

REPLICEL LIFE SCIENCES INC.
CORPORATE GOVERNANCE GUIDELINES



RepliCel™

October 28, 2013

LIST OF SCHEDULES

- A. Board Mandate
- B. Audit Committee Charter
- C. Nominating, Compensation and Corporate Governance Committee Charter
- D. Position Description – Chief Executive Officer and President
- E. Position Description – Chair of the Board
- F. Position Description – Chair of a Board Committee
- G. Position Description – Individual Directors
- H. Code of Business Conduct and Ethics
- I. Insider Trading Policy
- J. Disclosure Policy

INTRODUCTION

The board of directors (the “Board”) of RepliCel Life Sciences Inc. (the “Company”) is committed to ensuring that it has an effective corporate governance system which:

- adds value and assists the Company in achieving its goals and objectives; and
- provides a process and structure for the supervision of the business and affairs of the Company with the objective of ensuring that the Company operates within and achieves the goals and objectives of the Company.

The Company has adopted these Corporate Governance Guidelines to guide the Company, its committees, directors and management in the conduct of its business and affairs. The principles contained in the Corporate Governance Guidelines are in addition to, and not in substitution for, any applicable laws, rules, regulations, common law or other contractual provisions.

BOARD INDEPENDENCE AND MANDATE

The Board Mandate for the Board (Schedule A) defines the role of the Board and governs how the Board will operate to carry out its duties of stewardship and accountability.

The Board must have the capacity, independently of management, to fulfill the Board’s responsibilities and the structure and composition of the Board attempts to ensure such independence. The Board must also be able to make an objective assessment of management, approve management’s strategy and monitor its implementation. Therefore, the Company is committed to the following practices:

- the recruitment of strong, independent directors, who shall compose a majority of the Board, the Audit Committee and the Nominating, Compensation and Corporate Governance Committee;
- the operation of a selection and evaluation process of the Chief Executive Officer and President, conducted by the Nominating, Compensation and Corporate Governance Committee; and
- the conduct of regular meetings of independent directors, without the presence of management or non-independent directors, at every quarterly meeting of the Board, or more frequently as needed.

COMMITTEES OF THE BOARD

The Company may delegate certain activities of the Board to certain committees created by the Board from time to time. Committees operate and are governed by Committee Charters adopted by the Board. Committees do not take action or make decisions on behalf of the Board unless specifically mandated to do so.

The current committees of the Board include;

- the Audit Committee, which is governed by the Company's Audit Committee Charter (Schedule B);
- the Nominating, Compensation and Corporate Governance Committee, which is governed by the Company's Nominating, Compensation and Corporate Governance Committee Charter (Schedule C).

POSITION DESCRIPTIONS

The Board has developed written position descriptions for each of the Chief Executive Officer (Schedule D), the Chair of the Board (Schedule E), the Chair of each committee of the Board (Schedule F) and individual directors (Schedule G).

ORIENTATION AND CONTINUING EDUCATION OF DIRECTORS

The Nominating, Compensation and Corporate Governance Committee, in conjunction with the Chair, the Chief Executive Officer and the President, is responsible for ensuring that new directors are provided with an orientation program, which will include:

- information regarding the role of the Board, its committees and the duties and obligations of directors;
- the business and operations of the Company;
- documents from recent meetings of the Board; and
- opportunities for meetings and discussion with senior management and other directors.

The details of the orientation of each new director will be tailored to that director's individual needs and areas of interest.

To facilitate ongoing education of the Company's directors, the Nominating, Compensation and Corporate Governance Committee will:

- periodically canvas the directors to determine their training and education needs and interests;
- arrange ongoing visitation by directors to the Company's facilities and operations;
- arrange the funding for the attendance of directors at seminars or conferences of interest and relevance to their position as a director of the Company; and
- encourage and facilitate presentations by outside experts to the Board or committees on matters of particular import or emerging significance.

ETHICAL BUSINESS CONDUCT AND CONFLICT OF INTERESTS

All directors, officers and employees are bound by the Company's Code of Business Conduct and Ethics (Schedule H). All who are affected by the Code of Business Conduct and Ethics review it and directors and officers acknowledge their support and understanding of the Code of Business Conduct and Ethics by signing it annually.

The Nominating, Compensation and Corporate Governance Committee has responsibility for monitoring compliance with the Code of Business Conduct and Ethics.

The Code of Business Conduct and Ethics also contains the Company's policies on conflicts of interest.

INSIDER TRADING

The Company has adopted an Insider Trading Policy (Schedule I).

NOMINATION OF DIRECTORS

The Nominating, Compensation and Corporate Governance Committee, operating pursuant to the Nominating, Compensation and Corporate Governance Committee Charter (Schedule C), will annually review the general and specific criteria applicable to candidates to be considered for nomination to the Board.

COMPENSATION OF DIRECTORS AND OFFICERS

The Nominating, Compensation and Corporate Governance Committee, operating pursuant to the Nominating, Compensation and Corporate Governance Committee Charter (Schedule C), will review director compensation annually. The Committee will make recommendations to the Board for consideration when it believes changes in compensation are warranted.

ASSESSMENTS OF BOARD, BOARD COMMITTEES AND INDIVIDUAL DIRECTORS

The Board, together with the Nominating, Compensation and Corporate Governance Committee, facilitates assessments of the performance of the Board, its committees and individual directors.

DISCLOSURE POLICY

The Company has adopted a Disclosure Policy (Schedule J).

SCHEDULE A

REPLICEL LIFE SCIENCES INC. (the “Company”)

BOARD MANDATE

(Adopted as of October 28, 2013)

PURPOSE AND ROLE

The fundamental responsibility of the Board of Directors (the “**Board**”) of the Company is to appoint a competent executive team and to oversee the management and stewardship of the business and affairs of the Company, with a view to maximizing shareholder value and ensuring corporate conduct in an ethical and legal manner via an appropriate system of corporate governance and internal control. Each member of the Board is required to act in the best interests of the Company.

The Board delegates to the Company’s officers and employees responsibility for the day-to-day management and conduct of the business of the Company and the implementation of the strategic plan approved by the Board. The Board oversees management directly and through its various committees, including the Audit Committee and the Nominating, Compensation and Corporate Governance Committee. In addition to these committees, the Board may appoint ad hoc committees periodically to address issues of a more short-term nature. At all times, the Board will retain its oversight function and ultimate responsibility for matters that the Board may delegate to committees of the Board.

This Board Mandate (this “**Mandate**”) is intended to provide parameters and direction to the Board regarding its responsibilities and principles of governance. This Mandate is in addition to, and is not intended to change, any applicable laws or regulations, or the Articles of the Company. Any waivers of this Mandate must be approved by the Board. Only the Board may amend the terms of this Mandate.

RESPONSIBILITIES

Management

1. Setting the policies and principles for the selection of the Chief Executive Officer and the other senior officers of the Company. Selecting, evaluating and, if necessary, terminating such senior officers.
2. Setting the policies and principles for senior officer performance. Directly and/or through its Board committees, assessing the performance of the Chief Executive Officer at least annually. Together with the Chief Executive Officer and/or through its Board committees, assessing the performance of the other senior officers at least annually. Ensuring that reasonable steps are taken to ensure that the Chief Executive Officer has in place adequate programs to recruit, retain, develop and assess the performance of senior management.
3. Reviewing and approving material transactions.

4. Ensuring that management succession planning programs are in place, including programs to recruit management with the highest standards of integrity and competence and train, develop and retain them. The Board is also responsible for reviewing and approving such succession plans including those concerning the current and future organizational structure of the Company.
5. Directly and/or through its Board committees, establishing and updating the Company's executive compensation policy and ensuring that such policy aligns management's interests with those of the Company's shareholders.

Corporate Governance

1. Directly and/or through its Board committees, establishing policies for the selection and retention of directors of the Company and determining the composition of committees of the Board. Annually determining those directors proposed to be nominated for election at the next annual meeting of the Company's shareholders.
2. Managing succession planning issues concerning the Board to ensure that it has an appropriate balance in terms of skills and experience.
3. Directly and/or through its Board committees, developing the Company's approach to governance issues.
4. Putting in place appropriate structures and procedures to ensure that the Board can function independently of management.
5. Developing a position description for the Chair and for the Chief Executive Officer.
6. Reviewing annually the performance of the Board and its committees against their respective charters and mandates and disclosing the process in all appropriate public documents. Directly and/or through its Board committees, annually evaluate the performance of individual directors and the performance and independence of the Chair.

