



APPENDIX B – INSIDER TRADING POLICY

MARCH 2011



INSIDER TRADING POLICY

BioExx Specialty Proteins Ltd.

Approved by the Board of Directors

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1. Introduction

This Policy has been adopted to provide guidance to all employees, officers and directors of the BioExx group of companies in order to minimize the possibility of any improper trading in securities based on "inside information", or the appearance of such improper trading.

It is a basic principle of the capital markets that anyone investing in securities of any company listed on a stock exchange, such as the shares of BioExx Specialty Proteins Ltd. ("**BioExx**"), should have equal access to information that may affect their investment decisions. There are rules for these listed companies as to how and when information that is important to an investment decision is to be disclosed publicly. Information that has not been disclosed in that way and which may affect an investor's decision to buy, hold or sell a security, or the market price of a security, is commonly referred to as "inside information". Buying or selling securities based on inside information, or "insider trading", would violate the basic principle. As well, sharing inside information when not required to do so for business reasons may also violate the principle. Such violations are reinforced in Canada through securities laws as well as the Criminal Code, which provide penalties for non-compliance. This Policy is designed to support the fairness principle for trading in securities of the Company, and to help minimize the risk of non-compliance with the law.

2. Terminology

For ease of reading, each employee, officer and director of BioExx and each other person to whom this Policy applies will sometimes be referred to as "you". BioExx, its subsidiaries and affiliates will each be referred to as "**BioExx**" or the "**Company**". Certain terms used in this Policy may not be familiar to you – in that case, please refer to the Glossary at the end of the Policy.

3. Scope and Application

This Policy applies to:

- all employees, officers and directors of BioExx. This Policy also applies to those consultants performing services akin to an employee, officer and/or director. To the extent set out in this Policy, you are also responsible to ensure compliance with this Policy by members of your household and your immediate family; and
- any other person who may have access to Material Non-public Information, who is notified by the CFO of BioExx or his designate.

This Policy applies to all transactions in securities of BioExx, including shares, options, warrants, convertible debentures, and any derivative securities that are based on the value of BioExx securities, such as exchange-traded options.

The principles of this Policy also apply to others by law, such as the ones referred to below. To the extent that the individuals or companies in the following categories are not expressly bound by this Policy – that is, they are not also employees, officers or directors of BioExx, or under a contract requiring that they abide by the policies of BioExx – they are still responsible to comply with the law as it applies to them:

- all significant shareholders – that is, those who directly or indirectly beneficially own and/or exercise control or direction over securities of BioExx carrying more than 10% of all voting rights;
- contractors, consultants, advisors and all other persons who are or propose to be engaged in any business or professional activity with BioExx. This includes not only individuals, but also the directors, officers and employees of companies which act in any of these capacities; and
- any individual or company that learns of Material Non-public Information about BioExx either as a result of business or professional activities with BioExx, or from a person engaged in such activities, or from an individual who is an employee, officer or director of BioExx.

4. Statements of Policy

- *No person is to trade in securities of BioExx while in possession of Material Non-public Information about the Company.*
 - This would be insider trading.
 - Material Non-public Information is described in section 5.
 - To assist in compliance, a checklist is provided in this Policy.
- *No person is to disclose to anyone else any Material Non-public Information about BioExx or any other party, except in the necessary course of business and having followed BioExx policies and procedures concerning non-disclosure agreements.*
 - Such disclosure could be "tipping", which would be improper and could be illegal, subjecting both the person tipping and the tippee to sanctions.
 - This could also violate agreements we have with other companies.
- *Any person who is required by law to do so is to report their trades in securities of BioExx, on a timely basis in compliance with securities laws and exchange regulations.*
 - More information on insider reporting is in section 9.
- *No person is to trade in securities of any third party from which BioExx, as a result of its business dealings with such party, obtained Material Non-public Information about that party.*
 - This may violate agreements with business partners, or could constitute insider trading.
- *Each employee, officer and director of BioExx is to observe the trading windows, trade pre-clearance process, and all other provisions of this Policy.*

5. The Concept of Inside Information / Material Non-public Information

Material Non-public Information, sometimes called inside information, is generally speaking any fact or change about a company or its business that has not yet been publicly and widely announced, and which would reasonably be expected to have a significant effect (whether positive or negative) on the market

price or value of that company's securities. "Material Information" shall have the meaning ascribed to it under applicable laws and regulations and for the purposes of this Policy includes a "Material Change" under such laws.

Generally, Material Information is any information relating to the business and affairs of the company that results in or would reasonably be expected to result in a significant change in the market price or value of any of the company's securities. Information should be considered to be "material" if there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision or if the information would be viewed by a reasonable investor as having significantly altered the total mix of information available on the Company.

