

NASDAQ CORPORATE GOVERNANCE

As a foreign private issuer incorporated in Canada under the *Business Corporations Act* (Ontario) that is listed on the NASDAQ, we are permitted by NASDAQ listing rules to follow certain corporate governance practices applicable to Canadian issuers under the corporate and securities laws of Canada. We are, however, required by NASDAQ Stock Market Rules to disclose any significant differences between our corporate governance practices and those required to be followed by U.S. domestic issuers under NASDAQ's corporate governance standards.

The following is a summary of the significant ways in which our corporate governance practices differ from those required to be followed by U.S. domestic issuers under NASDAQ's corporate governance standards.

Shareholder Meeting Quorum Requirement: Rule 5620(c) of the NASDAQ Stock Market Rules requires that the minimum quorum requirement for a shareholder meeting is 33.33% of the outstanding common shares. We follow applicable Canadian laws with respect to quorum requirements. Our quorum requirement is set forth in our by-laws, and requires (i) with respect to the appointment of a chairman of the meeting and adjourning a meeting, any two voting persons and (ii) with respect to all other purposes, at least two voting persons present and authorized to cast in the aggregate not less than 10% of the total number of votes attaching to all shares carrying the right to vote at the meeting.

Shareholder Approval in Connection with Certain Transactions: Rule 5635 of the NASDAQ Stock Market Rules requires listed companies to obtain shareholder approval prior to certain events, including: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) private placements. The Company does not follow Rule 5635. Instead, the Company complies with applicable TSX rules and applicable Canadian corporate and securities regulatory requirements.