

Effective: November 6, 2019

**CORPORATE DISCLOSURE POLICY OF
AIRBOSS OF AMERICA CORP.**

1. Overview and Objectives

This Policy has been developed to promote consistent disclosure practices at AirBoss of America Corp. and its subsidiaries and affiliates (collectively, the "**Company**") and to ensure that: (a) disclosure of information is made in a timely, consistent, accurate and appropriate manner; (b) material information is broadly disseminated in accordance with all applicable legal, regulatory and stock exchange requirements; and (c) confidential information of the Company (including material information) is not improperly used or disclosed. This disclosure policy applies to all directors, officers, contractors, consultants and employees of the Company, and references herein to "**employees**" should be read to include all such individuals.

This Policy deals with how the Company and its employees handle confidential information about the Company, including material undisclosed information, and all methods of communication of information to the public, including: (i) written statements made in documents filed with securities regulators, annual and quarterly reports, news releases; (ii) information posted on the Company's websites (including investor presentations), and on social media sites and disclosed via other electronic communications; and (iii) oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media, speeches at industry events, press conferences and conference calls.

2. Material Information

(a) What is Material Information?

"**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 the Company's securities, or any information a reasonable investor would consider important in making an investment decision with respect to securities of the Company. Examples of such information include, but are not limited to, those listed in Schedule A to this Policy.

(b) Significance of Material Information and the Company's Obligations

When information constitutes material information that has not previously been "generally disclosed", the Company is legally obliged to disclose it immediately upon it becoming known to management. Information is "**generally disclosed**" if (i) the information has been disseminated in a manner calculated to effectively reach the marketplace and (ii) public investors have been given a reasonable amount of time to analyze the information. While the obligation is to disclose this information immediately, there will necessarily be a period of time during which the Company is preparing to make this disclosure when some people at the Company will be aware of that information. During this period of time, those people will be in possession of "**material undisclosed information**". This situation creates opportunities for insider trading, tipping and selective disclosure. These actions are damaging both for the individuals involved and for the

Company and are strictly prohibited under this Policy and under other policies of the Company, including the Company's **Insider Trading Policy**. Insider trading and tipping are also illegal activities that can subject an individual to criminal sanctions.

(c) Your obligations with respect to Material Information

In addition to refraining from engaging in insider trading, tipping and selective disclosure, as an employee of the Company your general obligations with respect to material information are set out below.

- (i) **Disclose material information to the Disclosure Committee.** Immediately upon becoming aware of any information that *may* be considered material and that has not yet been generally disclosed, you are required to report it to a member of the Disclosure Committee (as defined below). If you are unsure whether such information has been generally disclosed, or whether such information is in fact “material”, you should consult with your supervisor or a member of the Disclosure Committee.
- (ii) **Do not disclose material information to others.** If you are in possession of any material information you are not permitted to disclose such information, even to other employees, except as may be permitted by this Policy under Section 7 “Confidentiality”, or as you are required to by applicable law.
- (iii) **Confirm accuracy of disclosure documents you are asked to prepare or review.** If you are asked to help prepare or review an offering document or other continuous disclosure document of the Company, you must consider all information about the Company of which you are aware in order to adequately assess whether the disclosure being reviewed is accurate, fails to state a material piece of information or is misleading or inaccurate in any way. You must bring to the attention of a member of the Disclosure Committee any information that you know or reasonably believe to be misleading or inaccurate in the document. You should also advise a member of the Disclosure Committee if you believe that the document omits to state a fact or information that may be material to an understanding of the results of operations of the Company or the performance of the Company as a whole.

(d) Selective Disclosure of Material Information

The Company disseminates material information broadly to the market in accordance with all applicable legal, regulatory and stock exchange requirements in a timely fashion. It does not disclose such information selectively to certain groups or individuals, such as analysts or institutional investors, before it has been disclosed to the public. This type of "selective disclosure" is both improper and illegal. It also constitutes a violation of this Policy.

Where it appears that material undisclosed information may have inadvertently been disclosed in a selective forum, a member of the Disclosure Committee and Company counsel should be notified immediately. If the Disclosure Committee determines that an unintentional selective disclosure has been made, the Company will take immediate steps to rectify the situation, including (i) notifying the recipient of such material undisclosed information that such information has not yet been generally disclosed and must remain confidential and that he or she

must not trade in securities of the Company until such information is generally disclosed and (ii) if the Disclosure Committee determines that general disclosure of such material information is required, issuing a news release in order to generally disclose that information following notification to the relevant stock exchanges.

3. Procedure for the Disclosure of Company Information

(a) Disclosure Committee

The decision about whether information is material and what action should be taken so that the necessary disclosure will be made in accordance with all legal, regulatory and stock exchange requirements will only be made by a majority of a committee that shall be constituted by the Board of Directors of the Company from time to time (the "**Disclosure Committee**"). The current Disclosure Committee is set out in Schedule B. The Disclosure Committee will monitor developments in the Company's business and affairs, will determine when such developments require public disclosure and will approve the content of such public disclosure.