Strategic Planning

1. Participating directly, and through its committees, in the review, discussion and approval of the Company's strategic plan and annual and short-term corporate objectives. The Board is also responsible for discussing and considering the strategic plan and annually reviewing it, taking into account, among other things, the risks, nature and opportunities associated with the business of the Company.
2. Reviewing and considering the business, operating, financial and other plans proposed by management by which the Company will execute its strategic plan.
3. Providing input to management on emerging trends and issues that may affect the business of the Company, its strategic plan or its annual and short-term corporate objectives.
4. Monitoring the Company's progress in executing its strategic plan and achieving its annual and short-term corporate objectives and overseeing management in changing such strategic plan or objectives in light of changing circumstances affecting the Company or its businesses.

5. Taking action as the Board deems appropriate if the Company does not successfully execute its strategic plan or achieve its annual or short-term corporate objectives or when other special circumstances warrant.

Monitoring of Financial Performance/Reporting and Other Financial Matters

1. Reviewing and approving the Company's annual budget presented by management.
2. Reviewing and approving the Company's annual audited financial statements and unaudited interim financial statements and the notes for each, as well as the annual and interim Management's Discussion and Analysis, the Annual Information Form (if applicable), Management Proxy Circular and other public offering documents.
3. Overseeing, directly and through the Audit Committee, the processes implemented to ensure that the financial performance and results of the Company are reported fairly, accurately and in a timely manner in accordance with applicable financial reporting standards and in compliance with legal and regulatory requirements.
4. Overseeing, directly and through the Audit Committee, the process implemented to ensure integrity of the Company's internal control and management information systems.

Risk Management

1. Overseeing the processes by which the principal risks of the Company are identified, assessed and managed and for ensuring that appropriate risk management systems are implemented and maintained with a view to achieving a proper balance between risks incurred and the creation of long-term sustainable value to shareholders.

Corporate Policies and Procedures

1. Directly and/or through its Board committees, reviewing and approving, and monitoring compliance with, all significant policies and procedures by which the Company and its subsidiaries conduct their business and operations.
2. Set the ethical tone for the Company and foster ethical and responsible decision making by management.
3. Directly and/or through its Board committees, monitoring compliance with the Company's Code of Business Conduct and Ethics.

Communications and Reporting

1. Approving and periodically reviewing the Company's Disclosure Policy and other communications policies and procedures that address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company and its subsidiaries is conducted.

SCHEDULE B

REPLICEL LIFE SCIENCES INC. (the "Company")

AUDIT COMMITTEE CHARTER

(Adopted as of October 28, 2013)

1. PURPOSE OF THE AUDIT COMMITTEE

The Audit Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of the Company. The role of the Committee is to:

- (a) assist the Board in its oversight responsibilities by reviewing: (i) the Company's consolidated financial statements, the financial and internal controls and the accounting, audit and reporting activities, (ii) the Company's compliance with legal and regulatory requirements, (iii) the external auditors' qualifications and independence, and (iv) the scope, results and findings of the Company's external auditors' audit and non-audit services;
- (b) prepare any report of the Committee required to be included in the Company's annual report or proxy material; and
- (c) take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

2. COMPOSITION, OPERATIONS AND AUTHORITY

Composition

The Committee shall be composed of a minimum of three members of the Board. A majority of the members of the Committee shall be independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company, the applicable stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities (collectively, the "**Applicable Law**"). Each member of the Committee shall be "financially literate" and at least one member of the Audit Committee shall be a "financial expert", as such terms are defined by the Applicable Law.

Members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier retirement, resignation or removal. Any member of the Committee may be removed by the Board in its discretion. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or, if applicable, ceasing to be independent as required in this Section 2 of this Charter. Vacancies on the Committee will be filled by the Board.

Authority

The authority of the Committee is subject to the provisions of this Charter, the constating documents of the Company, such limitations as may be imposed by the Board from time to time and Applicable Law.

The Committee shall have the authority to: (i) retain (at the Company's expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities; (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities; and (iii) take whatever actions that it deems appropriate to foster an internal culture that is committed to maintaining quality financial reporting, sound business risk practices and ethical behavior within the Company. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company's management or the Company's outside legal counsel and external auditors, to meet with the Committee or any of its advisors and to respond to their inquiries. The Committee shall have full access to the books, records and facilities of the Company in carrying out its responsibilities.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

Operations

The Board may appoint one member of the Committee to serve as chair of the Committee (the "**Chair**"), but if it fails to do so, the members of the Committee shall designate a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chair shall refer the matter to the Board. The Committee may appoint a secretary who need not be a director of the Board or Committee.

The Chair shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company's constating documents or this Charter.

The Committee shall meet (in person or by telephonic meeting) at least quarterly or more frequently as circumstances dictate. As a part of each meeting of the Committee at which the Committee recommends that the Board approve the annual audited financial statements, the Committee shall meet in a separate session with the external auditors and, if desired, with management and/or the internal auditor. In addition, the Committee or the Chair shall meet with management quarterly to review the Company's financial statements and the Committee or a designated member of the Committee shall meet with the external auditors to review the Company's financial statements on a regular basis as the Committee may deem appropriate. The Committee shall maintain written minutes or other records of its meetings and activities, which shall be duly filed in the Company's records.

Except as otherwise required by the Company's constating documents, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Board.

3. RESPONSIBILITIES AND DUTIES

The Committee's primary responsibilities are to:

General

- (a) review and assess the adequacy of this Charter on an annual basis and, where necessary or desirable, recommend changes to the Board;
- (b) report to the Board regularly at such times as the Chair may determine to be appropriate but not less frequently than four times per year;
- (c) follow the process established for all committees of the Board for assessing the Committee's performance;

Review of Financial Statements, MD&A and other Documents

- (d) review the Company's financial statements and related management's discussion and analysis and any other annual reports or other financial information to be submitted to any governmental body or the public, including any certification, report, opinion or review rendered by the external auditors before they are approved by the Board and publicly disclosed;
- (e) review with the Company's management and, if applicable, the external auditors, the Company's quarterly financial statements and related management's discussion and analysis, before they are released;
- (f) ensure that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements other than the disclosure referred to in the two immediately preceding paragraphs and periodically assess the adequacy of such procedures;
- (g) review the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
- (h) review with the Company's management any press release of the Company which contains financial information;
- (i) review analyses prepared by management and/or the external auditors setting forth significant reporting issues and judgments made in connection with the preparation of the Company's financial statements;

External Auditors

- (j) recommend external auditors' nominations to the Board to be put before the shareholders for appointment and, as necessary, the removal of any external auditors in office from time to time;
- (k) approve the fees and other compensation to be paid to the external auditors;

- (l) pre-approve all significant non-audit engagements to be provided to the Company with the external auditors;
- (m) require the external auditors to submit to the Committee, on a regular basis (at least annually), a formal written statement delineating all relationships between the external auditors and the Company and discuss with the external auditors any relationships that might affect the external auditors' objectivity and independence;
- (n) recommend to the Board any action required to ensure the independence of the external auditors;
- (o) advise the external auditors of their ultimate accountability to the Board and the Committee;
- (p) oversee the work of the external auditors engaged for the purpose of preparing an audit report or performing other audit, review and attest services for the Company;
- (q) evaluate the qualifications, performance and independence of the external auditors which are to report directly to the Committee, including (i) reviewing and evaluating the lead partner on the external auditors' engagement with the Company, (ii) considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, (iii) determine the rotation of the lead audit partner and the audit firm, and (iv) take into account the opinions of management and the internal audit function in assessing the external auditors' qualifications, independence and performance;
- (r) present the Committee's conclusions with respect to its evaluation of external auditors to the Board and take such additional action to satisfy itself of the qualifications, performance and independence of external auditors and make further recommendations to the Board as it considers necessary;
- (s) obtain and review a report from the external auditors at least annually regarding the external auditors' internal quality-control procedures; material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more external audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the external auditors and the Company;
- (t) establish policies for the Company's hiring of employees or former employees of the external auditors;
- (u) monitor the relationship between management and the external auditors including reviewing any management letters or other reports of the external auditors and discussing any material differences of opinion between management and the external auditors;

Financial Reporting Process

- (v) periodically discuss the integrity, completeness and accuracy of the Company's internal controls and the financial statements with the external auditors in the absence of the Company's management;

