

VENZEE TECHNOLOGIES INC.

CORPORATE DISCLOSURE POLICY

I. INTRODUCTION

The officers and directors of Venzee Technologies Inc. (“**Venzee**”) are responsible for ensuring that Venzee meets its continuous disclosure obligations and will encourage each other, all employees and other influential persons to disclose any significant undisclosed information to them. The objective of this disclosure policy (the “**Policy**”) is to provide guidance to ensure that:

- (a) all material information is disclosed publicly on a timely basis;
- (b) reasonable investigation occurs to reduce the risk of material misrepresentations;
- (c) reasonable investigation occurs to reduce the risk of material undisclosed information; and
- (d) prompt corrected disclosure is made if material information is undisclosed or if material misrepresentations are known to have been made publicly.

The Policy extends to all employees, officers, directors and any experts working on behalf of Venzee and its subsidiaries. This Policy often refers only to “employees”, however, it is also applicable to officers, directors and experts as well as employees.

The Policy covers disclosures in documents filed with the securities regulators, written statements made in Venzee’s annual and quarterly reports, news releases and other communications to shareholders, presentations by senior management, information contained on Venzee’s website and other electronic communications. It also extends to oral statements made in meetings and telephone conversations with analysts, investors and shareholders, interviews with the media and speeches, press conferences and conference calls and any other public disclosures reasonably expected to affect the market price of Venzee’s securities.

It is important to understand that any statement made by Venzee, whether contained in a formal mandated report or an informal communication, may be subject to applicable securities laws where such statements could reasonably be expected to affect the market price of Venzee’s securities. This means that if the statements made by Venzee are found to be misleading, Venzee, as well as the persons involved in the making of the misleading statement, may be subject to enforcement action by securities regulatory authorities or civil action. Statements can violate securities rules by being either untrue or misleading, including being misleading as the result of omitted information. Statements made by an employee who is not formally designated as a Venzee spokesperson may be viewed as made on behalf of Venzee. Therefore, all employees are required to familiarize themselves with this Policy and comply with it.

This Policy will be reviewed periodically by Venzee’s Disclosure Committee (the “**Disclosure Committee**”). Any amendments to the Policy shall be subject to the approval by Venzee’s Board of Directors (the “**Board of Directors**”).

II. RELEVANT POLICIES

This Policy should be read in conjunction with Venzee’s Code of Business Conduct and Ethics and Insider Trading Policy.

III. DEFINITION OF MATERIAL INFORMATION

Various sections of this Policy refer to the term “**material information**”. For the purposes of this Policy, material information refers to any information relating to the business and affairs of Venzee and its subsidiaries that results in, or would reasonably be expected to result in, a significant change in the market price or the value of any of Venzee’s listed securities, or on a reasonable investor’s decisions regarding those securities. As stated in “Determinations as to Materiality” below, the Disclosure Committee shall determine whether information is material. Employees do not bear the burden of assessing materiality; accordingly, employees are required to bring all undisclosed information that they believe would influence an investor to the attention of the Disclosure Committee.

For the purpose of this Policy, “**material undisclosed information**” includes information not previously disclosed as well as corrective action with respect to known material misrepresentations.

IV. DISCLOSURE COMMITTEE

A. Composition of the Disclosure Committee

Venzee has established a Disclosure Committee to assume responsibility for Venzee’s disclosure practices. Venzee’s Chief Executive Officer is responsible for appointing the Disclosure Committee. Currently, the Disclosure Committee is comprised of:

- (a) Chief Executive Officer;
- (b) Chief Financial Officer; and
- (c) Corporate Secretary or, in the absence of a Corporate Secretary with experience in capital markets, representative(s) of external legal advisors to Venzee with experience in same.

In the event that some members of the Disclosure Committee are not available, the decisions of at least a majority of members will be deemed a decision of the Disclosure Committee. The Disclosure Committee may meet in person or by telephonic conference and may make decisions by voting in-person or by telephone, e-mail or other electronic communications.