In making materiality judgements, the Disclosure Committee will consider the nature of the information itself, the potential impact on the market price of the Company's securities and prevailing market conditions. These factors will be reviewed and considered with other applicable factors as required on a case-by-case basis. The Disclosure Committee shall consult with Company counsel and has the authority to seek the advice of outside counsel as necessary to ensure that the Company's disclosure complies with all applicable legal, regulatory and stock exchange requirements.

(b) Designated Spokespersons

The Disclosure Committee will designate, from time to time, a limited number of spokespersons ("**Designated Spokespersons**") responsible for all public communication. The current Designated Spokespersons are set out in Schedule B. Designated Spokespersons can authorize certain other employees to speak to members of the public, industry participants and certain local media about **non-material** information in the ordinary course of their duties. Employees currently so authorized are also set out in Schedule B.

(c) Disclosure of Material Information and Financial Information

Information that the Disclosure Committee has determined to be material undisclosed information will be disclosed promptly by news release in accordance with paragraph 4(a) below, except in restricted circumstances where applicable law or regulation allows for the maintenance of confidentiality for a period of time or for making regulatory filings on a confidential basis. Disclosure must include any information the omission of which would make the rest of the disclosure misleading. Unfavourable information will be disclosed as promptly as favourable information. If the Company subsequently learns that a disclosure document contained a material error, the information will be promptly corrected by news release or other appropriate corrective action.

The contents of each release of previously undisclosed material information **in whatever form and regardless of the method of dissemination** must be reviewed and approved by the

Disclosure Committee and by legal counsel (either Company counsel or external counsel). Evidence of such review and approval shall be included with a copy of the release published in the Company records.

The contents of regulatory filings (including financial statements, annual information forms, and management information circulars) will be approved by the Board and the Audit Committee, as required by applicable laws and their respective charters.

In addition, each release that contains previously undisclosed annual or interim financial statement information must be reviewed by the Audit Committee prior to its release.

4. Specific Forms of Disclosure

(a) News Releases

The Company will disseminate its news releases through an approved news wire service that provides simultaneous national and/or international distribution. News releases will be transmitted to all stock exchange members, relevant regulatory bodies, major business wires and national financial media. As required by the Toronto Stock Exchange, a copy of all proposed news releases will be provided to the Market Surveillance department. If a news release contains previously undisclosed material information, it shall not be released during market hours without the prior approval of market surveillance and the securities of the Company may be temporarily halted if deemed appropriate. If a news release announcing previously undisclosed material information is issued outside of trading hours, market surveillance will be notified before the next market open. Issued press releases will be posted on the Company's website as soon as practicable after release of the newswire.

(b) News Releases Containing Non-Material Information

Although the Company is not required to disclose non-material information, it may in some circumstances be necessary or desirable to do so. In such circumstances, all news releases containing solely non-material information will be reviewed by the Company's Executive Vice-President, Corporate, or any officer of the Company performing a similar role. For greater certainty, this requirement applies to all press releases of subsidiaries or affiliates of AirBoss of America Corp.

(c) Conference Calls

Conference calls may be held for quarterly earnings or for a major corporate development. Conference calls will be preceded by a news release announcing the date and time of the call and providing information on how interested parties may access the call. The Company may also send invitations to analysts, institutional investors, the media and others to participate. A tape recording of the call or archived audio on the Company's website will be made available following the call for a reasonable period of time. At the beginning of the call, a Designated Spokesperson will provide appropriate cautionary language with respect to any forward-looking information ("**FLI**") and, where applicable, direct participants to publicly available documents containing the assumptions and sensitivities and a full discussion of the risks and uncertainties.

(d) Industry Presentations

An employee who is invited to make speeches or presentations about the Company to industry groups, conferences, large employee and public meetings etc. must receive the approval of the Disclosure Committee prior to accepting such invitations. In addition, the content of any speeches and presentations to external audiences or large internal audiences that contain material financial and operational results, significant competitive or strategic issues, or matters that could affect the Company's reputation or share price, must be reviewed by a member of the Disclosure Committee.

(e) Electronic Communications

"Electronic communications" include e-mail, any information posted on websites, documents posted on the System for Electronic Document Analysis and Retrieval (SEDAR) and all forms of communications on social media applications on the internet in general. All electronic communications must comply with applicable laws and this Policy.