- (w) in consultation with the external auditors, review the integrity of the Company's financial internal and external reporting processes;
- (x) consider the external auditors' assessment of the appropriateness of the Company's auditing and accounting principles as applied in its financial reporting;
- (y) review and discuss with management and the external auditors at least annually and approve, if appropriate, any material changes to the Company's auditing and accounting principles and practices suggested by the external auditors, internal audit personnel or management;
- (z) review and discuss with the Chief Executive Officer ("CEO") and the Chief Financial Officer (the "CFO") the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the interim and annual filings with applicable securities regulatory authorities;
- (aa) review disclosures made by the CEO and CFO during their certification process for the annual and interim filings with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving management or other employees who have a significant role in the Company's internal controls;
- (bb) establish regular and separate systems of reporting to the Committee by management and the external auditors of any significant decision made in management's preparation of the financial statements, including the reporting of the view of management and the external auditors as to the appropriateness of such decisions;
- (cc) discuss during the annual audit, and review separately with each of management and the external auditors, any significant matters arising from the course of any audit, including any restrictions on the scope of work or access to required information; whether raised by management, the head of internal audit or the external auditors;
- (dd) resolve any disagreements between management and the external auditors regarding financial reporting;
- (ee) review with the external auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented at an appropriate time subsequent to the implementation of such changes or improvements;
- (ff) retain and determine the compensation of any independent counsel, accountants or other advisors to assist in its oversight responsibilities (the Committee shall not be required to obtain the approval of the Board for such purposes);
- (gg) discuss any management or internal control letters or proposals to be issued by the external auditors of the Company;

Corporate Controls and Procedures

- (hh) receive confirmation from the CEO and CFO that reports to be filed with Canadian Securities commissions and any other applicable regulatory agency: (a) have been prepared in accordance with the Company's disclosure controls and procedures; and (b) contain no material misrepresentations or omissions and fairly presents, in all material respects, the financial condition, results of operations and cash flow as of and for the period covered by such reports;
- (ii) receive confirmation from the CEO and CFO that they have concluded that the disclosure controls and procedures are effective as of the end of the period covered by such reports;
- (jj) discuss with the CEO and CFO any reasons for which any of the confirmations referred to in the two preceding paragraphs cannot be given by the CEO and CFO;

Code of Conduct and Ethics

- (kk) review and discuss the Company's Code of Business Conduct and Ethics and the actions taken to monitor and enforce compliance with the Code;
- (ll) establish procedures for: i) the receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters; and ii) the confidential, anonymous submission of concerns regarding questionable accounting, internal control and auditing matters;

Legal Compliance

- (mm) confirm that the Company's management has the proper review system in place to ensure that the Company's financial statements, reports, press releases and other financial information satisfy Applicable Law;
- (nn) review legal compliance matters with the Company's legal counsel;
- (oo) review with the Company's legal counsel any legal matter that the Committee understands could have a significant impact on the Company's financial statements;
- (pp) conduct or authorize investigations into matters within the Committee's scope of responsibilities;
- (qq) perform any other activities in accordance with the Charter, the Company's constituting documents and Applicable Law the Committee or the Board deems necessary or appropriate;

Related Party Transactions

- (rr) review the financial reporting of any transaction between the Company and any officer, director or other "related party" (including any shareholder holding an interest greater than 5% in the Company) or any entity in which any such person has a financial interest;

- (ss) review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures;

Reporting and Powers

- (tt) report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate; and
- (uu) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

4. LIMITATION OF RESPONSIBILITY

While the Committee has the responsibilities and powers provided by this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management (with respect to whom the Committee performs an oversight function) and the external auditors.

SCHEDULE C

REPLICEL LIFE SCIENCES INC.
(the "Company")

**NOMINATING, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE
CHARTER**

(Adopted as of October 28, 2013)

**1. PURPOSE OF THE NOMINATING, COMPENSATION AND CORPORATE
GOVERNANCE COMMITTEE**

The Nominating, Compensation and Corporate Governance Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of the Company. The role of the Committee is to:

- (a) advise and make recommendations to the Board in its oversight role with respect to: (i) the development of the Company's corporate governance policies, principles, practices and processes; (ii) the effectiveness of the Board and its committees; (iii) the contributions of individual directors; (iv) the identification of individuals qualified to become board members; and (v) the selection of director nominees for election by the shareholders; and
- (b) review and recommend to the Board the appropriate compensation level for the Company's executive officers;
- (c) oversee the Company's compensation and benefit plans, policies and practices, including its executive compensation plans and incentive-compensation and equity-based plans;
- (d) monitor and evaluate, at the Committee's sole discretion, matters relating to the compensation and benefits structure of the Company; and
- (e) take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.
- (f)

2. COMPOSITION, OPERATIONS AND AUTHORITY

Composition

The Committee shall be composed of members of the Board, the number of which shall be fixed from time to time by resolution adopted by the Board. A majority of the members of the Committee shall be independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company, the applicable stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities (collectively, the "**Applicable Law**").

Members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier retirement, resignation or removal. Any member

of the Committee may be removed by the Board in its discretion. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or, if applicable, ceasing to be independent as required in this Section 2 of this Charter. Vacancies on the Committee will be filled by the Board.

Authority

The authority of the Committee is subject to the provisions of this Charter, the constating documents of the Company, such limitations as may be imposed by the Board from time to time and Applicable Law.

The Committee shall have the authority to: (i) retain (at the Company's expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities; and (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company's management or the Company's outside legal counsel and external auditors, to meet with the Committee or any of its advisors and to respond to their inquiries. The Committee shall have full access to the books, records and facilities of the Company in carrying out its responsibilities.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

Operations

The Board may appoint one member of the Committee to serve as chair of the Committee (the "**Chair**"), but if it fails to do so, the members of the Committee shall designate a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chair shall refer the matter to the Board. The Committee may appoint a secretary who need not be a director of the Board or Committee.

The Chair shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company's constating documents or this Charter.

The Committee shall have regular meetings (in person or by telephonic meeting) on at least a semi-annual basis or more frequently as circumstances dictate. The Committee shall maintain written minutes or other records of its meetings and activities, which shall be duly filed in the Company's records.

Except as otherwise required by the Company's constating documents, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Board.

3. RESPONSIBILITIES AND DUTIES

The Committee's primary responsibilities are to:

- (a) review the Board committee structure on an annual basis and recommend to the Board any changes it considers necessary or desirable with respect to that committee structure, including (all in consultation with the Chair of the Board): (i) the mandates of each committee; (ii) the criteria for membership on any committee; (iii) the composition of each committee; (iv) the appointment and removal of members from any committee; (v) the operations of each committee, including the ability of any committee to delegate any or all of its responsibilities to a sub-committee of that committee; and (vi) the process for each committee reporting to the Board;
- (b) review the charters of each committee of the Board, and recommend such changes as are required or desirable;
- (c) review the Company's corporate governance practices at least annually and recommend appropriate policies, practices and procedures to the Board;
- (d) review the corporate governance sections to be included in the Company's annual report or proxy material, including the statement of corporate governance practices;
- (e) develop and recommend to the Board a process for assessing the effectiveness of the Board, as a whole, the committees of the Board and the contribution of individual directors and be responsible for overseeing the execution of the assessment process approved by the Board;
- (f) evaluate its effectiveness and the effectiveness of its members pursuant to the process for such evaluation approved by the Board;
- (g) review, as required, the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board;
- (h) review, as required, the size and composition of the Board to ensure that there remain an appropriate number of "unrelated" and "independent" directors;
- (i) serve as a forum for individual directors to voice any concerns on matters not readily discussed at regular meetings of the Board;
- (j) recommend to the Board a system which enables an individual director to engage outside advisers at the Company's expense in appropriate circumstances and with the approval of the Committee;
- (k) recommend to the Board appropriate criteria for the selection of new directors, periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria;
- (l) identify and recommend qualified candidates to the Board who meet the selection criteria approved by the Board, and recommend the slate of nominees for election by shareholders at the annual meeting (and in this regard the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates

or to otherwise assist the Committee in the discharge of its responsibilities, including the sole authority to approve the search firm's fees and other retention terms);

- (m) recommend to the Board structures and procedures to enable the Board to function independently of management and oversee the development and implementation of any structures and procedures approved by the Board;
- (n) review the relationship of the Board with management and recommend, where appropriate, limits on management's authority to act without the express approval of the Board;
- (o) assess shareholder proposals as necessary for inclusion in the management information circular and make appropriate recommendations to the Board;
- (p) oversee: (i) the development and implementation of orientation programs for new directors; and (ii) continuing education for all directors;
- (q) review the adequacy and form of compensation of the Company's executive officers and ensure that the compensation realistically reflects the risks and responsibilities of such positions;
- (r) review and recommend to the Board for approval policies relating to compensation of the Company's executive officers and directors;
- (s) review the performance of the Company's executive officers and recommend annually to the Board for approval the amount and composition of compensation to be paid to the Company's executive officers;
- (t) review and make recommendations to the Board with respect to pension, stock option and other incentive plans, benefit plans, perquisites and other remuneration matters with respect to the Company's executive officers;
- (u) review the appointment or discharge of any of the Company's executive officers;
- (v) review and approve the corporate goals and objectives relevant to compensation of the Chief Executive Officer (the "CEO") and recommend them to the Board for approval, lead the evaluation of the CEO's performance in light of these goals and objectives and recommend the compensation of the CEO based on this evaluation;
- (w) review the adequacy and form of compensation of directors and ensure that the compensation realistically reflects the responsibilities and risks of such positions and fix the amount and composition of compensation to be paid to members of the Board and the committees thereof;
- (x) review and assess the Company's compensation and benefit policies programs relating to all employees;
- (y) review at least annually the corporate goals and objectives of the Company's executive compensation plans, incentive-compensation and equity based plans and other general compensation plans (collectively the "Company Plans"), and if appropriate, recommend that the Board amend these goals and objectives;

