



# ***CORPORATE DISCLOSURE POLICY***

power  
growth  
precision



Approved March 18, 2019



## CORPORATE DISCLOSURE POLICY

<b>Table of Contents</b>	<b>Page</b>
Objective and Scope .....	3
Principles of Disclosure of Material Information .....	3
Trading Restrictions and Blackout Periods.....	4
Maintaining Confidentiality .....	4
Designated Spokespersons .....	5
News Releases .....	6
Rumours.....	6
Contacts with Analysts, Investors and the Media .....	6
Reviewing Analyst Draft Reports and Models .....	7
Distributing Analyst Reports .....	7
Forward-Looking Information .....	7
Managing Expectations .....	8
Quiet Periods .....	8
Disclosure Record.....	8
Responsibility for Electronic Communications.....	8
Communication and Enforcement .....	9
Appendix I – Employee Acknowledgement .....	10



## CORPORATE DISCLOSURE POLICY

### Objective and Scope

The objective of the Corporate Disclosure Policy (the “**Disclosure Policy**”) is to ensure that communications to the investing public about Maxim Power Corp. (“**MAXIM**” or the “**Corporation**”) are:

- timely, factual and accurate; and
- broadly disseminated in accordance with all applicable legal and regulatory requirements.

This Disclosure Policy confirms in writing MAXIM’s existing disclosure policies and practices. Maxim’s goal is to raise awareness of the Corporation approach to disclosure among the board of directors, senior management and employees.

This Disclosure Policy extends to all employees of MAXIM, its board of directors and those authorized to speak on its behalf. It covers disclosure in documents filed with the securities regulators and written statements made in MAXIM’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on MAXIM’s website and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

### Principles of Disclosure of Material Information

Material information is any information relating to the business and affairs of MAXIM that results in, or would reasonably be expected to result in a significant change in the market price or value of MAXIM’s securities or that would reasonably be expected to have a significant influence on an investor’s decisions. In complying with the requirement to disclose promptly all material information under applicable laws and stock exchange rules, MAXIM will adhere to the following basic disclosure principles:

1. Material information will be publicly disclosed immediately via news release;
2. In certain circumstances, the Chief Executive Officer (the “**CEO**”) or the Chief Financial Officer (the “**CFO**”) of MAXIM may determine that such disclosure would be unduly detrimental to MAXIM (for example, if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until Management determines it is appropriate to publicly disclose. In such circumstances, MAXIM will file a confidential material change report with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential (also see ‘*Rumours*’);
3. Disclosure must include any information which, if not included, would make the rest of the disclosure misleading (half truths are misleading);
4. Unfavorable material information must be disclosed as promptly and completely as favorable information;
5. Selective disclosure is not acceptable. Material information, which has not yet been disclosed, must not be disclosed to selected individuals (for example, in an interview with an analyst or in a telephone conversation with an investor). If previously undisclosed material information has been inadvertently disclosed to an analyst or any



other person not bound by an express confidentiality obligation, such information must be broadly disclosed immediately via news release;

6. Disclosure on MAXIM's website alone does not constitute adequate disclosure of material information; and
7. Disclosure must be corrected immediately if MAXIM subsequently learns that earlier disclosure by MAXIM contained a material error at the time it was given.

### **Trading Restrictions and Trading Blackout Periods**

It is illegal for anyone to purchase or sell securities of any public company with knowledge of material information affecting that company which has not been publicly disclosed. Except in the necessary course of business, it is also illegal for anyone to inform any other person of material non-public information. Therefore, insiders and employees with any knowledge of (i) confidential or material information about MAXIM or (ii) any knowledge about other public companies who are in negotiations with MAXIM for potential material transactions, are prohibited from trading shares in MAXIM or in the shares of the other company until the information has been fully disclosed, and a reasonable period of time has passed for the information to be widely disseminated.

Trading blackout periods will apply to those employees with access to material undisclosed information during periods when financial statements are being prepared but results have not yet been publicly disclosed. With respect to quarterly results, the trading blackout period commences on the twelfth business day of the month following the end of each quarter, and ends at the close of business on the first trading day following the issuance of a news release. With respect to annual results, the trading blackout period commences on the nineteenth business day of the month following the end of the fiscal year and ends at the close of business on the first trading day following the issuance of a news release.

Trading blackout periods may be prescribed from time to time by the CEO or CFO as a result of special circumstances relating to MAXIM pursuant to which some or all employees of MAXIM would be precluded from trading in securities of MAXIM. All parties with knowledge of such special circumstances should be covered by the trading blackout. Such parties may include external advisors such as legal counsel, investment bankers and other parties in negotiations for potentially material potential transactions. **If individuals have concerns about whether certain information is undisclosed material information or they are uncertain about whether a blackout period is in effect, inquiries should be directed to the CEO or the CFO of MAXIM.** In addition, employees are cautioned that if they should they become aware of undisclosed material information concerning another public corporation; they are obligated to refrain from trading in the securities of that corporation until the information is publicly disclosed.

### **Maintaining Confidentiality**

Any employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Communication by e-mail leaves a record of its passage that may be subject to later decryption attempts. All confidential information being transmitted over the Internet must be secured by the



strongest encryption and validation methods available. Where possible, employees should avoid using e-mail to transmit confidential information.

Outside parties privy to undisclosed material information concerning MAXIM will be told that they must not divulge such information to anyone else, other than in the necessary course of business and that they may not trade in MAXIM's securities until the information is publicly disclosed. Such outside parties may be asked to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

1. Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business;
2. Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
3. Confidential matters should not be discussed on wireless telephones or other wireless devices;
4. Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
5. Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
6. Transmission of documents by 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;
7. Unnecessary copying of confidential documents 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 should be shredded or otherwise destroyed; and
8. Access to confidential electronic data should be restricted through the use of passwords.

### **Designated Spokespersons**

MAXIM has designated the CEO or the CFO as the official spokespersons for MAXIM, to communicate with the investment community, regulators or the media. The CEO or CFO may, from time to time, designate others within MAXIM to speak on behalf of MAXIM as back-ups or to respond to specific inquiries.

Employees who are not authorized spokespersons **must not** respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by the CEO or the CFO. All such inquiries shall be referred to the CEO or the CFO.



## News Releases

Once the CEO or the CFO determines that a development is material, it will authorize the issuance of a news release, unless the CEO or the CFO determines that such developments must remain confidential for the time being. Appropriate confidential filings are then made and control of that inside information is instituted. Should a material statement inadvertently be made in a selective forum, MAXIM will immediately issue a news release in order to fully disclose that information.

**If the stock exchange(s) upon which shares of MAXIM are listed is open for trading, or will be open within 30 minutes of the time of a proposed announcement, prior notice of a news release announcing material information must be provided to the market surveillance department to enable a trading halt, if deemed necessary by the stock exchange(s). If a news release announcing material information is issued outside of trading hours, market surveillance must be notified at least 30 minutes before the market opens.**

Annual and quarterly financial results will be publicly released as soon as possible following approval by the board of directors of Maxim of the financial statements.

News releases will be disseminated 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 and major business wires.

News releases will be posted on MAXIM's website immediately after release over the news wire. The news release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

## Rumours

MAXIM does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. MAXIM's spokespersons will respond consistently to those rumours, saying, "*It is our policy not to comment on market rumours or speculation.*" Should the stock exchange request that MAXIM make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the CEO or the CFO will consider the matter and decide whether to make a policy exception. If the rumour is true in whole or in part, MAXIM will immediately issue a news release disclosing the relevant material information.

## Contacts with Analysts, Investors and the Media

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If MAXIM intends to announce material information at an analyst or shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.

MAXIM recognizes that meetings with analysts and significant investors are an important element of MAXIM's investor relations program. MAXIM will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst



and investor calls in a timely, consistent and accurate fashion in accordance with this Disclosure Policy.

MAXIM will provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. MAXIM cannot alter the materiality of information by breaking down information into smaller, non-material components.

When and where practical, spokespersons will keep notes of telephone conversations with analysts and investors, and more than one MAXIM representative will be present at individual and group meetings. If selective disclosure of previously undisclosed material information is inadvertently made, MAXIM will immediately disclose such information broadly via a news release.

### **Reviewing Analyst Draft Reports and Models**

It is MAXIM's policy to review, upon request, analysts' draft research reports or models. MAXIM will review the report or model for the purpose of pointing out errors in fact based on publicly disclosed information. When an analyst inquires with respect to his/her estimates, it is MAXIM's policy to question an analyst's assumptions if the estimate is significantly outside the range of estimates and/or MAXIM's published earnings guidance. MAXIM will limit its comments in responding to such inquiries to non material information. MAXIM will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model and earnings estimates.