Company website. The President is responsible for monitoring the investor relations section of the Company's website. The President shall monitor all corporate information placed on the website to ensure that it is accurate, complete and up to date. Any material changes in that information must be updated immediately. Although the Company views electronic communications as an extension of its formal disclosure record, it recognizes that disclosure on its website does not comply with its legal and stock exchange requirements to broadly disseminate information that is considered material undisclosed information. **Any disclosure of previously undisclosed material information must first be made by news release in accordance with paragraph 4(a) above before it is placed on the Company website.**

Publicly filed documents, including news releases and interim and annual SEDAR filings, should be made available on the Company's website as soon as practical after filing. Other documents containing information about the Company, including investor presentations will be placed on the website as soon as possible after they are available.

Third party web sites and social media sites. "Social media sites" include blogs, apps, online forums, chat rooms, bulletin boards, Twitter, Facebook, LinkedIn, content sharing websites and other digital channels established for online social interaction and connection. Any post on a social media site or other third party website containing information regarding the Company (whether or not such information is material), and any posting of a link to Company information on social media or a third party website, must have the prior consent of the Disclosure Committee. Social media sites are generally not an appropriate way to release Company information and shall not be used to release material information at any time, unless released in accordance with any social media policy in place from time to time. No employee shall establish any social media site or account on behalf of the Company or appearing to be connected to the Company without the prior approval of the Disclosure Committee. The Disclosure Committee shall have the authority to establish such additional rules as it sees fit relating to Company social media sites and social media posts, including with respect to the personnel authorised to manage such activity, the permitted content of such posts and policies for the retention of information posted on such sites.

Employees are prohibited from participating on social media sites (including in internet chat rooms, bulletin boards and newsgroup discussions) on matters pertaining to the Company's activities or its securities. Employees who encounter a discussion pertaining to the Company should advise a Designated Spokesperson immediately so the discussion may be monitored. Employees should also read and be familiar with their obligations with respect to electronic communications and social media under the **AirBoss Code of Business Conduct and Ethics**.

5. Contacts with Analysts, Investors and the Media

(a) Communicating with Analysts, Investors and the Media

The Company may meet with analysts, investors and the media and may initiate contacts or respond to inquiries in a timely, consistent and accurate fashion in accordance with this Policy. **Only Designated Spokespersons may communicate with analysts, investors or prospective investors, market professionals and members of the investing community and media without specific authorization of the Disclosure Committee.** The Company recognizes that such communications are an important element of the Company's investor relations program. At all times the Company will provide only publicly available or non-material information and shall not provide any non-material information that when aggregated could result in the communication of material undisclosed information. Any speeches, presentations and other communications 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.

(b) Reviewing, Commenting on and Distributing Analyst Reports and Models

The Company will not provide feedback on research reports or financial models except for confirming or correcting factual matters in respect of previously disclosed historical information, nor will it discuss near-term operational results or comment on earnings estimates with research analysts or investors. The Company will not place any such reports or financial models on its website or make them generally available to the public or employees as to do so may be reviewed as an endorsement. The Company may distribute analyst reports to the Board of Directors, senior management, credit agencies and its financial and professional advisors to assist them in the course of their professional activities.

(c) Quiet Period

The Company observes a quarterly quiet period during which it will generally not initiate meetings or telephone contacts with analysts, investors or the media, other than responding to inquiries concerning publicly available or non-material matters. The Company does not, however, have to stop all communications with analysts or investors during this period; for example, the Company may participate in investment meetings and conferences organized by other parties, as long as previously undisclosed material information is not disclosed. However, during quiet periods the Company will not provide any earnings guidance or comments with respect to current or future period operations or expected results to analysts, investors or other market professionals other than pursuant to a news release. Any external communications relating to the Company's business or operations may only be given during a quiet period with

the prior consent of the Disclosure Committee. The quiet period will commence on the first day of the month following the end of a fiscal quarter and will end 48 hours after the issuance of a news release disclosing the results for such quarter. Other quiet periods will be instituted from time to time in appropriate circumstances, such as during public distributions of securities and prior to the announcement of significant transactions.

6. Other Types of Information

(a) Rumours

Generally, the Company's policy is to neither confirm nor deny rumours when asked for comment. Unless otherwise required by the applicable stock exchange or securities regulatory authority, a Designated Spokesperson will respond by stating that it is the Company's policy not to comment on market rumours. Only the Disclosure Committee and the Designated Spokespersons may deal with market rumours relating to the Company. All external inquiries shall be referred to the President.

(b) Forward Looking Information

Should the Company elect to disclose forward looking information ("FLI") in continuous disclosure documents, speeches, conference calls and in other disclosure materials, any such information will be clearly identified as forward looking and will be accompanied by appropriate cautionary language. If the FLI is deemed material information it will be disseminated as a news release and, if it contains future-oriented financial information or other financial outlook, shall be subject to the prior review of the Audit Committee. The FLI will be accompanied by a statement that identifies the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement and a description of the factors or assumptions that were used in making the forward looking statement. The FLI will also be accompanied by a statement that disclaims the Company's intention or obligation to update or revise the FLI, whether as a result of new information, future events or otherwise.