B. General Responsibilities

The Disclosure Committee, is responsible for:

- (a) the implementation of this Policy and the education of employees, officers and directors on matters related to this Policy and promoting an environment that encourages disclosure (e.g. employees must not anticipate being dismissed for disclosing that they have made a misrepresentation but rather should receive positive feedback for promptly informing the Disclosure Committee of the misrepresentation).
- (b) designing, establishing and maintaining controls and other procedures that are designed to ensure that: (i) information required to be disclosed by Venzee to securities regulatory authorities and other written non-reportable information that Venzee voluntarily discloses to the investment community and the public is recorded, processed, summarized and reported accurately on a timely basis, (ii) financial information disclosed by Venzee fairly

presents in all material respects the financial condition of Venzee, and (iii) information is communicated in a manner that allows timely disclosure decisions (“**Disclosure Controls and Procedures**”);

- (c) monitoring the integrity and effectiveness of Venzee’s Disclosure Controls and Procedures on an ongoing basis;
- (d) reviewing and supervising the preparation of Venzee’s: (i) financial statements, management’s discussion and analysis and all related financial reports, annual information forms, management proxy circulars, material change reports, and all other reports and statements filed by Venzee pursuant to securities legislation, regulations and rules, (ii) press releases covering Venzee’s financial performance, and (iii) presentations to analysts, the investment community, rating agencies and lenders;
- (e) establishing policies governing: (i) press releases and other communications to shareholders and the public (other than press releases covering Venzee’s financial performance), and (ii) information to be included on Venzee’s website or otherwise electronically communicated to the public (collectively, together with the items set out in paragraph (d) above, the “**Disclosure Statements**”);
- (f) maintaining written records of the Disclosure Controls and Procedures followed in connection with the preparation, approval and dissemination of the Disclosure Statements; and
- (g) evaluating the effectiveness of Venzee’s Disclosure Controls and Procedures as of the end of each quarter and year end.

The Disclosure Committee shall meet as conditions dictate, and shall make periodic review of Venzee’s disclosure practices. The Disclosure Committee will report to the Board of Directors on an annual basis on the effectiveness of this Policy and, if appropriate, recommend changes to improve effectiveness and/or to comply with changing regulatory requirements.

II. DISCLOSURE RESPONSIBILITIES

A. Venzee Spokespersons

In order to prevent unauthorized disclosure of material information and to ensure that a consistent message is delivered by Venzee, Venzee has designated authorized spokespersons responsible for communications with the financial community, investors, shareholders, regulators and the media, which include Venzee’s Chief Executive Officer, President and Chief Financial Officer, and other specific persons as may be designated from time to time by Venzee’s Chief Executive Officer or the Disclosure Committee.

Any inquiries from the financial community, investors, shareholders and trade or other media shall be referred to Venzee’s Chief Financial Officer.

B. Determinations as to Materiality

The Disclosure Committee shall determine whether information is material. In making a determination, the Disclosure Committee, will consider all Venzee information that has been disclosed.

It is essential to keep the Disclosure Committee fully apprised of all pending material Venzee developments in order to evaluate and to determine the appropriateness and timing for public release of information. Accordingly, all employees of Venzee must inform the Disclosure Committee of any circumstances or events that could reasonably be considered to be “material information” within the context of this Policy.

III. DISCLOSURE CONTROLS AND PROCEDURES

The Disclosure Committee shall establish procedures and timetables to be followed by Venzee and its employees for the preparation, review and dissemination of Disclosure Statements. The Disclosure Committee may elect to, at any time, adopt modified controls and procedures, provided that such modified controls and procedures are, in the opinion of the Disclosure Committee, satisfactory to ensure that Disclosure Statements are disclosed in compliance with this Policy.

The Disclosure Controls and Procedures will involve the following:

- (a) identification of all continuous disclosure requirements under securities laws, rules and policies applicable to Venzee;
- (b) identification of the individuals responsible for preparing reportable information and individuals responsible for reviewing reports to verify disclosure made with respect to their areas of responsibility or expertise;
- (c) establishment of timetables for the preparation and review of reportable information;
- (d) procedures for obtaining “sign-off” on disclosure of reportable information;
- (e) procedures for the identification and timely reporting to the Disclosure Committee, of information which may constitute material information or which may constitute a material change to previously disclosed material information, including the identification of individuals who have authority to take actions which may constitute material information or who are likely to learn first about events outside the control of Venzee that may give rise to material information;
- (f) procedures for the identification and reporting to the Disclosure Committee, of any fraud, whether or not material, that involves management or other employees who have a significant role in Venzee’s internal controls;
- (g) documenting the procedures followed with respect to the release of each disclosure made in writing and for the review of any disclosure made orally; and
- (h) on-going evaluation of Venzee’s disclosure controls and procedures.