While it is difficult to itemize every type of information that would be material in every case, examples of material information could be any of the following:

- plant operating performance and results;
- financial results;
- earnings information, including confirmation of or guidance on individual and consensus earnings estimates or confirmations of the assumptions underlying those estimates, and any other forecasts of financial information;
- the entering into or cancellation of a significant contract;
- the announcement of a major new product or service;
- pending or potential mergers, acquisitions, divestitures, tender offers, joint ventures or changes in assets;
- changes in control of BioExx or changes in senior management;
- changes in auditors or notification from an auditor that BioExx may no longer rely on an earlier audit report;
- events regarding BioExx's securities, such as new equity offerings or other financing arrangements whether public or private, redemptions, repurchase plans, stock splits or changes in dividends, or changes to the rights of security holders;
- filing of Prospectuses; or,
- any other development that would reasonably be expected to have a significant influence on a reasonable investor's investment decision.

This list is not meant to cover all situations. If there is any question about the materiality of certain information, immediately contact the CFO or CEO of the Company.

Information is considered to be non-public until it has been widely publicly disseminated and the public has had an opportunity to receive and digest the news. A posting to the Company's website or an investor presentation or conference call are generally not sufficient for this purpose. For the purposes of this Policy, information will be considered to be public two full trading days after it has been disclosed by the Company over a national newswire service.

6. Trading Windows and Trading Restrictions

To assist in compliance with this Policy and the law, BioExx has established certain periods of time in which you may trade in securities of the Company – these periods are referred to as Trading Windows. The periods between Trading Windows, when you are not permitted to trade, are called Blackout Periods. See the illustration below.

Blackout Periods may be scheduled or unscheduled. The scheduled Blackout Periods coincide with the timeframe when the quarterly or annual financial statements of the Company are being prepared but have not yet been made public; this is considered to be a particularly sensitive time when a number of Company staff may be in possession of Material Non-public Information.

Each scheduled Blackout Period begins on the 15th day after the end of each financial quarter or 30 days after year end and ends on the 2nd full business day after public disclosure of the related financial results.

For greater certainty, these scheduled blackout periods shall only apply to the Directors, all officers, all vice presidents and all accounting staff, as other staff are not privy to financial information until it is otherwise disclosed in accordance with regulation. However, please be apprised that should you otherwise become aware of such financial information, then you are also restricted from trading the securities of the company until the 2nd full business day after such financial information is publicly disclosed.

To trade during a Trading Window, follow the process applicable to you – refer to section 7.

The Company may restrict trading during a Trading Window by implementing an Unscheduled Blackout Period. This would occur, for example, if the Company determines that material developments are arising. An unscheduled Blackout Period may be imposed by the CEO or CFO, and may be limited to a specified group of staff or applied to all staff. No explanation is required to be given for the blackout. If you are notified that an Unscheduled Blackout Period applies to you, this fact itself is confidential information and may not be disclosed except as authorized by the CFO or CEO; questions about its application to you may, however, be raised with the CFO or CEO.

All Trading Windows will only open when confirmed by the Company, by way of an E-mail message from the CFO or CEO or a person designated by either of them.

It should be noted that, pursuant to the Company's incentive stock option plan, the expiry date of options which otherwise would expire during a Blackout Period are extended for a period of 10 business days from the end of that Blackout Period.

7. Trading Process; Pre-clearance Requirements

Certain employees, consultants and contractors, and all officers and directors of BioExx are required to obtain pre-clearance before trading in securities of the Company. The current list of those requiring pre-clearance is in Schedule I to this Policy. The list may be updated from time to time by the CEO or CFO. To obtain pre-clearance, contact the CFO or the individual(s) designated by him. In the case of the CFO, pre-clearance is to be obtained from the CEO.

You may trade in securities of the Company during a Trading Window if you comply with the applicable process outlined in Schedule II.

Employees, officers and directors are not permitted at any time to short-sell any securities of the Company, or trade in put or call options on securities of the Company.

Every employee, officer and director is responsible to ensure that members of his or her immediate family and household comply with the letter and spirit of this Policy, including the trading process outlined in Schedule II, Part A.

Please note that if a person learned of Material Non-public Information while in a special relationship to the Company (e.g. an employee, consultant, officer, director, significant shareholder, etc.) but is no longer in that relationship, that person may still not trade in securities of the Company until such information has been publicly disclosed by the Company.