7. Confidentiality

For purposes of this Policy, "confidential information" includes all information disclosed to an employee or of which an employee becomes aware which is non-public, confidential or proprietary in nature, in any format (including written, oral visual, electronic or otherwise) concerning: (a) the Company and its business plans, strategies, internal reports and analyses, training and knowledge-based materials, financial and operational data, costs, pricing and sales information (including price lists, marketing plans, customer lists), financial results, legal matters (including regulatory investigations and compliance matters) and contractual matters; and (b) all information relating to the Company's customers, including payment information, or employees, including personal information.

Employees who are not Designated Spokespersons must not communicate confidential information, material or otherwise, to anyone unless authorised to do so by this Policy and any other applicable Company policies and procedures. All external inquiries or requests for such confidential information must be referred to a Designated Spokesperson or a member of the Disclosure Committee. Employees will work to ensure that confidential information is kept

confidential until released. The only permitted disclosures of confidential information by employees are: (i) to third parties with a signed confidentiality agreement with the Company approved by Company counsel; (ii) to third parties that Company counsel confirms are subject to professional conduct, legal or equitable obligations of confidentiality such as lawyers, accountants, rating agencies and regulators; (iii) to the extent an employee is required to do so by applicable law; or (iv) to other employees with a legitimate need to know such information in connection with their duties and who have been advised of the confidential nature of such information; **provided that under no circumstances can material information be provided to a third party without the consent of a member of the Disclosure Committee.**

In order to prevent the misuse or inadvertent disclosure of confidential information, and in addition to all other reasonable precautions, the procedures set forth below should be observed by employees at all times:

- (i) confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- (ii) confidential documents and files should not be read in public places, left in unattended in meeting rooms or left in hotel rooms or private residences where they can be accessed by others;
- (iii) transmission of documents via 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;
- (iv) access to confidential electronic data should be restricted through the use of passwords where possible;
- (v) unnecessary copying of confidential documents and files 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 and files should be shredded or otherwise destroyed;
- (vi) all proprietary information, including computer programs and other records, remain the property of the Company and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with the prior permission of the Company counsel;
- (vii) documents and electronic files 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 and code names should be used if necessary; and
- (viii) employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.

8. Retention of Disclosure Documentation

The Company will maintain a file of all disclosure documents prepared and filed with the securities regulators during the last ten years. The Company will also keep copies for five years of all widely distributed information sent to analysts and investors and copies of analyst reports on the Company. Transcripts or recordings of public conference calls shall be retained by the Company for five years as should any written notes that may be taken at meetings between senior executives and analysts.

Nothing in this Policy is intended to lessen the number of years documents must be kept by the Company pursuant to any applicable legal requirements.

9. Enforcement and Reporting of Violations

It is the responsibility of all employees to comply with this Policy, and a failure to do so may result in legal sanctions against the individual employee and the Company. Any employee who violates this Policy may also face disciplinary action by the Company up to and including termination of his or her employment with the Company without notice. If it appears that an employee may have violated such laws, the Company may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment.

Without limiting the terms of this Policy, employees are expected to comply with all applicable securities laws at all times, including complying with applicable insider trading rules and reporting obligations.

Adherence to and respect for the rules and procedures outlined in this Policy is fundamental to the reputation and continued success of the Company.

If you become aware of a possible violation of this Policy you are encouraged to report this to a member of the Disclosure Committee or otherwise in accordance with the AirBoss Code of Business Conduct and Ethics or the AirBoss Whistleblower Policy.

The Board of Directors (the "**Board**") has reviewed and approved this Policy. The **Disclosure Committee** is responsible for recommending updates to this Policy as required and will report to the Board with respect to the policy from time to time. Questions about this Policy should be directed to a member of the Disclosure Committee.

SCHEDULE A

Examples of Potentially Material Information

The following are examples of information that would be material information if they result in, or would reasonably be expected to result in, a significant change in the market price or value of any of the securities of the Company:

- Changes in share ownership that may affect control of the Company
- Major reorganizations, amalgamations or mergers
- Takeover bids, issuer bids or insider bids
- 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 the Company's dividend payments or policies
- The possible initiation of a proxy fight
- Material modification to rights of security holders
- A significant increase or decrease in near-term earnings prospects
- Unexpected changes in 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
- 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

- Change 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

SCHEDULE B

Disclosure Committee:

Chairman and CEO, President, CFO, CEO and Company counsel

Designated Spokespersons:

Chairman and CEO, President, CFO and CEO

Other Employees Authorized to communicate non-material information:

Divisional Senior Vice-Presidents, Chief Executive Officers or persons serving a similar role