
1. INTERPRETATION AND OBJECTIVES

This policy must be interpreted and applied jointly with the other governance policies and the charters adopted by the Board including the Company's Insider Trading Policy.

The purpose of the communications policy is to ensure that the Company's information disclosed to the public are:

- Factual, accurate and balanced; and
- Timely and broadly disseminated in accordance with all applicable legal and regulatory requirements.

This policy describes the means set up to allow the Company to achieve this goal.

2. WHERE CAN I GET A COPY OF THIS POLICY

Any individual interested in the activities of TSO₃ may obtain a copy of the communications policy on TSO₃'s website at the following address www.tso3.com under the heading **Governance Rules and Policies** in the **Investors** section, or by requesting a copy from the person in charge of communications and investor relations.

3. WHO IS RESPONSIBLE FOR IT

Management has set up a Communication Committee (the "Committee") which is responsible for ensuring that all regulatory requirements involving securities are complied with and to oversee the Company's disclosure.

The Committee answers to the Corporate Governance and Nominating Committee which is responsible for reviewing and approving this communication policy on an annual basis.

4. COMMUNICATION COMMITTEE

Except as otherwise stated below, The Committee must be comprised of at least three persons of which two of the first three persons listed hereinafter and one of the last two.

Two of:

- The President and CEO
- The Chief Financial Officer
- The Director of Communications and Investor Relations

AND

One of:

- The Company's General Counsel
- The Chairman of the Board or a Board member designated by the Chairman of the Board

Notwithstanding the above, when reviewing and approving news releases containing financial information, in advance of their public release, the Committee shall than be comprised of at least three persons:

Two of which shall be from the first three persons listed above

plus

one of either the Chairman of the Board, a Board member designated by the Chairman of Board, or the Chair of the Audit Committee.

5. HOW CAN EMPLOYEES CONTACT BOARD MEMBERS IN CONFIDENCE

The Board has adopted a Whistle-Blowing Policy and as such an employee wishing to report something to the Board in confidence should follow the "Whistle-Blowing Policy" procedure.

6. TIMELY CONTINUOUS DISCLOSURE

6.1 Basic principles

6.1.1 Anyone who invests in securities listed on a stock market has equal access to information likely to affect their investment decisions.

6.1.2 Any material information will be distributed by press release on a recognized newswire.

6.2 What is material information?

Material information is any information that a reasonable investor would consider important in making a decision to buy, hold, or sell securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be considered material. For examples of information that could constitute Material Information, see Schedule A.

6.3 Determining whether information is material

Where applicable, any new information deemed to be important is examined and analyzed by the Committee, which is responsible for determining whether it is material.

6.4 Rumors

In addition to material information, trading in a company's stock can be affected by rumours. The Company will not comment on rumours. The Company's spokesperson will respond consistently to these rumours that the Company's general policy is not to comment on rumors or speculation. Should a stock exchange request that the Company makes a definitive statement in response to a market rumor that is causing significant volatility in the Company's securities, the Committee will consider the matter and decide whether to make a policy exception.

If material information has been leaked and appears to be affecting trading activity in the Company's securities, the Committee will consider taking steps to ensure that a full public announcement is made, confirming or denying the information that has leaked.

6.5 When must a disclosure be made?

As soon as material information is brought to management's attention or as soon as it becomes clear that the information is material.

Unfavourable information must be disclosed just as quickly as favourable information.

The disclosure of information can be provisionally delayed if the immediate release of the information is likely to cause undue harm to the Company's interests.

Where disclosure of material information is delayed as contemplated above, the Company should undertake precautions to keep such information completely confidential except in the necessary course of business. Such information should not be disclosed to any of the Company's directors, officers, employees or consultants, except in the necessary course of business.

In such circumstances, and only to the extent required by law, the Company shall cause a confidential material change report to be filed with applicable securities regulators and shall periodically (at least every 10 days) review its decision to keep the information confidential. During the period before disclosure, market activity in the Company's securities should be carefully monitored by the Committee. Unusual market activity may be indicative of a leak as to news of the matter. If it appears that a leak may have occurred, consideration may need to be given to a full public announcement. This may include contacting the Market Surveillance Division of Investment Industry Regulatory Organization of Canada ("Market Surveillance") to request that trading be halted pending the release. The Company will issue and file a press release once the circumstances justifying non-disclosure have ceased to exist.