IV. DISCLOSURE GUIDELINES

A. Timely Disclosure

Disclosure will be made without delay when material information becomes known or when it is apparent that the known information is material based on reasonable investigation. Prompt release is necessary to ensure that it is promptly available to all investors and to reduce the risk of persons with access to the information acting upon undisclosed information.

B. Extent of Disclosure

Disclosure must include all relevant information and must not omit any information that would make the rest of the disclosure misleading.

Unfavourable information must be disclosed in as timely and accurate a manner as favourable information. Reluctance or refusal to release unfavourable information or an attempt to disguise it may give rise to liability and endangers the integrity of the information and Venzee's reputation. Changes in accounting methods to mask unfavourable information will have similar detrimental effects.

C. Disclosure of Intended Corporate Actions

Many developments must be disclosed before an event actually occurs, if the development itself gives rise to material information. While material information must be released in a timely manner, judgment must be exercised as to the timing and propriety of news releases concerning corporate developments to avoid the potential for misleading or premature disclosure. Announcements of an intention to proceed with a transaction or activity should not be made unless Venzee has the ability to carry out the intent (even though proceeding may be subject to contingencies). Updates with respect to intended corporate actions should be announced when appropriate until the intended event actually occurs, unless the original announcement indicates that an update will be disclosed on another indicated date. In addition, prompt disclosure is required of any material change to the proposed transaction or to the previously disclosed information.

D. Information Updates

Prompt disclosure shall be made of significant changes to previously disclosed material information where the information becomes misleading as a result of subsequent events. If information was true at the time of its release but subsequently changes without becoming misleading, no updates are required.

E. No Selective Disclosure

There must be no selective disclosure of material information to third parties. If selective disclosure inadvertently occurs, the information shall be disclosed immediately to the public by issuing a press release. Pending such disclosure, Venzee shall contact the TSXV Venture Exchange ("TSXV") and Investment Industry Regulatory Organization of Canada ("IIROC") and, if necessary, request that trading in Venzee's securities be halted.

F. Stock Exchange Notification

Prior to the proposed announcement of material information, prior notice of a news release announcing material information must be provided to Market Surveillance monitored by IIROC to enable a trading halt, if deemed necessary by IIROC. If a news release announcing material information is issued outside of trading hours, IIROC must be notified before the market opens. In all cases, announcements of material information must comply with Policy 3.3 of the TSXV.

G. Press Releases

All material information shall be publicly disclosed via news release. Announcements of material information should be factual and balanced, neither over-emphasizing favourable news nor under-emphasizing unfavourable news. News releases should contain sufficient detail to enable media personnel and investors to appreciate the true substance and importance of the information so that investors may make informed investment decisions. The guiding principle should be to communicate clearly and accurately the nature of the information.

Earnings releases will be issued promptly following approval by the Board of Directors of the annual and interim financial statements. All news releases disclosing Venzee's earnings will be reviewed by Venzee's audit committee prior to any public disclosure.

News releases will be disseminated through one or more news wire service(s) that provide simultaneous national and/or international distribution. The news wire services used by Venzee must result in the dissemination of the full text of the news release to the TSXV, IIROC and any other relevant regulatory bodies, to the major business wires and to national financial media. News releases will be posted on Venzee's website promptly after release over such news wire(s).

H. Material Change Reports

Venzee must file a report with appropriate regulatory authorities concerning any material change as soon as practicable and in any event within ten days of the date on which the change occurs.

