

Route1 Inc.

Insider Trading and Company Policy

1.0 Introduction

Route1 Inc. (hereafter “**Route1**” or the “**Company**”) is listed on the TSX Venture Exchange (hereafter “**TSXV**”). Companies listed on the TSXV comply with two (2) sets of rules:

- Securities laws governing corporate disclosure, confidentiality and director, officer, employee and all consultant or contractors to Route1 or its subsidiaries (hereafter collectively “**Insider**”) trading;
- The TSXV’s Policy Statement on Timely Disclosure, which expands on the requirements on securities law.

The purpose of this Policy is to inform all Insiders of their personal obligations with respect to trading Route1 Securities and the Company’s policies and procedures with respect to such trades. These guidelines should be adopted by all Insiders.

The information provided in this Policy applies to insider trading rules for Insiders, as well as their family members, and others, in each case where such persons have or may have access to insider information.

Any appearance of impropriety, however inadvertent, on the part of anyone employed by or associated with Route1 could seriously harm our reputation. Employees’ trading on insider information is not only illegal, it tarnishes corporate credibility.

Canadian securities laws impose a number of important obligations on Route1 Inc. and its Insiders. These laws are very complex and it is possible to be in violation of one or more of these duties even unintentionally. Increasing your awareness of the obligations imposed on public companies and their Insiders, and following the suggested guidelines and company policy, can help you reduce the risk to yourself and your family members of non-compliance and avoid personally incurring some serious consequence

2.0 What Are My Obligations Regarding Trading On Insider Information?

An Insider who has material information, which has not yet been disclosed to the public (i.e. insider information), must not:

- trade in securities based on that information; or
- tip (i.e. disclose) the information to other people

until the information has been disclosed to the rest of the public, and sufficient time has passed to allow the information to be disseminated to the market. **This policy also applies to trading in the securities of any other company, including our customers or suppliers, if you have material inside information of that company obtained in the course of employment by Route1 Inc.**

The very same restrictions apply to your family members and others living in your household. All Insiders are expected to be responsible for the compliance with these restrictions on their immediate family and personal households.

Material or Inside Information means:

Information relating to a company's business and affairs that significantly affect, or would reasonably be expected to have a significant affect on, the market price or value of Route1 Inc.'s shares. This includes, but isn't limited to, information regarding product innovations (or material bugs), ship dates, operating results, sales or profit figures, changes in senior management, material acquisitions of assets or companies, material transactions where we are the target, threatened material litigation, proposed securities issuances or repurchases.

Section 2.5 of the TSXV Policy 3.3 deems the following events, without limiting the concept of Material Information above, as material in nature and require immediate disclosure:

- (a) any issuance of securities by way of statutory exemption or Prospectus;
- (b) any change in the beneficial ownership of the Issuer's securities that affects or is likely to affect the control of the Issuer;
- (c) any change of name, capital reorganization, merger or amalgamation;
- (d) a take-over bid, issuer bid or insider bid;
- (e) any significant acquisition or disposition of assets, property or joint venture interests;
- (f) any stock split, share consolidation, stock dividend, exchange, redemption or other change in capital structure;
- (g) the borrowing or lending of a significant amount of funds or any mortgaging, hypothecating or encumbering in any way of any of the Issuer's assets;
- (h) any acquisition or disposition of the Issuer's own securities;
- (i) the development of a new product or development which affects the Issuer's resources, technology, products or markets;
- (j) the entering into or loss of a significant contract;
- (k) firm evidence of a significant increase or decrease in near-term earnings prospects;
- (l) a significant change in capital investment plans or corporate objectives;
- (m) any change in the board of directors or senior officers;
- (n) significant litigation;
- (o) a significant labour dispute or a dispute with a major contractor or supplier;
- (p) a Reverse Take-Over, Change of Business or other Material Information relating to the business, operations or assets of the Issuer;

- (q) an event of default under a financing or other agreement;
- (r) a declaration or omission of dividends (either securities or cash);
- (s) a call of securities for redemption;
- (t) the results of any assets or property development, discovery or exploration by a Mining or Oil and Gas Issuer, whether positive or negative;
- (u) any oral or written agreement to enter into any management contract, investor relations agreement, service agreement not in the normal course of business, or Related Party Transaction, including a transaction involving Non Arms Length Parties;
- (v) any amendment, termination, extension or failure to renew a renewable agreement for the provision of any service listed in section (u) above;
- (w) the establishment of any special relationship or arrangement with a Member or other registrant;
- (x) any movement by an Issuer between Tiers; and
- (y) designation or removal by the Exchange of an Issuer's Inactive status.

Either positive or negative information may be material. If you should have any questions regarding whether certain information is "material", contact Anthony Rzepka, EVP & CFO at (416) 848-8391 ext. 2224 or email anthony.rzepka@route1.com.

Trade in securities includes, but is not limited to:

a purchase, sale or transfer of shares, a grant of options and/or an exercise of options, made by the Insider or by another person or company over which the Insider exercises control or direction.