- (z) review at least annually the Company Plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of new, or the amendment of existing, Company Plans;
- (aa) monitor and assess the Company's compliance with the requirements established by the Applicable Law;
- (bb) review executive compensation disclosure prior to public disclosure or filing with any securities regulatory authorities;
- (cc) issue an annual report on executive compensation for inclusion in the Company's public filings, if required by Applicable Law;
- (dd) administer and otherwise exercise the various authorities prescribed for the Committee by any of the Company Plans;
- (ee) review, and if appropriate recommend for approval, any agreements between the Company and the CEO or the Company and its executive officers, including those assessing retirement, termination of employment or other special circumstances, as appropriate;
- (ff) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board;
- (gg) report to the Board on all other matters and recommendations made by the Committee;
- (hh) report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate;
- (ii) maintain minutes and other records of meetings and activities of the Committee;
- (jj) follow the process established for all committees of the Board for assessing the Committee's performance; and
- (kk) review and assess the adequacy of this Charter on an annual basis and, where necessary or desirable, recommend changes to the Board.

SCHEDULE D

POSITION DESCRIPTION FOR CHIEF EXECUTIVE OFFICER AND PRESIDENT

The Chief Executive Officer and President of the Company is responsible for providing strategic leadership and overall guidance for the Company by working with the Board to establish, implement and over-see long term goals, strategies, plans and policies of the Company.

The Chief Executive Officer and President shall:

- provide leadership to manage the Company in the best interests of its shareholders;
- report to the Board in a timely fashion on material matters affecting the Company;
- recommend to the Board strategic directions for the Company's business and, when approved, successfully implement the corresponding business, strategic and operational plans;
- create and foster a culture of ethical conduct and integrity among executive management and throughout the Company;
- ensure the Company's assets are efficiently utilized in a responsible manner with a view to maximizing shareholder value;
- provide general direction and management of the day-to-day affairs of the Company within the guidelines established by the Board;
- oversee compliance with applicable legal and regulatory requirements;
- support the recruitment, selection, individual development, monitoring, retention and succession of the executive management team;
- assist, as required, in raising additional capital at appropriate valuations to enable the Company to meet business objectives;
- direct the development, structuring and implementation of major transactions, including acquisitions and divestitures;
- assist the Board and the Chief Financial Officer to ensure appropriate and timely disclosure of material information;
- together with the Chief Financial Officer, establish and maintain the Company's: (i) disclosure controls and procedures, (ii) internal control over financial reporting, and (iii) processes for certification of public disclosure documents; and
- perform other appropriate duties and responsibilities as assigned by the Board.

SCHEDULE E

POSITION DESCRIPTION FOR CHAIR OF THE BOARD

The Chair, as the presiding member of the Board, must ensure that relationships among the Board, management and other stakeholders are effective and efficient and further the best interests of the Company. The Chair will have the competencies and skills determined by the Board.

The Chair shall:

- provide leadership to the Board and assist the Chief Executive Officer and President with formulating and monitoring the vision, strategy and policies of the Company;
- lead the directors in reviewing the formulation and overall implementation of the Company's strategy and other major plans and objectives;
- ensure management is aware of concerns of the Board and that the Board has access to management;
- ensure that management strategy, plans and performance are appropriately conveyed to the Board;
- chair meetings of the Board and ensure such meetings are conducted in an efficient, effective and focused manner;
- ensure that mechanisms for effective governance are in place and that the Board is alert to its obligations to the Company, shareholders, management and other stakeholders under applicable laws;
- facilitate communications and discussions between independent directors and ensure that each director is making a significant contribution and provide feedback as to the quality of each director's contribution;
- participate in recommending the committees of the Board and their members, and review the need for, and performance of, such committees, their members and individual directors;
- ensure that the Board's processes for the selection of directors are appropriate; and
- carry out other duties as requested by the Board.

SCHEDULE F

POSITION DESCRIPTION FOR CHAIR OF A BOARD COMMITTEE

The chair of each committee of the Board shall:

- lead the committee in undertaking the duties and responsibilities that it is charged with by the Board, as outlined in its Charter for the committee;
- ensure that there is an effective relationship between management and the members of the committee;
- ensure that committee members receive all the information they require in timely fashion;
- ensure the committee has adequate access to all members of management necessary for it to undertake its responsibilities;
- chair meetings of the committee and ensure that such meetings are conducted in an efficient, effective and focused manner;
- report to the Board on matters reviewed by, and on any decisions or recommendations of, the committee;
- lead the committee in an annual review of its performance;
- ensure the committee is composed of members with the skill, experience and/or necessary training relative to the committee's responsibilities; and
- carry out other duties as requested by the Board.

SCHEDULE G

POSITION DESCRIPTION FOR INDIVIDUAL DIRECTORS

General

Each director shall:

- fulfill the legal requirements and obligations of a director which include having a comprehensive understanding of statutory and fiduciary responsibilities;
- ensure that the best interests of the Company are the primary concern of the Board during the Board decision making process;
- participate in the review and approval of corporate policies and strategy and monitor the implementation and conduct of same;
- exercise good judgment and act with integrity in the governance of the Company;
- be an available resource to management and the Board;
- have a demonstrated interest in the long-term success of the Company and be able to speak and act independently at Board meetings in the furtherance of such success;
- protect the confidentiality of matters discussed at Board and committee meetings;
- advise the Chief Executive Officer/President and/or the Chair when introducing significant and/or previously unknown information or material at Board meetings, and participate in the preparation of background materials regarding same, if needed;
- understand the difference between governing and managing, and not encroach on management's area of responsibility;
- be aware of potential real or potential conflict areas, and adopt an objective position on how to manage such conflicts;
- when appropriate, communicate with the Chair and/or the Chief Executive Officer/President between meetings, and demonstrate a willingness and availability for one-on-one-consultation with the Chair and/or the Chief Executive Officer/President; and
- actively participate in the evaluation of the Chief Executive Officer/President, the Chair and the Company's performance.

Preparation and Attendance at Meetings of the Board

To enhance the effectiveness of the Board, each director shall:

- prepare for meetings of the Board by reviewing all background materials necessary to have an understanding of matters to be discussed at such meetings;
- use best efforts to be present at all meetings of the Board; and
- make such inquiries and acquire, as needed, adequate information necessary for decision making at Board meetings.

Communication

When present at meetings of the Board, each director shall:

- participate fully and frankly in the deliberations and discussions of the Board;
- encourage free and open discussion of the affairs of the Company by the Board;
- ask probing questions focused on policy and strategy, if needed, to assist with decision making; and
- question executive officers in an appropriate manner, and at proper times, on strategy, implementation and results.

Business, Corporation and Industry Knowledge

Each director shall:

- remain knowledgeable of the Company's business and industry;
- maintain an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
- become acquainted with management and the officers of the Company; and
- be an effective ambassador and representative of the Company.

Committee Work

To ensure that committees of the Board are effective and productive, each director shall participate on committees when asked and become knowledgeable about the purpose and goals of such committees.

SCHEDULE H

REPLICEL LIFE SCIENCES INC. (the “Company”)

CODE OF BUSINESS CONDUCT AND ETHICS

(adopted as of October 28, 2013)

INTRODUCTION

The Company is committed to maintaining the highest standards of ethical conduct, promoting integrity, deterring wrongdoing and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors (the “**Board**”) of the Company has adopted this Code of Business Conduct and Ethics (the “**Code**”) for all directors, officers and employees of the Company and its subsidiaries (each, a “**Company Individual**”). The principles set forth in this Code describe how each of the Company Individuals should conduct themselves. **All of the Company Individuals are expected to adhere to the principles of this Code.**

The Code applies to all of the Company Individuals, and all of the Company Individuals are accountable for compliance with the Code. The Board, or a committee of the Board, is responsible for updating the Code and monitoring compliance with the Code. The requirements of this Code are in addition to, and not in substitution for, any applicable laws, rules, regulations, common law or other contractual provisions.