I. Delaying Disclosure of Material Information

Despite any statement to the contrary in this Policy, in certain circumstances, the disclosure of material information may be delayed and kept confidential temporarily where immediate release of the information would be unduly detrimental to the interests of Venzee or any of its subsidiaries, such as:

- (a) where a release would prejudice the ability to pursue specific and limited objectives or to complete a transaction that is under way (e.g., mergers and acquisitions);
- (b) where disclosure would provide competitors with confidential corporate information that would be of significant benefit to them, if the detriment resulting from disclosure would outweigh the detriment to the market in not having access to the information (e.g., a decision to release a new service or details on its features might be withheld, unless available to competitors from other sources);

- (c) where disclosure of ongoing negotiations would prejudice successful completion; if the situation is likely to stabilize within a short period, disclosure may be delayed until a definitive announcement can be made; or
- (d) where a matter is being reviewed or investigated by the Ontario Securities Commission or another regulatory authority and, upon conclusion of such review or investigation, a material restatement may be required.

It is a policy of the TSXV and IIROC that withholding material information on the basis that disclosure would be unduly detrimental must be infrequent and can be justified only where the potential harm to Venzee or to investors caused by immediate disclosure may reasonably be considered to outweigh the unfavourable consequences of delaying disclosure. The TSXV and IIROC discourage delaying disclosure for a lengthy period of time, since it is unlikely that confidentiality can be maintained beyond the short term.

Where the confidential material information constitutes a material change, a confidential material change report will be filed with securities commissions, the TSXV and IIROC in accordance with applicable securities laws and Policy 3.3 of the TSXV.

In circumstances where material information has not yet been publicly disclosed, the material information must be kept completely confidential (see “Maintaining Confidentiality”). It must not be disclosed to anybody, except in the necessary course of business. Documents containing the material information should be marked as “confidential”. In particular, certain precautions must be taken where confidential material information is disclosed in the necessary course of business. (see “Maintaining Confidentiality - Disclosure Made in the Necessary Course of Business”).

J. Forward-looking Information

Should Venzee elect to disclose forward-looking information (“**FLI**”) in Disclosure Statements, the following guidelines will be observed:

- (a) The information, if deemed material, will be broadly disseminated via news release, in accordance with this Policy (i.e., at or before the time of disclosing the FLI).
- (b) The document or oral statement containing the FLI will contain the following cautionary language, proximate to the FLI:
 - (i) a statement identifying the FLI as “forward-looking information”;
 - (ii) a statement identifying specific material factors that could cause actual results to differ materially from a forecast or projection in the FLI or, where appropriate, directing a reader to the disclosure of risk factors in Venzee’s publicly-filed documents; and
 - (iii) a statement of the specific material factors or assumptions that were applied in making a forecast or projection in the FLI.

- (c) This cautionary language should go beyond mere boilerplate. Venzee's warnings should be substantive and tailored to the specific future estimates or opinions that are being forecast.
- (d) There must be a reasonable basis for making the forecasts or projections in the FLI.
- (e) The disclosure of FLI will be accompanied by a statement that disclaims Venzee's intention or obligation to update or revise the FLI, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws, rules or policies. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially off target, Venzee may choose to issue a news release explaining the reasons for the difference.

K. Managing Expectations

If Venzee will likely be reporting results materially below or above publicly held expectations in the near future, such as in the next fiscal quarter, the Disclosure Committee, will consider disclosing this information in a news release. Venzee will not confirm or express comfort on analyst earnings estimates (see "Reviewing Analyst Draft Reports and Models" below).

L. Contacts With Analysts, Investors and the Media

Venzee will not disseminate material information at an analyst or shareholder meeting or a press conference unless Venzee's announcement has been preceded by a news release.

Venzee will not provide material non-public information to financial analysts and/or selected investors, whether or not a confidentiality agreement has been entered into with such financial analysts and investors, or to the media. Venzee recognizes that meetings with analysts and significant investors are an important element of Venzee's investor relations program. Venzee will meet with analysts and investors on an individual or small group basis as appropriate and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy.

Venzee will provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information. The information disclosed by Venzee must not result in inadvertent selective disclosure of material information. However, Venzee is not prohibited from disclosing non-material information to an analyst or investor even if the analyst or investor has, through other sources, access to other information concerning Venzee or the industry that together with the information disclosed by Venzee is material undisclosed information about Venzee. Note that the disclosure of information in small, non-material components may nevertheless result in inadvertent selective disclosure of material information if the non-material components considered in their totality would constitute material information.

Venzee may maintain a frequently asked questions section on its website and will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts, investors and the media.