8. Tipping

You are not to disclose to anyone else any Material Non-public Information about BioExx or any other party, except in the necessary course of business and having followed BioExx policies and procedures concerning non-disclosure agreements. This is known as "tipping" and is improper and illegal. Both the person who makes the disclosure and the person who acts on it may be subject to legal sanctions. Similarly, no one is to advise, encourage or discourage any other person to trade in a security of the Company based on Material Non-public Information.

The above principles restrict disclosure or advice to all third parties, including spouses, other family members, friends as well as others.

You should not participate in any Internet chat rooms, news groups or similar facilities in any discussions relating to the Company or its securities.

On the other hand, you may disclose information if:

- the information is not material (to the price or value of the Company's securities);
- or if it is, the information has already been widely, publicly announced;
- or if it has not been, disclosure is in the necessary course of business to a person who has a need to know the information and the disclosure is in accordance with the Company's policies and procedures concerning non-disclosure agreements.

If you are unsure as to whether specific information may be disclosed, consult with any member of senior management before making the disclosure.

9. Insider Reporting

Certain individuals and companies are required by law to file reports of their trading, with the securities regulators. Those considered to be an "insider" for reporting purposes include all directors, officers and significant shareholders of the Company (that is, those who directly or indirectly beneficially own and/or exercise control or direction over securities of BioExx carrying more than 10% of all voting rights).

Within 5 days after becoming an insider, an initial insider report must be filed, which includes certain profile information about the person and their security holdings in the Company.

Within 5 days after each change in securities holding of the Company, an insider report must be filed detailing the particulars of the change. A change includes not only a purchase or sale of a security, but also the grant or exercise of an option, or a change in direct or indirect beneficial ownership (e.g. from direct – Company shares in one's own name – to indirect beneficial – such as when those shares are contributed in kind to a self-directed RRSP; or vice versa).

An insider is required to include in the reports any securities of the Company over which the insider exercises control or direction, even though the insider does not beneficially own the securities. For example, BioExx shares owned by a spouse, child, corporation or a trust, in an account over which the insider has trading authority, need to be reported in the initial report and whenever a change is made.

All reports are filed electronically at www.sedi.ca. Insider trading information reported, aside from certain personal information, is accessible publicly through that website.

If you need assistance in filing a report, please contact the CFO. Meeting the filing requirements is ultimately, however, the insider's responsibility.

10. Breach of this Policy

Failure to comply with this Policy including its procedures may result in the Company taking disciplinary action, up to and including termination of employment.

As a breach of this Policy may also entail a breach of securities laws and/or the Criminal Code, the individual or company which does so may also become subject to liability for monetary losses, fines, penalties, and/or imprisonment.

11. Responsibility for Compliance

Each person is responsible for compliance with the letter and spirit of this Policy.

This Policy in no way reduces the obligations imposed by law on you, which remain your personal responsibility to respect. This Policy is necessarily general as it summarizes complex provisions of law for guidance of many people in different situations. You should obtain additional guidance as necessary to address your individual circumstances.

12. Responsibility for this Policy; Exceptions; Amendments

This Policy is the responsibility of and has been approved by the Board of Directors of BioExx. It is to be implemented and administered by the CEO, in consultation as he considers necessary with the Chair of the Governance Committee. Any exceptions to this Policy must be approved by the CEO. Questions about this Policy should be directed to the CFO of the Company; should the CFO have any questions regarding this Policy he should consult with the Board of Directors of the Company. Only the Board of Directors of the Corporation may amend this Policy.

Glossary of Terms Used in this Policy

Inside Information

See the definition of *Material Non-public Information*, below.

Insider

This term varies from province-to-province and for different purposes, and is very technical, but generally includes:

- any individual on the board of directors of the company,
- any officer (Chair, Vice-chair, CEO, COO, CFO, President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, etc.) of the company, and any individual who performs functions similar to those normally performed by such individuals,

- significant shareholders – those who (whether an individual or a company or other form of "person") directly or indirectly beneficially own and/or exercise control or direction over securities of the company carrying more than 10% of all voting rights,
- directors and officers of insiders of the company and of subsidiaries of the company,
- and certain other, less-widely applicable categories of persons: should you fulfill any roles akin to the above itemized categories, please contact the CFO of the Company in order to clarify whether or not you should be considered an "insider" of the Company.

Insider Trading

Trading in securities of a company, such as buying or selling shares of the company, based on inside information. This violates a fundamental principle of public company law that all investors should have equal access to information that could affect their investment decisions. Note that you don't have to be an insider to violate the rules, you only have to have traded on inside information.

Material Non-public Information

Any fact or change about a company or its business that has not yet been publicly and widely announced, and which would reasonably be expected to have a significant effect (whether positive or negative) on the market price or value of that company's securities.

