

GABY INC.
(the “Company”)

Insider Trading Policy

1) INTERPRETATION AND OBJECTIVES

This policy must be interpreted and applied jointly with the other governance policies and the charters adopted by the Board.

The purpose of this Insider Trading Policy (the “Policy”) of the Company is to:

- a) Reinforce the Company’s commitment to comply with continuous and timely disclosure obligations as required under applicable Canadian securities laws and regulations of the stock exchanges on which the Company’s securities are listed;
- b) Ensure that all communications to the investing public about the business and affairs of the Company are:
 - informative, timely, factual, balanced and accurate; and
 - broadly disseminated in accordance with all applicable legal and regulatory requirements;
- c) Ensure the Company prevents the selective disclosure of material information (as defined herein) to analysts, institutional investors, market professionals and others;
- d) Ensure strict compliance by all insiders with the prohibition against insider trading; and
- e) Ensure all persons to whom this Policy applies understand their obligations to preserve the confidentiality of undisclosed material information (as defined herein).

2) APPLICATION OF THE POLICY

This Policy applies to all directors and officers of the Company, as well as those who hold material information from time to time. This Policy covers all disclosure made in news releases and all undisclosed material information.

3) CONFIDENTIALITY OF UNDISCLOSED MATERIAL INFORMATION

- a) “Undisclosed Material Information” of the Company is material information about the Company that has not been “generally disclosed”, which means that the material information has been disseminated to the public by way of a news release and a reasonable amount of time (here, defined as 1 day unless advised otherwise by the

Chair of the Board and Chief Executive Officer or Chief Financial Officer) has passed since the dissemination of the news release for the public to analyze the information.

- b) Any person to whom this Policy applies and who has knowledge of Undisclosed Material Information must treat the material information as confidential until the material information has been publicly disclosed.
- c) Undisclosed Material Information shall not be disclosed to anyone except in the necessary course of business. If Undisclosed Material Information has been disclosed in the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. When in doubt, all persons to whom this Policy applies must consult with the Chair of the Board and Chief Executive Officer or Chief Financial Officer to determine whether disclosure in a particular circumstance is in the necessary course of business. For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media is not considered to be in the necessary course of business.

4) TRADING BLACKOUTS

During a blackout period, affected persons are strictly forbidden from trading in the securities of the Company. Without limiting the generality of the foregoing, forbidden trades include purchasing or selling shares or any bond, trading in call or put options on shares or other securities of the Company, whether or not such trade is on an organized exchange, and exercising any stock option on shares of the Company.

- a) For all directors, officers, employees and full-time consultants of the Company prior to the release of:
 - Quarterly financial statements, there is a mandatory 2-week blackout period, and
 - Annual financial statements, there is a mandatory 4-week blackout period.
 - Such blackout periods shall continue until one (1) trading day after the time such information has been released to the public.

At the beginning of each year, the Corporate Secretary will inform all directors and officers, by way of e-mail, of the expected starting date and ending dates of the blackout periods. The actual dates will be confirmed by e-mail at least one week prior to the commencement of a blackout period.

- b) Blackouts Caused by the Release of Other Material Information

Neither any ex-officio insider (that is, the directors and officers), nor any member of the Management (together, the Insiders) should trade in shares of the Company until

one trading day after the issuance of any news release in which material information is conveyed. The Corporate Secretary will notify all Insiders if a blackout is in effect due to a material news release.

c) Special Events or Material Development

From time to time, due to specific or anticipated events, the Company may feel it necessary to issue a general blackout period for a specific or indefinite period covering Insiders and all or some of its employees. The Corporate Secretary will notify Insiders and specific employees affected by a general blackout period.

Additionally, an employee who is working on a particular transaction may be prohibited from trading securities of the Company for an indefinite period. Such employee will be advised if the Company believes that the employee should not trade in the Company securities as a result of the employee's involvement in a particular transaction.

d) Exception from the Blackout Periods

Purchases of shares by the way of payroll deductions under an employee stock purchasing plan are exempt from the blackout periods.

5) RECOMMENDED CONSULTATION PRIOR TO TRADING

There are instances where, unexpectedly, important issues will arise that may not be disseminated to an Insider at the precise time when they occur. In such circumstances, what the Company must avoid is the real potential that an insider may be trading in the Company's stock during a period when the Company is involved in either considering or attempting to resolve such issue(s). Unfortunately, the Insider's lack of specific knowledge of such issues does not preclude personal embarrassment and/or potential liability to the insider and the Company.

Accordingly, it is strongly recommended that Insiders inform either the Chair of the Board and Chief Executive Officer or the Chief Financial Officer in advance to any trading activity so that a determination may be made as to whether there is any corporate reason to prevent such trading.

6) LEGAL LIABILITY FOR INSIDER TRADING

Canadian securities laws impose liability on certain persons who, in connection with the purchase or sale of securities, make improper use of Undisclosed Material Information. The relevant provincial securities legislation provides that persons who are in a special relationship (among others, directors, officers, employees, full time consultants) with the Company and purchase or sell securities of the Company with knowledge of Undisclosed Material Information may be liable for damages to the person on the other side of the trade. In addition, any such person who informs or tips a seller or a purchaser

of securities of Undisclosed Material Information may be liable for damages. The purchaser, vendor or informer is also liable to compensate the seller or purchaser of the securities, as the case may be, for damages as a result of the trade.