M. Reviewing Analyst Draft Reports and Models

Generally, Venzee will not review analysts' draft research reports or models. However, in order to prevent dissemination of inaccurate information, Venzee may, as necessary, review a report or model for the purpose of pointing out errors in fact based on publicly disclosed information. With respect to an analyst's estimates or projections, Venzee's policy is not to comment on or question an analyst's assumptions unless they are not realistic in view of previously disclosed historical information or other publicly available information. Venzee will not confirm, or attempt to influence, an analyst's opinions or conclusions and will limit its comments on the analyst's model and earnings estimates as described above. Under no circumstances should the designated spokesperson comment on any forecasts, projections or other forward-looking information contained in a draft analyst's report or model.

In order to avoid appearing to "endorse" an analyst's report or model, Venzee will only comment orally or will attach a disclaimer to written comments. A record of Venzee's comments together with a copy of the draft analyst's report should be kept by the Chief Financial Officer. Subject to the foregoing, Venzee should not retain any draft analysts' reports or models provided to it.

N. Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by Venzee of the report. For these reasons, Venzee will not provide analyst reports through any means to persons outside of Venzee, including posting such information on its website. Venzee may post on the Investor Relations website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on Venzee. If provided, such list will not include links to the analysts' or any other third party websites or publications.

O. Commentary on Venzee's Stock Price

Venzee, its employees and the Board of Directors will not comment publicly on the value of Venzee's securities. Venzee must not be providing any implicit or explicit recommendations to investors to trade in Venzee's securities. There are many elements that impact the market price of Venzee's stock, many of which Venzee has little or no influence on. Accordingly, commentary on Venzee's value of Venzee's securities should be left to industry and financial analysts, institutional investors, financial media and other experts not engaged by Venzee. The sole exception is in a Normal Course Issuer Bid in which Venzee would reasonably be asked to explain why it has decided to buy back its own shares.

P. Quiet Periods

In order to limit the potential for selective disclosure, tipping or insider trading (and the perception or appearance of any such activities), Venzee will observe a regular "quiet period" or "blackout period" prior to quarterly earnings announcements and will also observe additional special "quiet periods" or "blackout periods" from time to time. Details of Venzee's quiet period is included in its Insider Trading Policy. During a quiet period, except as otherwise authorized by the Disclosure Committee, Venzee will not initiate and will endeavor to discourage any discussions, meetings or telephone contacts with analysts, investors or financial media, but may respond to unsolicited inquiries regarding factual matters or historical information. If Venzee is invited to participate, during a quiet period, in investment meetings or conferences organized by others, the Disclosure Committee will determine, on a case-by-case basis, if it is advisable to accept these invitations. If accepted, extreme caution will be exercised to avoid selective disclosure of any material undisclosed information.

Q. Market Activity

During the period commencing when it is determined that Venzee has an obligation to disclose material information until the time the material information is disclosed, market activity in Venzee's securities will be closely monitored. Any unusual market activity will be reported to the TSXV and IIROC immediately.

The names and phone numbers of Venzee's Chief Executive Officer and Chief Financial Officer will be given to the TSXV and IIROC for contact in the event of unusual trading in Venzee securities.

R. Distribution of Information During or in Anticipation of a Public Offering

The dissemination of material information prior to or during the course of any public offering is generally prohibited and if made, must be carefully co-ordinated so that it cannot be viewed as "preparing" the market. Care must also be taken to ensure that any information that is released during such period is consistent with Venzee's prospectus or other offering documents. Venzee's Chief Financial Officer will co-ordinate Venzee's disclosure during any such periods.

V. MAINTAINING CONFIDENTIALITY

Any employee privy to confidential information concerning Venzee is prohibited from communicating such confidential information to anyone else, unless required to do so in the necessary course of business. In this regard, please refer to Venzee's Insider Trading Policy. Efforts will be made to limit access to such confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Outside parties privy to undisclosed material information concerning Venzee will be told that they must not divulge such information to anyone else, other than in the necessary course of business and that they may not trade in Venzee's securities until the information is publicly disclosed. Such outside parties may also be asked to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

A. Procedures For Maintaining Confidentiality

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

- (a) Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business and code names should be used if necessary.
- (b) Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- (c) Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.

- (d) Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- (e) Transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.
- (f) Unnecessary copying of confidential document 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.
- (g) Access to confidential electronic data should be restricted through the use of passwords.