This Code does not address every expectation or condition regarding proper and ethical business conduct. Accordingly, this Code is intended to serve as a source of guiding principles for Company Individuals. Company Individuals are encouraged to discuss issues about particular circumstances that may be relevant to one or more of the provisions of this Code with the Chair of the Board, or other representative appointed by the Board (the “**Board Code Representative**”), who may consult with inside or outside legal counsel as appropriate.

The Board encourages the reporting of any behaviour by Company Individuals which violates the Code and the Board will not tolerate retaliation against any person who in good faith reports such violations to the Board or the Board Code Representative.

Reporting Violations of the Code

Company Individuals must promptly advise either a supervisor or the Board Code Representative if a Company Individual believes that he or she has observed a violation of the Code by any Company Individual, or by anyone purporting to be acting on the Company’s behalf. Any such reports may be made anonymously. Confidentiality will be maintained, to the extent permitted by law. If a Company Individual is not comfortable reporting such behaviour to a supervisor or the Board Code Representative, the individual may report to the Company’s external legal counsel.

The Company will not take or allow any reprisal against any Company Individual who, in good faith, reports a suspected violation of this Code. Any reprisal will in itself be a very serious breach of the Code and subject to disciplinary action.

Compliance with Laws, Rules and Regulations

The Company requires that all Company Individuals strictly comply with applicable laws, rules and regulations of Canada and other countries where the Company may conduct business. These include all provincial, federal and other laws, including securities and insider trading laws, and the Company's Insider Trading Policy. The obligation is on each Company Individual to ensure that applicable laws are known to him or her. The fact that in some countries certain standards of conduct are legally prohibited but are not enforced in practice, or their violation is not subject to public criticism or censure, will not excuse an illegal action by a Company Individual. Any case of non-compliance with an applicable law may subject a Company Individual to disciplinary action.

Conflicts of Interest

Company Individuals must base business decisions and personal actions on the best interests of the Company. Any situation that creates or appears to create a material conflict of interest must be avoided by a Company Individual. In addition to the conflicts of interest defined by applicable corporate law, a conflict of interest occurs when a Company Individual's private interest interferes in any way with the interests of the Company or may have an adverse effect on the Company Individual's motivation or the proper performance of their position with the Company. If a material conflict of interest arises, the Company Individual involved must disclose the conflict and take prompt action to remedy it in addition to taking any actions required by applicable corporate law. The following are examples of conflicts of interest:

- (a) accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- (b) personally having, or having a close family member who has, a financial interest in a firm which does business with the Company;
- (c) receiving personal loans or guarantees of obligations as a result of one's position as a Company Individual;
- (d) engaging in conduct or entering into any transaction or agreement that competes with the Company's existing or prospective business or takes advantage of an opportunity which should be offered to the Company first;
- (e) accepting or giving bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company;
- (f) accepting or giving gifts, favours, entertainment or services, other than such minor gifts, etc. as are the practice in the Company's industry; and
- (g) having an interest in a transaction involving the Company.

If the Company determines that a Company Individual's employment or activity outside the Company interferes with performance or the ability to meet the requirements of the Company as they are modified from time to time, the director or employee may be asked to terminate the outside employment or activity. To protect the interests of both the Company Individual and the Company, any activity that involves potential or apparent conflict of interest may be undertaken only after disclosure to the Company by the Company Individual and review and approval by management or the Board, as applicable. Similarly, to the extent that a Company Individual is interested in accepting an appointment as a director of another

company or entity whose business is competitive with, or likely to be competitive with, that of the Company, such appointment may be accepted only after disclosure to the Company by the Company Individual and review and approval by management or the Board, as applicable.

The requirements of this section of the Code are in addition to, and not in substitution for, any requirements imposed by applicable corporate law.

Corporate Opportunity

Except as may be approved by the Board or the Chair, Company Individuals are prohibited from:

- (a) taking any opportunities that belong to the Company;
- (b) taking any opportunities that are discovered through the use of Company corporate property or information, or as a result of being a Company Individual;
- (c) using corporate property, information or position; or
- (d) competing with the Company,

in any way that will benefit themselves personally, or benefit their family, or be to the benefit of persons or entities outside the Company, whether or not it has a material impact on the Company's financial performance.

Confidentiality

It is the Company's policy that information regarding business affairs of the Company, other than information that has already been made available to the public, is confidential and should not be discussed with anyone outside the Company. If requested by the Company, Company Individuals must sign a written agreement confirming their obligations with respect to confidential information.

All Company Individuals must keep confidential information entrusted to them by the Company in their capacity as a Company Individual strictly confidential, except when the Company authorizes disclosure or when required by laws, regulations or legal proceedings. Company Individuals should avoid discussing confidential information in public areas such as airplanes, elevators and restaurants and on mobile phones, and should avoid inadvertent disclosure of confidential information through the use of laptop computers or other similar electronic devices in public places. Company Individuals should consult management or the Board Code Representative, as applicable, if they believe they have a legal obligation to disclose confidential information.

No Company Individual shall use confidential information for his or her own personal benefit or to benefit persons or entities outside the Company.

The Company's policies on maintaining confidentiality of Company information are further set forth in the Company's Disclosure Policy.

Fair Dealing

The Company seeks to outperform its competition fairly and honestly, seeking competitive advantages through superior performance, not through unethical or illegal business practices. All Company Individuals are expected to act at all times with the highest degree of integrity.

Information about competitors, customers and suppliers is a valuable asset in the competitive markets in which the Company operates. The Company will obtain this information legally. Theft of proprietary information, inducing disclosures by a competitor's past or present employees, or any actions that could create an appearance of an improper agreement in respect of competitors is prohibited. Any Company Individual who is authorized to retain a consultant to gather competitive information must take steps to ensure that the consultant adheres to these policies. When in doubt about the propriety of any information-gathering technique or about whether a competitor, supplier, or other external contact has provided confidential information, a Company Individual should contact a member of management or the Board Code Representative, as applicable.

All Company Individuals must treat the Company's customers, suppliers, competitors, creditors, directors, officers and employees fairly and with respect. No Company Individual may take unfair advantage of anyone dealing or involved with the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Respect for Company Individuals

All Company Individuals have the right to pursue their careers at the Company free from harassment and free from discrimination based on any ground prohibited by law, including race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation or age.

The Company prohibits workplace harassment and discrimination. Company Individuals are encouraged and expected to report workplace harassment, discrimination or other inappropriate conduct as soon as it occurs.

Health and Safety

The Company is committed to making the work environment safe, secure and healthy for its employees and others. The Company complies with all applicable laws and regulations relating to safety and health in the workplace. All Company Individuals are expected to promote a positive working environment for all. Company Individuals are expected to consult and comply with all Company rules regarding workplace conduct and safety and should immediately report any unsafe or hazardous conditions or materials, injuries and accidents connected with the Company's business, and any activity that compromises Company security, to management or the Board Code Representative. Company Individuals must not work under the influence of any substances that would impair the safety of others. All acts of workplace violence are prohibited.

Protection And Proper Use Of Company Assets

All Company Individuals must perform their duties in a manner that protects the Company's assets and resources and ensures their efficient use. The Company's assets include the time that Company Individuals spend at work and their work product, as well as the Company's equipment, vehicles, supplies, computers and software, trading and bank accounts, company information and intellectual property. The Company's assets must be protected from loss, damage, theft, misuse and waste and they may only be used for legitimate Company business purposes and not for personal benefit or gain.

Examples of prohibited personal use of the Company's assets include:

- (a) removal of Company property for personal use;

- (b) unauthorized use of Company vehicles or residences, if any;
- (c) use of company-paid contractors, if any, to perform work at a Company Individual's home; and
- (d) unauthorized copying of software, tapes, books and other legally protected work owned by the Company.

All Company Individuals must comply with security procedures in place to protect the Company's assets from time to time.

Company Individuals should exercise prudence in incurring and approving business expenses, work to minimize such expenses, and ensure that such expenses are reasonable and serve the Company's business interests.

Accuracy of Business Records

Honest and accurate recording and reporting of information is extremely important. Investors rely on the Company to provide accurate information about it and its affiliates and to make responsible business decisions based on reliable records. All books, records and accounts must accurately reflect transactions and events, and all financial records must conform both to generally accepted accounting principles and to the Company's internal control systems. Undisclosed or unrecorded funds or assets are not allowed. No entry may be made that intentionally hides or disguises the true nature of any transaction.

Accounting

The Audit Committee is responsible for establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Company Individuals who have concerns or complaints regarding such matters must promptly submit those concerns or complaints to the chair of the Audit Committee or the Company's legal counsel.