The directors, officers and employees of the Company should be reminded on a regular basis that confidential information obtained in the course of their duties must not be disclosed except in the necessary course of business. Any employee who is or may be aware of undisclosed material information should be explicitly warned to keep it confidential. Access to information regarding sensitive projects should be restricted to individuals whose role provides them with a "need to know".

6.6 Quiet Periods

Through its Insider Trading Policy, the Company has implemented "quiet periods" to avoid potential for, or appearance of, selective disclosure. Affected Persons, as therein defined, will observe quiet periods prior to earnings announcements or when material changes are pending in accordance with applicable securities laws. Earnings announcements quiet periods shall be recurring and shall match the same period as the Mandatory Blackout Period described in the Company's Insider Trading Policy.

6.7 Keeping information confidential

As indicated in the confidentiality agreements signed by employees, an employee with confidential information is prohibited from disclosing it to any person, unless it is essential to do so in the performance of necessary activities of the Company. Affected third parties must agree,

in the form of a written confidentiality agreement, not to disclose confidential information about the Company. Employees are also prohibited from trading the Company's publicly listed securities based on privileged information which has not been publicly disclosed (please refer to the Company's Insider Trading Policy).

To prevent the improper use or inadvertent disclosure of privileged information, the procedures indicated below should be observed at all times:

- 6.7.1 Documents and files containing confidential information should only be available to those persons concerned;
- 6.7.2 Conversations about confidential matters should not take place in an area where they may be overheard;
- 6.7.3 Confidential documents should be destroyed using a shredder;
- 6.7.4 Documents should only be sent when it is reasonable to believe that they may be sent and received under secure conditions.

6.8 Conference Calls

Conference calls will be conducted about quarterly financial results and major Company developments and will be accessible simultaneously to anyone interested, either through conversation or listening mode only or via a Webcast. Conference calls will be preceded by a press release including all appropriate material information. At the beginning of the conference call, a Company spokesperson will issue a carefully-worded statement concerning any forward-looking information and will encourage participants to consult the public documents, including assumptions, specifications and complete details of the risks and uncertainties.

The Company will announce in advance the date, time and manner in which anyone interested can access the conference call or Webcast through a press release. In addition, the Company may send invitations to analysts, institutional investors, the media and others. Following the conference call, an archived Webcast will be available on the Company's website for a minimum of 30 days.

The Committee will hold an immediate debriefing after the conference call and, if it learns that selected information has been disclosed concerning previously unreleased information, the Company will promptly and widely distribute this information through a press release.

6.9 Electronic communication

Through its website, the Company shall make available all of the current disclosure documents prepared by the Company and filed with the Canadian Securities Administrators. Non-material supplemental information released to the media by the Company shall also be published on the website.

Disclosure on the Company's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any such disclosure of material information will be preceded by the issuance of a press release or a securities filing in accordance with applicable securities laws or stock exchange requirements.

Information published on the website must be accurate and must not be misleading, for this reason, the responsible person named by the Committee will regularly review and update the information, if necessary. All material posted to the website should indicate the date of the information.

Any link to a third party website should only be permitted on approval of the Committee and shall include appropriate disclosures that the material contained in the third party's websites are the responsibility of the third party and do not reflect the opinions of the Company.

6.10 Relationships with Analysts, Investors and the Media

The Company acknowledges that meetings with analysts and other major investors, or even meetings with small groups of securities brokers and shareholders, are important aspects of the Company's investor relations program.

The Company is required, at all times, to provide only publicly available or non-material information during these meetings, in addition to the publicly disclosed information.

6.11 Examination of Reports and Analysts' Provisional Models

The Company's policy is to review analysts' reports and provisional research models, upon request. The Company will review the reports and models in order to identify factual errors based on publicly released information. In the case of an analyst's report, the Company's policy is to question the analyst on his or her assumptions if the report differs significantly from the overall forecast produced by the market, or published by the Company. The Company will base its comments on publicly available or non-material information when it replies to analysts' requests. The Company will not confirm, nor will it attempt to influence, the opinions or conclusions of analysts and will not endorse their models or results forecasts.