BioExx, or the Company

BioExx Specialty Proteins Ltd. , any affiliate or subsidiary.

Person

An individual, partnership, corporation, trust, or other legal entity.

Securities

Including but not limited to shares, options, warrants and convertible debentures, of the Company

Tippling

The disclosure of Material Non-public Information other than in the necessary course of business, which is improper and illegal.

Schedule I
Individuals Requiring Pre-clearance Before Trading in Securities of BioExx

1. All directors of the Company.
2. All officers and vice presidents of the Company.
3. All individuals working in the Finance and Accounting units of the Company.
4. All consultants who fulfill roles akin to any of the above.

Schedule II **Trading Process**

Please refer to the BioExx Insider Trading Policy for definitions and details.

*Remember that it is the responsibility of each individual, not BioExx,
to ensure your compliance with applicable law and the Insider Trading Policy.*

A. If You Are:

- a BioExx employee or consultant other than one referred to in Schedule I of the Policy;
- a member of the immediate family or household of a BioExx director, officer, or employee;
or
- a consultant, contractor, or professional advisor to BioExx,

ask yourself:

- 1.) Is BioExx in a scheduled trading Blackout Period (that is, in-between open Trading Windows)?
- 2.) Is BioExx in an Unscheduled Blackout Period?
- 3.) Am I in possession of any Material Non-public Information?
- 4.) Could my trading appear as if I were in possession of any Material Non-public Information?

If the answer to all of these questions is NO, you may trade. NOTE HOWEVER that no employee, officer, director or consultant to whom the Insider Trading Policy applies is permitted at any time to write any options or short-sell securities of BioExx, even during a Trading Window.

B. If You Are:

- a BioExx director;
- a BioExx officer; or
- an individual referred to in Schedule I of the Policy,

ask yourself:

- 1.) Is BioExx in a scheduled trading Blackout Period (that is, in-between open Trading Windows)?
- 2.) Is BioExx in an Unscheduled Blackout Period?
- 3.) Am I in possession of any Material Non-public Information?
- 4.) Could my trading appear as if I were in possession of any Material Non-public Information?

If the answer to all of these questions is NO, as a final check, you must complete the Pre-clearance Process outlined below.

- 5.) Have I received trade pre-clearance?

If you have, you may trade. (Please note that no director, officer or employee is permitted at any time to write any options or short-sell securities of BioExx, even during a Trading Window.)

Note: The pre-clearance process is not a discretionary trading permission process administered by the CEO or CFO. It is intended as a final check and exchange of

information through which the seller may ensure that there is no material undisclosed information of which he/she is not aware, and of which he/she has a duty to be aware. When the pre-clearance check is submitted by phone or email, provided it is during a Trading Window and that there is not an Unscheduled Blackout Period in place or pending, once the CEO or CFO has confirmed to the seller by email that there is no material undisclosed information, the seller is free to sell and there is no requirement to obtain further “permission” to sell. Pre-clearance should be considered to expire at 5:00 p.m. on the second full trading day (i.e. a day that the Toronto Stock Exchange is open for trading) after the pre-clearance confirmation is given, provided that the Trading Window remains open during that time, and provided that there has been no subsequent notice of revocation of permission or subsequent notice of an Unscheduled Blackout Period during that time. If you wish to make a trade after that permission expires, you must go through steps 1 through 5 again.

- 6.) If you are a director or officer of BioExx, or otherwise considered by law to be an insider for reporting purposes, file (or arrange for the filing of) an Insider Trading Report with the regulator, within 5 days of the trade.

Pre-clearance Contact Information, for the Purposes of Part B, Step 5 of this Schedule

Contact one of the following individuals, in the order below. If for any reason you do not reach the individual by phone and need permission immediately, use the next contact point on this list until you reach someone. If you obtain trading permission, you will be issued the permission in writing (by email). It is important that you keep the permission as your proof of compliance with this Policy. We recommend that you keep the permission record for a minimum of 2 years.

| | | |
|----|-------------------------|---------------------|
| 1. | Chief Executive Officer | cschnarr@bioexx.com |
| 2. | Chief Financial Officer | gfuryk@bioexx.com |

Schedule III
Acknowledgement and Agreement

I acknowledge that I have read and understood the Insider Trading Policy (the “**Policy**”) of BioExx Specialty Proteins Ltd. (the “**Company**”) and agree to be bound by its terms. I acknowledge and agree that any breach or contravention by me of the Policy may result in sanction, or possibly, termination of my position by the Company.

NAME: _____

SIGNATURE: _____

DATE: _____