Waivers and Amendments

Only the Board may waive application of, or amend any provision of, this Code. A request for such a waiver should be submitted in writing to the Board for its consideration. The Board may modify or repeal the provisions of the Code or adopt a new Code at any time it deems appropriate, with or without notice.

No Rights or Obligations Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to, and does not, in any way constitute an assurance of continued employment or create any rights in any Company Individual or other person or entity.

This Code is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. It is for the sole and exclusive benefit of the Company and may not be used or relied upon by any other party. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's charter documents, it is not intended to establish any legally binding obligations on the Company or limit or diminish any rights or remedies of the Company.

SCHEDULE I

REPLICEL LIFE SCIENCES INC. (the “Company”)

INSIDER TRADING POLICY

(adopted as of October 28, 2013)

Application

This Insider Trading Policy (the “**Policy**”) applies to the following persons, who are collectively referred to as “**Company Personnel**” in this Policy:

- (a) all directors, officers and employees of the Company or its subsidiaries;
- (b) any other person retained by or engaged in the provision of services with or on behalf of the Company or any of its subsidiaries (such as a consultant, contract or temporary agency employee, independent contractor or adviser); and
- (c) any associates or partnerships, trusts, corporations, RRSPs and similar entities over which any of the above-mentioned individuals exercise control or direction.

Introduction

Company Personnel may, at any time, purchase securities and exercise options of the Company as long as those purchases or exercises are not decisions based on inside information. Applicable securities laws in Canada prohibit the purchase or sale of securities on the basis of material non-public information about the Company, or the disclosure of material non-public information to others who might trade on the basis of that information. These laws impose severe sanctions on individuals who violate them. The Company has adopted this Policy in order to prevent improper trading in the securities of the Company.

Company Personnel will from time to time become aware of Company business developments or plans or other information that may affect the value of the Company’s securities before these developments, plans or information are made public. Trading securities of the Company while in possession of such information before it is generally disclosed (known as “**insider trading**”), or disclosing such information to third parties before it is generally disclosed (known as “**tipping**”), is against the law and may expose Company Personnel to criminal prosecution or civil lawsuits. Such action will also result in a lack of confidence in the market for the Company’s securities, harming both the Company and its shareholders.

The Board will designate one or more individuals from time to time as “**Insider Trading Policy Administrators**” for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrators are the Chief Executive Officer and the Chief Financial Officer.

This Policy has been reviewed and approved by the Board and may be reviewed and updated periodically by the Board. Any amendments or waivers to this Policy will be subject to the prior approval of the Board.

Purpose

The Company has adopted this Policy to:

- (a) prevent inadvertent violations of the insider trading laws;
- (b) avoid even the appearance of impropriety on the part of Company Personnel; and
- (c) protect the reputation of the Company and the Company Personnel.

The procedures and restrictions set forth in this Policy are only a general framework to assist Company Personnel in ensuring that any purchase or sale of Company securities occurs without actual or perceived violation of applicable securities laws. Company Personnel have the ultimate responsibility for complying with applicable securities laws and should obtain such additional guidance, including independent legal advice, as may be appropriate for their own circumstances.

Trades that are Subject to this Policy

Under this Policy, all references to trading in securities of the Company include any sale or purchase of securities of the Company, including the exercise of stock options granted under the Company's stock option plan and the acquisition of shares or any other securities pursuant to any Company benefit plan or arrangement and any derivatives-based or other transaction or arrangement.

For the purposes of this Policy, the term "**security**" includes:

- (a) a common, preferred or other share of the Company;
- (b) a put, call, option or other right or obligation to purchase or sell securities of the Company;
- (c) a security, the value or market price of which is derived from, referenced to or based on the value, market price or payment obligations of a security of the Company; and
- (d) any agreement, arrangement or understanding of any nature or kind, the effect of which is to alter, directly or indirectly, a Company Personnel's economic interest in a security of the Company or economic exposure to the Company.

Inside Information

For the purposes of this Policy, "**Inside Information**" means:

- (a) a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the securities of the Company (which includes any decision to implement such a change by the Board or by senior management who believe that confirmation of the decision by the Board is probable);
- (b) a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company; or

- (c) any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Company,

in each case, which has not been generally disclosed. Examples of information that may constitute Inside Information include, but are not limited to, the following:

- proposed changes in capital structure including stock splits and stock dividends;
- proposed or pending financings;
- material increases or decreases in the amount of outstanding securities or indebtedness;
- proposed changes in corporate structure including amalgamations and reorganizations;
- proposed acquisitions of other companies including take-over bids or mergers;
- material acquisitions or dispositions of assets;
- material changes or developments in products or contracts which would materially affect earnings upwards or downwards;
- material changes in the business of the Company;
- changes in senior management or control of the Company;
- bankruptcy or receivership;
- changes in the Company's auditors;
- the financial condition and results of operations of the Company;
- changes in revenues or earnings upwards or downwards of more than recent average size;
- material legal proceedings;
- defaults in material obligations;
- the results of the submission of matters to a vote of securityholders;
- transactions with directors, officers or principal securityholders; and
- the granting of options or payment of other compensation to directors or officers

A number of the scenarios described above include the concept of materiality. Under Canadian securities laws, material information is information that could, or could reasonably be expected to, have a significant effect on the price of the Company's shares on the stock market or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. Material non-public information can include positive or negative information about the Company. It is the responsibility of any Company Personnel contemplating a trade in securities of the Company to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with an Insider Trading Policy Administrator.

Prohibition Against Trading on Inside Information

Company Personnel must not purchase, sell or otherwise trade securities of the Company with the knowledge of Inside Information until:

- (a) twenty-four (24) hours after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities; or
- (b) the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned, and either Company Personnel are so advised by the Insider Trading Policy Administrators or such abandonment has been generally disclosed).

In addition, Company Personnel must not make any trades in securities of the Company during black-out periods, as described under the heading “Restrictions on Trading of Company Securities”.

Prohibition Against Speculating, Short-Selling, Puts and Calls

Certain types of trades in securities of the Company by Company Personnel can raise particular concerns about potential breaches of applicable securities law or concerns that the interests of the persons making the trade are not aligned with those of the Company. Company Personnel are therefore prohibited at any time from, directly or indirectly, undertaking any of the following activities:

- (a) speculating in securities of the Company, which may include buying with the intention of quickly reselling such securities, or selling securities of the Company with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Company’s stock option plan or any other Company benefit plan or arrangement);
- (b) short selling a security of the Company or any other arrangement that results in a gain only if the value of the Company’s securities declines in the future;
- (c) selling a “call option” giving the holder an option to purchase securities of the Company; and
- (d) buying a “put option” giving the holder an option to sell securities of the Company.

Restrictions on Trading of Company Securities

(i) *Black-out Periods*

Company Personnel who participate in the preparation of the Company’s financial statements or who are privy to material financial information relating to the Company are prohibited from purchasing or selling securities of the Company during the period beginning on the date which is ten (10) business days prior to the release of financial results for a fiscal quarter or a fiscal year end and ending on twenty-four (24) hours after financial results for a fiscal quarter or fiscal year end have been disclosed.

Black-out periods may also be prescribed from time to time by the Insider Trading Policy Administrators as a result of special circumstances relating to the Company when Company Personnel are precluded from trading in its securities. All parties with knowledge of such special circumstances should also be covered by the black-out. These parties may include external advisers such as legal counsel, investment bankers, investor relations consultants and other professional advisers, and counter-parties in negotiations of material potential transactions.

The prohibition on purchases and sales of Company securities during black-out periods does not apply to purchases or sales made pursuant to a legal obligation entered into prior to the black-out period and prior

to the acquisition of knowledge of material non-public information. Notwithstanding this exception, the Company reserves the right to bar any transactions in Company securities, even those pursuant to such agreements, if the Chief Executive Officer or the Board of Directors of the Company, in consultation with legal counsel, determines that such a bar is in the best interests of the Company.

Company Personnel subject to a black-out period who wish to trade Company securities may apply to an Insider Trading Policy Administrator for approval to trade securities of the Company during the black-out period. Any such request should describe the nature of and reasons for the proposed trade. The Insider Trading Policy Administrator will consider such requests and inform the requisitioning individual whether or not the proposed trade may be made. The requisitioning individual may not make any such trade until he or she has received the specific approval from an Insider Trading Policy Administrator.

(ii) Use of Discretionary Accounts

Company Personnel who have a discretionary account with a broker must advise their broker in writing that there are to be no purchases or sales of the Company's securities by such discretionary account without first discussing it with such person in order to ensure compliance with this Policy and insider trading laws.