To avoid the appearance of “endorsing” an analyst’s report or model, the Company will provide its comments verbally, or will include a liability disclaimer on written comments to indicate that the report has been reviewed only to ensure factual compliance.

6.12 Distribution of Analysts’ Reports

Analysts’ reports are exclusive to their firm. To avoid appearing to endorse analysts’ reports, the Company will not distribute them in any manner. The Company will also provide a complete list on its web site of **all** investment firms and analysts who have provided reports on the Company’s progress, without regard to the recommendations.

6.13 Forward-looking Statements

Disclosure and discussion of information relating to trends or future commitments, events or uncertainties affecting revenues, income from operations or the overall financial condition of the Company (i.e. forward looking information) should be kept to a minimum and limited to (i) what the Company expects is “reasonably likely” to occur in the near future, or (ii) what is required under applicable securities laws or stock exchange requirements. Financial guidance may be issued by the Company including in the quarterly news release and in the quarterly conference call that is fully accessible and non- exclusionary. The materiality of guidance, including the confirmation of outstanding guidance or any analyst forecast, should always be considered. All financial guidance should generally be provided by way of press release. During a quiet period (as defined below) or when a public offering is under way or is contemplated in the near future, no comments about non-disclosed current or future financial performance should generally be made.

Forward-looking information will be accompanied by a statement that identifies, in precise terms, the risks and uncertainties that could arise from a difference in the actual results, as compared with those forecast in the statement, identifying the components that could explain the difference.

7. INTERNAL POLICY AND PROCEDURE FOR MANAGING DISCLOSURE OBLIGATIONS

7.1 Drafting and approval of Press Releases

The Director of Communications and Investor Relations, as well as persons in authority who have information about the news, are responsible for drafting all press releases.

All press releases are then reviewed, commented on and approved by the Committee in conjunction with everyone involved in drafting the press release.

Press releases are then approved by the President and CEO or by the designated person in his or her absence before any disclosure is made.

7.2 Consultation with Market Surveillance

The person responsible for relations with the regulatory authorities must inform Market Surveillance of the nature of a press release and obtain its approval prior to issuing such release particularly when such press release is to be issued during trading hours or when such press release relates to material information.

7.3 Spokespersons

The Company's authorized spokespersons are the President and CEO, the Chief Financial Officer, and the Director of Communications and Investor Relations. However, it is desirable to concentrate public statements in one person only, namely the President and CEO. Another Company representative can be designated on occasion to meet specific requests.

Management undertakes to keep the spokespersons informed of any major new developments concerning the Company.

An employee not designated as an authorized spokesperson may in no case answer requests from the financial community, the media or any other person, unless specifically requested to do so by an authorized spokesperson. Such requests should be referred to the President and CEO, the Chief Financial Officer or Director of Communications and Investor Relations.

7.6 Enforcement

This Communication Policy applies to all directors, officers, employees and full-time consultant of the Company and any other person authorized to act as a spokespersons of the Company. New directors, officers and employees will be provided with a copy of this Communication Policy and it will be made available on the Company's website. The Committee will monitor the effectiveness and integrity of this policy and will ensure that proper disciplinary action is taken should it be violated.

This Communication Policy is reviewed annually by the CEO, the CFO and the Board of Directors.

SCHEDULE A - EXAMPLES OF INFORMATION THAT MAY BE MATERIAL**(REPRODUCED FROM NATIONAL POLICY 51-201)**

Changes in Corporate Structure

- changes in share ownership that may affect control of the company
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in Capital Structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in company's dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to rights of security holders

Changes in Financial Results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any periods
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the company's assets
- any material change in the company's accounting policy

Changes in Business and Operations

- any development that affects the company's resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses of contracts or business
- significant discoveries by resource companies

- changes to the Board of Directors or executive management, including the departure of the company's CEO, CFO, COO or president (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the company's securities or their movement from one quotation system or exchange to another

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another company

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the company's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements