

GUESTLOGIX INC.

Procedures and Guidelines Governing Securities Trades by Company Personnel

I. PURPOSE

This Policy provides guidelines to employees, independent contractors and consultants of the Company, executive officers and directors of GuestLogix Inc. (the ‘Company’ or “we”) with respect to transactions in the Company’s securities.

The purpose of these guidelines is to ensure that we comply with securities laws governing trading in securities of the Company while in possession of material nonpublic information concerning the Company, and tipping or disclosing ‘Material Nonpublic Information’ to outsiders; and to avoid the appearance of improper trading or tipping.

II. APPLICABILITY OF POLICY

This Policy applies to all transactions in the Company’s securities, including common stock and options.

It applies to all executive officers of the Company, all members of the Company’s Board of Directors, and all employees, independent contractors and consultants of the Company who receive or have access to Material Nonpublic Information regarding the Company. This group of people, members of their immediate families, and members of their households are sometimes referred to in this Policy as ‘Insiders.’ This Policy also applies to any person who receives Material Nonpublic Information from any Insider.

Any person who possesses Material Nonpublic Information regarding the Company is an Insider for so long as the information is not publicly known (i.e. has not been fully disclosed). Any employee, independent contractor and consultant of the Company can be an Insider from time to time, and would at those times be subject to this Policy.

III. STATEMENT OF POLICY

GENERAL POLICY

It is the policy of the Company to oppose the unauthorized disclosure of any nonpublic information acquired in the workplace and the misuse of Material Nonpublic Information in securities trading.

SPECIFIC POLICIES APPLICABLE TO ALL EMPLOYEES, EXECUTIVE OFFICERS, DIRECTORS AND OTHERS

1. TRADING ON MATERIAL NONPUBLIC INFORMATION. No director, officer, employee, independent contractor or consultant of the Company, and no member of the immediate family or household of any such person, shall engage in any transaction involving a purchase or sale of the Company’s securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses Material Nonpublic Information concerning the Company, and ending at the close of business on the first trading day following the date of public disclosure of that information, or at such time as to have to forego a proposed transaction in the Company’s shares, even though he or she

planned to make the transaction before he or she learned of the Material Nonpublic Information and even though the failure to execute such transaction may result in an economic loss or the non-realization of anticipated profit. In addition, all directors, officers, employees, independent contractors and consultants of the Company are prohibited at all times from writing any options or short-selling securities of the Company, even during the trading window described above.

2. **TIPPING.** No Insider shall disclose ('tip') Material Nonpublic Information to any other person (including family members) where such information may be used by such person to his or her profit by trading in the securities of companies to which such information relates, nor shall such Insider or related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's securities.
3. **CONFIDENTIALITY OF NONPUBLIC INFORMATION.** Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is prohibited.

IV. DEFINITION OF FULL DISCLOSURE

Full disclosure to the public generally means a press release, which may be followed by publication in the print media, typically The Globe and Mail or National Post. A speech to an audience, a TV or radio appearance, or an article in an obscure magazine does not qualify as full disclosure. Full disclosure means that the securities markets have had the opportunity to digest the news. Generally, a full day following publication in The Globe and Mail or National Post (or release to national wire services) is regarded as sufficient dissemination and interpretation of material information.

V. DEFINITION OF MATERIAL NONPUBLIC INFORMATION

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of stock or other securities.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information may include:

- * financial results
- * projections of future earnings or losses
- * news of a significant new customer or distributor contract
- * new product announcements of a significant nature
- * significant product defects or modifications
- * news of a pending or proposed acquisition or merger
- * impending bankruptcy or financial liquidity problems
- * gain, loss or change in status of a significant customer or contact
- * stock splits
- * new equity or debt offerings
- * significant pricing changes
- * exposure due to actual or threatened litigation
- * significant government regulatory activities
- * changes in senior management
- * changes in dividend policy

Either positive or negative information may be material.

Nonpublic information is information that has not been previously disclosed to the general public and is not otherwise available to the general public.

VI. GUIDELINES APPLICABLE TO DIRECTORS, EXECUTIVE OFFICERS AND CERTAIN EMPLOYEES AND OTHERS

The guidelines regarding a trading window and the pre-clearance of trades set forth in paragraphs 1 and 2 below, respectively, are applicable to all directors and executive officers of the Company as well as to those other employees, independent contractors and consultants of the Company that the Company believes have access to Material Nonpublic Information in the course of their duties. These persons initially have been listed in Exhibits A and B to this Policy. The persons to whom such policies are applicable may be changed by the Company from time to time as circumstances require.

1. TRADING WINDOWS. Upon completion of each fiscal quarter and ending one trading day following the date of public disclosure of the financial results for that quarter, is a particularly sensitive period of time for transactions in the Company's stock from the perspective of compliance with applicable securities laws. This sensitivity is due to the fact that executive officers, directors, certain other employees, independent contractors or consultants will, during that period, often possess Material Nonpublic Information about the expected financial results for the quarter.

Accordingly, to ensure compliance with this Policy and applicable securities and corporate laws, the Company has designated '**Trading Windows**' as the periods commencing at the close of business on the first trading day following the date of public disclosure of the financial results for a particular fiscal quarter/year, and ending on the last day of fiscal quarter/year (i.e. February 28, May 31, August 31 and November 30). Financial results will typically be released following board approval in the fifth or sixth week following the quarter (i.e. April, July and October), and six to ten weeks from the year end (i.e. January or February).

The Company may restrict the availability of Trading Windows through the implementation of special black-out periods, of which Insiders will be notified, but for which no additional explanation need be provided. Such a black-out period would be implemented where there is material information or the potential for material information developing, but where there has been no public disclosure.

Every Director, Officer, employee, independent contractor or consultant must refrain from conducting transactions involving the purchase or sale of the Company's securities other than during the Trading Window. The safest period for trading in the Company's securities, assuming the absence of Material Nonpublic Information, is generally the first ten days of each Trading Window.

The Company may also recommend the suspension of trading by other persons or at other times because of developments known to the Company and not yet disclosed to the public. Such decisions may be announced by the Chief Executive Officer, the Chief Financial Officer, or the General Counsel. In such event, such persons are advised not to engage in any transaction involving the purchase or sale of the Company's securities during such period and should not disclose to others the fact of such suspension of trading.

The purpose behind the Company's self-imposed Trading Window period is to help establish a diligent effort to avoid any improper transaction. It should be noted, however, that even during the Trading Window, any person possessing Material Nonpublic Information concerning the Company should not engage in any transactions in the Company's securities until such information had been known publicly for at least one trading day, whether or not the Company has recommended a suspension of trading to that person. Trading in the Company's securities during the Trading Window should not be considered a 'safe harbour' and all directors, executive officers and other persons should use good judgement at all times.

2. PRE-CLEARANCE OF TRADES. All persons listed in Exhibits A and B to this Policy should refrain from trading in the Company's securities, even during the Trading Window, without first complying with the Company's 'pre-clearance' process. Each such Insider should contact the Company's CFO prior to commencing any trade in the Company's securities and get written 'pre-clearance', or in the CFO's absence, the CEO. The Company's CFO may not trade in the Company's securities without written 'pre-clearance' from the Company's CEO. The Company may find it necessary, from time to time, to require compliance with the pre-clearance process from additional employees, independent contractors or consultants.

VII. INDIVIDUAL RESPONSIBILITY OF EACH OFFICER, DIRECTOR, EMPLOYEE AND OTHERS TO COMPLY WITH POLICY

Every officer, director, employee, independent contractor or consultant has the individual responsibility to comply with this Policy against insider trading, regardless of whether the Company has recommended a

trading window to that Insider or any other Insiders of the Company. The guidelines set forth in this Policy are guidelines only, and appropriate judgment should be exercised in connection with any trade in the Company's securities.

An Insider may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the Insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

Any officer, director, employee, independent contractor or consultant who knows of any material information concerning the Company that has not been disclosed to the public must report such information promptly to the Chief Executive Officer or Chief Financial Officer of the Company.

VIII. APPLICABILITY OF POLICY TO INSIDER INFORMATION REGARDING OTHER COMPANIES

This Policy and the guidelines described herein also apply to Material Nonpublic Information relating to other companies, including the Company's customers, vendors or suppliers ('Business Partners'), particularly when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties and termination of employment may result from trading on inside information regarding the Company's Business Partners. All employees, independent contractors or consultants should treat Material Nonpublic Information about the Company's Business Partners with the same care required with respect to information related directly to the Company.

IX. CERTAIN EXCEPTIONS

The only exceptions to the Policy are any transactions specifically approved in writing in advance by the Chief Executive Officer or the Chief Financial Officer of the Company, or in the event that either the Chief Executive Officer or the Chief Financial Officer are involved as a party in the transaction, then the exception must be authorized by resolution of the disinterested directors of the Company.

X. POTENTIAL CRIMINAL AND CIVIL LIABILITY AND/OR DISCIPLINARY ACTION

Directors, employees, independent contractors or consultants of the Company who violate this Policy are subject to penalties including major fines and imprisonment for up to ten years, and to civil liability to sellers or purchasers of shares or securities.

Employees, independent contractor or consultant of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's equity incentive plans or termination of employment.

XI. INQUIRIES

Please direct your questions as to any of the matters discussed in this Policy to the Company's CFO, Brian Reddy.

EXHIBIT A

DIRECTORS AND EXECUTIVE OFFICERS
(As of April 14, 2010)

- Tom Douramakos
- Chris Gardner
- William Oliver
- Brett Proud
- Brian Reddy
- Ralph Richardi
- Mark K. Updegrove

EXHIBIT B

**OTHER EMPLOYEES, INDEPENDENT CONTRACTORS AND CONSULTANTS WITH REGULAR ACCESS TO
MATERIAL NONPUBLIC INFORMATION**
(As of January 4, 2011)

- Sam Adelmessih
- Anthony Ashe
- Yen 'Ann' Chance
- Doug Cooper
- Richard Cushing
- Dennis Downey
- James FitzGerald
- Susan Kung
- Blair McGibbon
- Peter Nguyen
- Ankit Patel
- Martha Taylor-Copland
- Dan Thompson
- Marni Beth Wahl
- Josef Zankowicz
- Ming Zhang

Redistribution of sensitive information to anyone other than those persons listed on these Exhibits A & B is strictly prohibited, and the person redistributing such information as well as the recipient, may be in violation of securities laws which carry both civil and criminal penalties.