(iii) Exercising Options

Options may not be exercised during a trading black-out period or if the option holder is in possession of any material non-public information concerning the Company or its subsidiaries.

(iv) Unacceptable Trading

Company Personnel are prohibited from engaging in abusive, manipulative or deceptive trading practices. Without limiting the restrictions imposed by applicable securities laws and other requirements of the TSX Venture Exchange (the "**Exchange**"), activities that could reasonably be expected to create or result in a misleading appearance of trading activity in, or an artificial price for securities listed on the Exchange include:

- executing any transaction in a security, through the facilities of the Exchange, if the transaction does not involve a change in beneficial ownership;
- effecting, alone or with others, a transaction or series of transactions in a security for the purpose of inducing others to purchase or sell the same security or a related security;
- entering one or more orders for the purchase or sale of a security that could reasonably be expected to create an artificial appearance of investor participation in the market;
- purchasing or making offers to purchase a security at successively higher prices, or selling or making offers to sell a security at successively lower prices, if the transactions or offers create a misleading appearance of trading or an artificial market price for the security;
- effecting, alone or with others, one or a series of transactions through the facilities of the Exchange where the purpose of the transaction is to defer payment for the security traded;
- entering an order to purchase or sell a security, except for a security sold short in accordance with applicable securities laws and policies and rules of the Exchange, without the ability and the bona

fulfill the intention to make the payments necessary and/or deliver the security necessary to properly settle the transaction; and

- engaging, alone or with others, in any transaction, practice or scheme that unduly interferes with the normal forces of demand for, or supply of, a security or that artificially restricts the public float of a security in a way that could reasonably be expected to result in an artificial price for the security.

Prohibition Against Tipping

Company Personnel are prohibited from communicating Inside Information to any person outside the Company, whether or not a black-out period is in effect, unless:

- (a) disclosure is in the necessary course of the Company's business;
- (b) disclosure is compelled by judicial process; or
- (c) disclosure is expressly authorized by the Insider Trading Policy Administrators.

Subject to the above, Inside Information is to be kept strictly confidential by all Company Personnel until after it has been generally disclosed. Discussing Inside Information within the hearing of, or leaving it exposed to, any person who has no need to know it, is to be avoided at all times. Company Personnel with knowledge of Inside Information will not encourage any other person or company to trade in the securities of the Company, regardless of whether the Inside Information is specifically communicated to such person or company.

If any Company Personnel has any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information is in the necessary course of business, the individual should contact an Insider Trading Policy Administrator.

Securities of Other Companies

In the course of the Company's business, Company Personnel may obtain information about another publicly traded company that has not been generally disclosed. Securities laws generally prohibit such Company Personnel from trading in securities of that other company while in possession of such information or communicating such information to another person. The restrictions set out in this Policy apply to all Company Personnel with respect to both trading in the securities of another company while in possession of such information, and communicating such information.

Reporting Requirements

Under Canadian securities laws, directors and "senior officers" (as defined in applicable securities laws) of the Company and its subsidiaries, as well as beneficial holders of more than 10% of the Company's voting securities, are called "**Insiders**". Insiders are required to file reports with Canadian provincial securities regulators through the System for Electronic Disclosure by Insiders ("**SEDI**") of any direct or indirect beneficial ownership of, or control or direction over, securities of the Company and of any change in such ownership, control or direction. Such reports are required within five (5) days of becoming an Insider and thereafter within five (5) days after any change to previously filed information.

It is the responsibility of each Insider (and not the Company) to comply with these reporting requirements. The Company will assist any Insider in the preparation and filing of insider reports upon request.

Some officers of the Company or its subsidiaries may be eligible to be exempted by applicable securities law from the requirements to file insider reports.

A person that is uncertain as to whether he or she is an Insider or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Insiders who are exempted from these requirements remain subject to all of the other provisions of applicable securities laws and this Policy.

Enforcement

All Company Personnel will be provided with a copy of this Policy. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this Policy unless a written authorization to proceed otherwise is received from an Insider Trading Policy Administrator. Any such person who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with or engagement by the Company without notice. The violation of this Policy may also violate certain securities laws. If it appears that a director, officer, employee or consultant may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

* * * * *

Should you have any questions or wish information concerning the above, please contact an Insider Trading Policy Administrator.

SCHEDULE J

REPLICEL LIFE SCIENCES INC. (the “Company”)

DISCLOSURE POLICY

(Adopted as of October 28, 2013)

Scope and Purpose

The Company is committed to providing timely, factual and accurate disclosure of material information about the Company. The objectives of this Disclosure Policy (this “**Policy**”) are to:

- (a) ensure that material information about the Company is disclosed in a timely, consistent and appropriate manner;
- (b) protect and prevent the improper use or disclosure of material information or confidential information about the Company; and
- (c) ensure that communications are broadly disseminated in accordance with all applicable legal and regulatory requirements.

This Policy covers all directors, officers, employees and consultants of the Company and its subsidiaries, including those authorized to speak on its behalf. It covers all disclosure by the Company to stakeholders, shareholders, the investment community, the media, industry counterparts, business partners, governments and the public, including:

- (a) disclosures in documents filed with securities regulatory authorities;
- (b) written statements made in annual and quarterly reports, news releases and letters to shareholders;
- (c) speeches and presentations by senior management or other persons speaking on behalf of the Company;
- (d) information contained on the Company’s website and other electronic communications; and
- (e) oral statements made in meetings and telephone conversations with analysts and investors and in discussions with the media, including interviews, press conferences and conference calls.

Everyone who invests in the Company’s securities should have equal access to information that may affect their investment decisions. Insiders of the Company and others who have received or have access to undisclosed material information about the Company should not purchase or sell the Company’s securities or inform others of the undisclosed material information unless it is necessary in the ordinary course of business.

This Policy has been prepared by the Company's Board of Directors (the "**Board**"). Any waivers of, or amendments to, this Policy must be reviewed and approved by the Board.

What is Material Information?

Information relating to the Company is material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information about the Company that is available to investors.

It is not possible to define all categories of material information but there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Although not intended to be a comprehensive list, the following are examples of information that could be material, depending on scale and magnitude:

- quarterly or annual operational results or projections;
- mergers, acquisitions, joint ventures or divestitures;
- management changes or changes in control of the Company;
- public or private sales of the Company's securities;
- new discoveries or developments regarding projects or the Company's business;
- changes in auditors and agreements/disagreements with auditors;
- litigation pending or threatened;
- labour disputes or disputes with major contractors or suppliers; and
- stock splits or changes in capital or corporate structure.

Role of Disclosure Committee

Representatives of the Company (the “Disclosure Committee”), as may be designated by the Board and the Chief Executive Officer from time to time, will be responsible for the implementation of this Policy.

The Disclosure Committee is responsible for assisting the Company’s management in (i) determining whether information is material information; (ii) ensuring the timely disclosure of such material information in accordance with applicable securities laws; and (iii) overseeing the disclosure controls, procedures and practices of the Company.

It is important that the Disclosure Committee be informed about events and developments that may be material. Company personnel who become aware of information that may constitute material information should promptly contact the Chief Executive Officer or the Company’s legal counsel, who will liaise with members of the Disclosure Committee. The Disclosure Committee will give consideration to the nature of the information itself, the volatility of the Company’s securities and prevailing market conditions. In general, if there is any doubt about whether particular information is material, the Disclosure Committee will err on the side of materiality and release the information publicly.

The Disclosure Committee may consult with the Company’s legal counsel and other appropriate expert advisors as it considers necessary in connection with this Policy.

Public Disclosure

The Company shall comply with all applicable laws and regulations regarding the timely disclosure of material information and changes. Once a decision is made that information is material, applicable securities laws and stock exchange rules require prompt disclosure, and broad dissemination to the public in a manner that is both accurate and complete. Unfavourable news must be disclosed as promptly and completely as favourable news. The principal method of publicly disclosing material information will be by news release, using a news wire service that provides simultaneous distribution to widespread news services, financial media, and relevant stock exchanges and regulatory bodies. The Company will comply with the rules of the TSX Venture Exchange, or other stock exchange on which the Company’s securities are then listed, regarding the timing of release of news releases, and any requirement to obtain pre-clearance of news releases. The Company will file material change reports when required in accordance with applicable securities laws and regulations.

In certain circumstances, the Disclosure Committee may determine certain material information may be withheld from the public for legitimate business purposes (for example if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the Disclosure Committee determines it is appropriate to publicly disclose that information.

In the event that the Company has information relating to a “material change” that:

- (d) if publicly disclosed would, in the reasonable opinion of the Company, be unduly detrimental to the interests of the Company; or
- (e) consists of a decision to implement a change made by senior management of the Company who believe that confirmation of the decision by the Board is probable, and the senior management have no reason to believe that persons with knowledge of the material change have made use of that knowledge in purchasing or selling securities of the Company,

the Company will immediately cause a confidential material change report to be filed with applicable securities regulators that includes reasons why the Company does not believe the information should be publicly disclosed at that time. This confidential material change report must be re-filed with the applicable securities regulators every 10 days thereafter. In such circumstances, the information can never be kept confidential permanently. It can only remain confidential until the occurrence of the earlier of: (i) the rationale for keeping the information confidential ceasing; or (ii) notification by a securities regulator that the information has been kept confidential for too long a duration and must be publicly disclosed.

Procedures Regarding the Preparation and Release of Documents

Prior to the time that any document is to be released to the public, filed with a securities regulatory authority or filed on SEDAR, the following procedures must be observed:

- (a) the document must be prepared in consultation with, and be reviewed by, personnel in all applicable internal departments of the Company, and input from external experts and advisors should be obtained if necessary;
- (b) any core document (as is set out in applicable securities laws, rules and regulations), other than a material change report, must be reviewed and approved by the Chief Executive Officer;
- (c) any press release or any material change report must be reviewed and approved by the Chief Executive Officer and at least one member of the Disclosure Committee;
- (d) in the event a report, statement or opinion of any expert is included or summarized in a document, the written consent of the expert to the use of the report, statement or opinion or extract thereof and the specific form of disclosure shall be obtained. In addition, the Disclosure Committee must be satisfied that:
 - (i) there are no reasonable grounds to believe that there is a misrepresentation in the part of the document made on the authority of the expert, and
 - (ii) part of the document fairly represents the expert report, statement or opinion;
- (e) core documents, other than material change reports, must be provided to the Company's directors sufficiently in advance of the time they are to be filed or released to allow the directors to review and comment on such documents; and
- (f) in the case of interim financial statements, annual financial statements and interim and annual management discussion and analysis (the "MD&A"), such documents must be reviewed and approved by the Company's Audit Committee in accordance with the Audit Committee Charter following approval of the Disclosure Committee and prior to submission to the Board as a whole.

News Releases

Material information will be disclosed in a news release. Should material information inadvertently be made in a selective form, the Company will promptly issue a news release in order to fully publicly disclose that information.

All news releases should be accurate and complete and should contain enough detail to enable the media and investors to understand the substance and importance of the change being disclosed. All news releases from the Company (except for news releases that relate to financial information) shall be disseminated and pre-approved by the Disclosure Committee, or as it may otherwise designate from time to time. News releases regarding the Company's financial statements, MD&A and other material financial information shall be approved by the Audit Committee and/or the Board.

If the TSX Venture Exchange is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information should be provided to market surveillance if the matter is material. If a news release announcing material information is issued outside of trading hours, market surveillance must be notified before the market opens.

News releases must be posted on the Company's website as soon as practicable after dissemination over the news wire.

Authorized Spokespersons

The Chair, the Chief Executive Officer, members of the Disclosure Committee and any investor relations personnel are the authorized spokespersons (each, a "**Spokesperson**") for the Company. These Spokespersons may, from time to time, designate others to speak on behalf of the Company as back-ups or to respond to specific inquiries from the investment community or the media.

Communication with the Investment Community and the Media

Employees, officers, directors and consultants who are not authorized Spokespersons must not communicate information, material or otherwise, relating to the Company to any securities regulator, the investment community or the media unless specifically asked to do so by an authorized Spokesperson. All such inquiries must be referred to an authorized Spokesperson.

Analyst Reports

The Company may be requested to review draft analysts' reports from time to time. Only authorized spokespersons will comment on analysts' reports, and such comments will be limited to identifying publicly disclosed factual information that could affect the analyst's model and to pointing out inaccuracies or omissions with reference to publicly available information.

External Speeches and Presentations

Invitations to give external speeches or other presentations relating to the Company's business or operations at conferences or other public venues at which stakeholders, industry counterparts, business partners, government representatives, media or the public may be present, or which are expected to become available to any of the above, must be pre-approved by an authorized Spokesperson before acceptance, and the content of any such speeches or presentations must be reviewed and approved by an authorized Spokesperson or his or her designee. Any such speeches or other presentations that may contain material information that has not previously been publicly disclosed by the Company must be referred to the Disclosure Committee for prior review and comment.

Response to Market Rumours

Generally, the Company's policy is to neither confirm nor deny market rumours or speculation when asked to comment, unless required by applicable regulatory authorities. The Company's authorized

Spokespersons will respond by stating that it is the Company's policy not to comment on rumours. However, when authorized by the Disclosure Committee or an appropriate subset thereof, authorized Spokespersons may make exceptions, and clarify or confirm certain rumours, in accordance with applicable securities regulations, that are deemed harmful to the Company's interests if not rebutted or that have had, or are likely to have, a substantial effect on the Company's securities.

Forward-Looking Information

The Company may from time to time provide certain forward-looking information in news releases, orally and in other disclosure materials to enable shareholders and the investment community to better evaluate the Company and its prospects. Any such information will be clearly identified as forward looking and will be accompanied by appropriate cautionary language identifying: (i) such forward-looking information, (ii) the material factors that could cause actual results to differ materially from expected results, and (iii) the material factors or assumptions that were applied or used in the forward-looking information. All new public disclosures of material forward-looking information must be approved by one or more of the following: the Chief Executive Officer or the Disclosure Committee.

Company Website

Disclosure of information on the Company's website does not in and of itself constitute adequate public disclosure of such information. Only material information that has already been disclosed to the public in accordance with this Policy will be posted on the Company's website.

All publicly disclosed material information about the Company, and presentations to analysts and conferences, will be made available through the Company's website for a reasonable period of time. All documents filed by the Company on SEDAR will be concurrently posted to the Company's website. The Company's website will be kept up-to-date with the Company's latest disclosures.

The Company's website will contain an email link to an investor relations contact for the Company to facilitate communication with investors and will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures. Inaccurate information will be promptly removed from the Company's website and a correction must be posted and information contained on the website must be removed or updated when it is no longer current. All links from the Company's website must be approved by the Disclosure Committee and all links must include a notice that advises the reader that he or she is leaving the Company's website and that the Company is not responsible for the contents of the other website.

Electronic Communications and Chat Rooms

Only public information or information which could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries.

In order to ensure that no material undisclosed information is inadvertently disclosed, directors, officers and employees of the Company are prohibited from participating in Internet chat rooms, newsgroup discussions or other social media forums on matters pertaining to the Company. Directors, officers and employees of the Company are also strongly discouraged from participating in Internet discussions on matters related to the Company's competitors or the industry generally.

Social Media

Directors, officers, employees and consultants are prohibited from participating in discussions of the Company's corporate matters in chat rooms, bulletin boards, newsgroups, blogs, or other social networking sites. Directors, officers, employees and consultants shall immediately report to a representative of the Disclosure Committee any such discussions pertaining to the Company which they find on the Internet. Specific individuals may from time to time be authorized by the Disclosure Committee to communicate with the public on various social media platforms, in accordance with the Company's policies and guidelines, but no material non-public information may be disclosed.

Maintaining Confidentiality

Any director, officer, employee or consultant privy to confidential information (regardless of whether such information is also material information) is prohibited from disclosing such information to anyone other than authorized Company personnel or authorized Company representatives who have a legitimate need to know such information in connection with their duties and who have been advised of the confidential nature of such information. No one in possession of confidential information should disclose that information to any outside party, except to the extent it is necessary to do so in the course of business.

The Chief Executive Officer may approve limited exceptions to this prohibition where disclosure is made to the Company's auditors, legal counsel, underwriters or other professional advisors in the necessary course of the Company's business.

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

- documents containing confidential information should be kept in a safe place with access restricted to individuals who "need to know" that information in the necessary course of business;
- confidential matters should not be discussed in places where, or in a manner that, the discussion may be overheard;
- confidential documents should not be read in public places or discarded where others can retrieve them;
- directors, officers and employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
- transmission of documents by electronic means should be made only where it is reasonable to believe that transmission can be made and received securely;
- 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; and
- passwords should be used to protect access to confidential electronic data.

If it is determined that previously undisclosed material information has inadvertently been disclosed, the Company shall immediately disclose the information in a news release in order to achieve broad public dissemination of the information.

Personal Responsibility

It is the responsibility of all directors, officers, employees and consultants of the Company to comply with this Policy. Adherence to and respect for the rules and procedures outlined in this Policy is fundamental to the reputation and continued success of the Company.

Any employee who violates this Policy may face disciplinary action up to and including termination of his or her employment with the Company without notice. Violation of this Policy may also violate certain securities laws.