

BRADMER PHARMACEUTICALS INC.

INSIDER TRADING POLICY

Introduction: Bradmer Pharmaceuticals Inc. (the “Corporation”) encourages all employees, members of management and members of the Board of Directors to become shareholders on a long-term investment basis. But management, employees, members of the Board of Directors and others who are in a “special relationship” with the Corporation (“Insiders”) from time to time become aware of internal developments or plans which may affect the value of securities before those developments or plans are made public. In order to avoid insider trading violations, the Corporation has established the following policies for all persons who may have access to such information.

Offense: It is always improper and in most cases illegal for insiders to trade in securities using inside information that is not generally available to the public investor, or to inform others of such information (“tipping”) other than in the necessary course of business. Improper trading with, or disclosure of inside information may expose the violator to prosecution or lawsuits and will be considered cause for summary dismissal.

Person Affected: All of the following persons are in a “special relationship” with the Corporation and are expected to observe these policies:

- all directors, officers and employees of, and other persons retained by, the Corporation or its subsidiaries, their spouses, children, and other family members; and
- partnerships, trusts, corporations, R.R.S.P.’s, etc. over which such persons have control, direction or ownership.

Policies:

1. **No Trading on Inside Information:** No securities issued by the Corporation may be acquired or disposed of at any time with knowledge of any information (“inside information”) concerning the Corporation or its subsidiaries that is not generally known to the public and which could have a significant affect on the market price or value of any securities of the Corporation. Examples of inside information are set out in Schedule “A”. In order to avoid any implication of impropriety, all Insiders are required to clear, in advance, any trading of securities with the Chief Financial Officer in order to confirm that there is no inside information (favourable or unfavourable) concerning the Corporation that has not been generally disclosed.

Inside information is not to be considered generally known to the public until the third trading day after such information is released to the public. Accordingly, you should not engage in any transactions involving securities of the Corporation (including involving securities of the Corporation acquired prior to your involvement with the Corporation) until the third trading day after inside information has been released to the public. If the information is complex or is not

widely disseminated, you should consider waiting an even longer period of time.

Trading blackout periods will apply to those Insiders with access to undisclosed information concerning financial results during periods when financial statements are being prepared but results have not yet been publicly disclosed. Automatic trading blackout periods related to financial results will apply as follows:

- (a) for members of management and employees of the Corporation, the blackout period shall commence on the first day of the month following the end of a quarter or fiscal year and shall end on the third trading day following the issuance of a news release disclosing results for applicable fiscal period.
- (b) for members of the Audit Committee and other members of the Board of Directors, the blackout period shall commence upon receipt of any information concerning the results of the Corporation for the applicable fiscal period (including, for example and without limitation, the receipt of the audit committee package for the fiscal period, the receipt of draft financial statements for approval or arising from discussions with external auditors, management or other Insiders) and shall end on the third trading day following the issuance of a news release disclosing results for applicable fiscal period.

Blackout periods may also be prescribed from time to time as a result of special circumstances relating to the Corporation pursuant to which Insiders will be precluded from trading in securities of the Corporation. In the case of such special circumstance blackout periods, Insiders will be notified when the blackout is lifted, if the duration was not stated at the outset. The appropriate time to lift the blackout will usually be third trading day after relevant information is released to the public.

The prohibition on the trading of securities of the Corporation during a blackout period does not include the exercise of stock options (i.e. the purchase of shares) granted under the Corporation's stock option plan; however, the sale of shares acquired upon exercise of stock options and the same-day "cashless exercise" of stock options (simultaneous purchase of shares under option and sale of shares so acquired) through a broker is considered a sale of shares for this purpose.

Insiders may apply to the Chairman of the Audit Committee for approval to trade securities of the Corporation during a blackout period.

2. **Certification:** All insiders shall execute a certification regarding acknowledgment of and compliance with the policies and procedures set forth in this policy statement. On a periodic basis, all Insiders shall certify as to compliance with the policies and procedures set forth in this policy statement and with the prohibition on insider trading.

3. **No Tipping:** Insider information is to be kept strictly confidential by all concerned until after it has been released to the public. Discussing it within the hearing of, or leaving it exposed to any person who has no need to know is to be scrupulously avoided at all times. Persons in a special relationship to the Corporation are prohibited from passing inside information to others outside of the necessary course of business.

4. **No Speculating:** There shall be no speculation in securities of the Corporation. This includes all dealings in puts and calls, all short sales and all buying or selling on the market with the intention of quickly reselling or buying securities.

5. **Caution:** The policies and procedures set forth herein with respect to the trading of securities by Insiders present only a general framework within which an employee may purchase and sell securities of the Corporation without violating insider trading laws. The Insider has the ultimate responsibility for complying with insider trading laws. The employee should, therefore, view these policies and procedures as the minimum criteria for compliance with insider trading laws and should obtain additional guidance whenever possible. A good rule of thumb to follow at all times is: carefully avoid any trading or disclosure which might be, or appear to be, unfair to public investors.

Should you have any questions or wish information concerning the above, please contact the Chief Financial Officer, who would be happy to discuss these issues.

SCHEDULE A

It is somewhat difficult to define precisely what constitutes material information and what might not be considered to be material. Some common examples of material information are:

Changes in Corporate Structure

- changes in share ownership that may affect control of the Corporation
- 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 shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in the Corporation'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 Corporation's assets

- any material change in the Corporation's accounting policy

Changes in Business and Operations

- any development that affects the Corporation'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 Corporation'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 Corporation'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 corporation

Changes in Credit Arrangements

- any mortgaging or encumbering of the Corporation's assets
- the borrowing or lending of a significant amount of money
- 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