3.0 Am I An Insider For Purposes Of Filing Insider Trading Reports?

To determine whether or not you are an insider for this purpose, please read the definitions of an insider, and an officer below. If your position at Route1 Inc. is described under the insider definition (either by virtue of your title or because you are in fact fulfilling the role) than the cautious view is that you are an insider for purposes of filing insider trading reports. A director refers to a member of the board of directors.

Insider means:

- every director or senior officer of Route1 Inc.;
- every director or senior officer of Route1 Inc. subsidiaries;
- every director or senior officer of a company that is itself an insider of Route1 Inc.;
- any person or company who beneficially owns, directly or indirectly, voting securities of Route1 Inc. or who exercises control or direction over voting securities of Route1 Inc. or

a combination of both carrying more than 10% of the voting rights attached to all voting securities of Route1 Inc.

Officer means:

The chairman of the board of directors, any vice chairman of the board of directors, the president, any vice-president, the secretary, the assistant secretary, the treasurer, the assistant treasurer and any general manager or managing director of Route1 Inc., and any other person designated an officer of Route1 Inc. by by-law or similar authority, or any individual acting in a similar capacity on behalf of Route1 Inc.

4.0 What Are My Obligations As An Insider For Filing Purposes?

Beyond the trading and tipping restrictions described above, you must file certain reports with the various regulatory authorities. An Insider Trading Report must be filed within **10 days** of becoming an Insider. The report must disclose your direct or indirect beneficial ownership or control over Route1's securities at the date you become an Insider. Thereafter, subsequent Insider Trading Reports must be filed within **10 days** after the date of any change in your ownership of Route1 securities and each time you trade in Route1 securities. Securities regulatory authorities have established a System for Electronic Disclosure by Insiders ("SEDI") to facilitate the filing and public dissemination of "insider reports" in electronic format via the Internet. Please visit www.sedi.ca to register and set up a conditional account for filing purposes.

Preparation and filing of Insider Trading Reports are the **personal responsibility** of all Insiders. For assistance with filing Insider Trading Reports, please contact Anthony Rzepka, EVP and CFO at (416) 848-8391 ext. 2224 or email anthony.rzepka@route1.com.

5.0 Additional Prohibited Transactions

Effective immediately, no Insider may trade in Route1 Inc. securities for a period beginning **two weeks prior to and ending one complete calendar day after** the quarterly and/or annual statements have been released to the public. Please note that this is a company wide policy. Compliance with this does not ensure that you have complied with general securities law. Please refer to the Route1 web site (www.route1.com) for the Company's reporting dates. **Note that even when trading is permitted by this Policy, you are not permitted to buy or sell securities if you are an insider and have knowledge of material non-public information.**

Short Sales

Because we believe it is improper and inappropriate for any Route1 Inc. personnel to engage in short sales of Company shares, it is Route1's policy that Insiders may not engage in short sales of Route1's shares under any circumstances. For the purposes of this Policy, "short sales" means the purchase or sale of securities with the intention of reselling or buying back in relatively short period time in the expectation of a rise or fall in the market price of such securities.

Pre-Clearance of All Trades by Directors and Officers

To provide assistance in preventing inadvertent violations and avoiding even the appearance of an improper transaction (which could occur, for example, when an officer engages in a trade while unaware of a pending major development), Route1 has implemented the following procedures:

- All transactions in Route1 Inc. shares by directors and officers, as well as certain other designated personnel, must be pre-cleared by Anthony Rzepka, EVP and CFO at (416) 848-8391 ext. 2224 or email anthony.rzepka@route1.com. This pre-clearance requirement does not apply to exercises of options granted under any Route1 stock option plan.

6.0 Penalties and Consequences

Under applicable securities legislation, violation of insider trading laws is a serious offence. An Employee or Insider who fails to comply with the insider trading laws is exposed to civil liability, fines and/or imprisonment, in addition to embarrassment and damage to his or her reputation. Further, Route1's reputation may be damaged. Route1 may discipline and/or terminate its relationship with any Employee or Insider who breaches this Policy. In addition, Route1 may also report a failure to comply with this Policy to the relevant securities enforcement authorities.

Every Employee of Route1, in the exercise of his or her own judgment, must determine whether any contemplated trade is in compliance with this Policy. This Policy in no way relieves Insiders or Employees of their legal obligations not to buy or sell securities of Route1 with knowledge of any material information and neither Route1 nor its directors, officers or employees shall be liable to any Insider or Employee for any act or omission taken or not taken by any of them in the enforcement of this Policy.

Any questions concerning this Policy should be directed to Anthony Rzepka, EVP and CFO at (416) 848-8391 ext. 2224 or email anthony.rzepka@route1.com.

The Secretary of the Board of Route1 is responsible for administering this Policy.

7.0 Company Assistance

Anyone who has any questions about specific transactions may obtain additional guidance from Anthony Rzepka, EVP and CFO at (416) 848-8391 ext. 2224 or email anthony.rzepka@route1.com.

8.0 Certifications

Insiders are required to certify their understanding of and intent to comply with this Policy. Officers, directors and other "insiders" may be required to certify compliance on a regular basis.

SCHEDULE A

Agreement to Comply

I have read and fully understand Route1's Insider Trading and Company Policy and intend to comply with such Policy.

Name

Date