B. Disclosure Made in the Necessary Course of Business

There may be circumstances where selective disclosure is required in the necessary course of business, such as with:

- (a) vendors, suppliers or strategic partners on issues such as R&D, sales and marketing and supply contracts
- (b) employees, officers and directors
- (c) lenders, legal counsel, auditors, financial advisors and underwriters
- (d) parties to negotiations
- (e) industry associations
- (f) government agencies and non-governmental regulators
- (g) credit rating agencies

Disclosure in the “necessary course of business” does not extend to the media, analysts, institutional investors or other market professionals. Where Venzee determines it is required to disclose non-public information “in the necessary course of business”, it will clearly identify to the recipient the confidential nature of the information and will obtain the recipient’s express undertaking not to disclose the information or engage in any trading in Venzee’s securities.

If Venzee relies on an express oral undertaking, Venzee will maintain a written record indicating:

- (a) when the undertaking was made and by whom; and
- (b) what information the undertaking covers.

Any confidentiality arrangements should remain in effect until Venzee either determines that the information is not material non-public information or makes widespread dissemination of the material information.

II. TRADING RESTRICTIONS AND BLACK-OUT PERIODS

It is illegal for employees and other “special relationship” persons with knowledge of material information affecting Venzee that has not been publicly disclosed to purchase or sell securities of Venzee. Except in the necessary course of business, it is also illegal for anyone to inform any other person of material non-public information. These restrictions are described in more detail in Venzee’s Insider Trading Policy, which applies to all employees, officers and directors and their related persons.

Trading black-out periods will apply to those employees, officers and directors with access to material undisclosed information during periods when financial statements are being prepared but results have not yet been publicly disclosed. In addition, black-out periods may be prescribed from time to time as a result of special circumstances relating to Venzee pursuant to which insiders of Venzee would be precluded from trading in securities of Venzee. These restrictions are described in more detail in the Insider Trading Policy.

III. DISCLOSURE RECORD

Venzee’s Chief Financial Officer will maintain a five year file containing all public information about Venzee, including continuous disclosure documents, news releases, analysts’ reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles. The Chief Financial Officer will also maintain a copy of all material back-up information relating to public disclosures.

IV. VENZEE’S WEBSITE AND ELECTRONIC COMMUNICATIONS

This Policy also applies to electronic communications through Venzee’s website, the Internet and email.

A. Venzee’s Website

Venzee may supplement its distribution of material information through disclosures maintained on Venzee’s website. However, disclosure on Venzee’s website does not constitute adequate dissemination of material information. Any disclosure of material information on Venzee’s website must be preceded by the issuance of a news release.

Appropriate disclaimers will be posted on Venzee’s website and other steps will be taken to the effect that the disclosure of information on Venzee’s website does not constitute an offering of securities contrary to local securities laws or rules.

Investor relations material shall be contained within a separate section of Venzee’s website and shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All data posted to the website, including text and audio-visual material, shall show the date such material was issued. The minimum retention period for material corporate information on the website shall be five years.

The Disclosure Committee, shall implement and maintain a procedure for regularly reviewing the information on its website for accuracy, completeness and currency. Press releases and securities filings shall be moved from the “current” to “historical” sections as time passes and Venzee shall ensure that new releases are posted to the website as material developments occur.

The Disclosure Committee must approve all links from Venzee website to a third party website. Any such links will include a notice that advises the reader that he or she is leaving Venzee’s website and that Venzee is not responsible for the contents of the other site.

V. INQUIRIES

Please refer any questions regarding the application of this Policy to a member of the Disclosure Committee.

VI. COMMUNICATION AND ENFORCEMENT

This Policy will be provided to all employees, officers and directors of Venzee and its subsidiaries, all experts working on behalf of Venzee or its subsidiaries, and those authorized to speak on Venzee’s behalf. A revised version of this Policy will be circulated to all such persons whenever changes are made.

Any employee, officer or director who violates this Policy may face disciplinary action up to and including termination of his or her employment or position with Venzee without notice. The violation of this Policy may also violate certain securities laws. If it appears that an employee, officer or director may have violated such securities laws, Venzee may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

Last updated: ●, 2017.