmit messages or download or save attachments that are libelous, defamatory, pornographic, racist, sexist or disclose personal or private matters concerning someone else;
- Obey all copyright laws regarding material that you send; -Do not participate in, or forward, chain messages, or other forms of external solicitations; and
- Do not broadcast personal messages or discussions relating to the Corporation or its securities to public group lists or Internet chat rooms.

### **Contacts with Analysts, Investors and Media**

The Corporation recognizes that analysts are important for disseminating information to the investing public and play a role in interpreting and clarifying existing public data, as well as providing investors with background information and details that cannot practically be put in public documents. The Designated Spokesperson or authorized spokesperson of the Corporation will meet with analysts and investors on an individual or small group basis as needed, and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy. The Corporation

will provide only non-material information or publicly disclosed information to such analysts or investors and will provide the same information that has been provided to analysts to individual investors who request it.

It is recognized that analyst disclosure does not constitute adequate disclosure of information that is considered material non-public information. If material information is to be announced at an analyst or shareholder meeting, press conference or conference call, its announcement must be in conjunction with a general public announcement via news release.

### **Analyst Reports and Models**

Analyst reports are proprietary information belonging to the analyst's firm. A list of all analysts covering the Corporation, and their contact numbers, will be posted on the Corporation's website and provided to anyone requesting such information.

### **Rumours**

Provided it is clear that the Corporation is not the source of a market rumour, authorized spokespersons will consistently respond by saying "It is our policy not to comment on market rumours or speculation." The Corporation will not respond to rumours on the internet. Should any stock exchange request a definitive statement be issued in response to a market rumour that is causing significant volatility in the Corporation's share price; the matter will be referred to the Designated Spokesperson to determine the appropriate response.

### **Communication and Enforcement**

All directors and officers of the Corporation and its employees and consultants will be advised of this Policy and its importance. They will be provided a copy of this Policy and requested to sign an acknowledgment. This Policy will be brought to the attention of all directors, officers, employees and consultants on an annual basis.

Any director, officer, employee or consultant who violates this Policy may face disciplinary action up to and including termination of employment, in the case of an employee, and in the case of a consultant, termination of the consulting contract with the Corporation. Violation of this policy may also cause violation of certain securities laws. If it is discovered that securities laws have been violated, this matter may be referred to the appropriate regulatory authorities. Questions with respect to this Policy may be referred to the Corporation's Chief Executive Officer.