In order to avoid appearing to "endorse" an analyst's report or model, MAXIM will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

### **Distributing Analyst Reports**

Analyst reports are proprietary products of the analyst's firm. Upon request, MAXIM will provide copies to persons outside of MAXIM or to employees of MAXIM. However, these reports will be accompanied with a statement to the effect that MAXIM does not necessarily endorse any analyst's opinions, estimates or forecasts as expressed in their reports.

MAXIM may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on MAXIM. If links are provided to the analysts or any other third party websites or publications, a statement will again be included on the site to the effect that that MAXIM does not necessarily endorse any analyst's opinions, estimates or forecasts as expressed in their reports.

### **Forward-Looking Information**

Should MAXIM elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

1. The information, if deemed material, will be broadly disseminated via news release, in accordance with this Disclosure Policy;
2. The information will be clearly identified as forward-looking;





3. MAXIM will identify all material assumptions used in the preparation of the forward-looking information;
4. The information will be accompanied by a statement that identifies, in very specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected; and
5. The information will be accompanied by a statement that disclaims MAXIM's intention or obligation to update or revise the forward looking information, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially off target, MAXIM may choose to issue a news release explaining the reasons for the difference. In this case, MAXIM will update its guidance on the anticipated impact on revenue and earnings (or other key metrics).

### **Managing Expectations**

MAXIM will try to ensure, through its regular public dissemination of quantitative and qualitative information that analysts' estimates are in line with MAXIM's own expectations. MAXIM will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

If MAXIM has determined that it will be reporting results materially below or above publicly held expectations, it will disclose this information in a news release in order to enable discussion without risk of selective disclosure.

### **Quiet Periods**

In order to avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, MAXIM will observe a quarterly quiet period, during which MAXIM will not initiate or participate in any meetings or telephone contacts with analysts and investors and no earnings guidance will be provided to anyone, other than responding to unsolicited inquiries concerning factual matters. With respect to quarterly results, the quiet period commences on the twelfth business day of the month following the end of a quarter and ends with the issuance of a news release. With respect to annual results, the quiet period commences on the nineteenth business day following the end of the fiscal year and ends with the issuance of a news release.

### **Disclosure Record**

MAXIM will maintain a five year file containing all public information about MAXIM, including continuous disclosure documents, news releases, and analysts' reports.

### **Responsibility for Electronic Communications**

This Disclosure Policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures shall also be responsible for electronic communications.

The CFO is responsible for updating the investor relations section of MAXIM's website and is responsible for monitoring all MAXIM information placed on the website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.





Investor relations material shall be contained within a separate section of MAXIM's website, and all data posted to the website including text and audiovisual material, shall show the date such material was issued. Any material changes in information must be updated immediately and a log maintained indicating the date that material information is posted and/or removed from the Investor Centre on Maxim's website.

The minimum retention period for material corporate information on the website shall be two years, unless otherwise required by law or regulation.

Disclosure on MAXIM's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on its website will be preceded by the issuance of a news release.

The CFO will also be responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this Disclosure Policy shall be utilized in responding to electronic inquiries.

In order to ensure that no material undisclosed information is inadvertently disclosed, employees are prohibited from participating in Internet chat rooms or newsgroup discussions pertaining to MAXIM's activities or its securities. Employees who encounter a discussion pertaining to MAXIM should advise the CEO or the CFO immediately, so the discussion may be monitored.

### **Communication and Enforcement**

This Disclosure Policy extends to all employees of MAXIM, its board of directors and authorized spokespersons. New directors, officers and employees will be provided with a copy of this Disclosure Policy and will be educated about its importance. Employees will be reminded about MAXIM's Disclosure Policy on an annual basis and whenever changes are made.

Any employee who violates this Disclosure Policy may face disciplinary action up to and including termination of his or her employment with MAXIM without notice. The violation of this Disclosure Policy may also violate certain securities laws. If it appears that an employee may have violated such securities laws, MAXIM may refer the matter to the appropriate regulatory authorities, which could lead to severe penalties.



**CORPORATE DISCLOSURE POLICY**

**APPENDIX I - ACKNOWLEDGEMENT OF DIRECTORS, OFFICERS, EMPLOYEES AND CONSULTANTS**

1. I confirm that I have received a copy of and have read, understand and will comply with the MAXIM Corporate Disclosure Policy.
2. I acknowledge that MAXIM reserves the right to amend the Corporate Disclosure Policy at any time, but I will be notified of any material changes through a "Management of Change" notification.

**The undersigned consents to all of the foregoing.**

**Name:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Date of Signature:** \_\_\_\_\_