

**OMNI LITE INDUSTRIES CANADA INC.
CORPORATE GOVERNANCE POLICY**

1. Stewardship

The Board of Directors shall be responsible for overseeing the business of the corporation which shall be conducted on a day-to-day basis by management engaged with the approval of the Board. Corporate policies shall be established by the Board, which shall supervise management to ensure that those policies are carried out. The Board shall approve all significant decisions, supervise their implementation and review their results.

1A. Strategic Planning Process

The Board shall be involved with management on an ongoing basis in the development and implementation of the Corporation's strategic plan, and shall be responsible for its approval. A specific review of the plan shall form part of the Agenda for at least one Board meeting in each year.

1B. Principal Risks

The identification of the principal risks of the Corporation's business shall be contained in the Management Discussion and Analysis attached to the annual and quarterly financial statements, and appropriate steps shall be taken to manage those risks.

1C. Succession Planning

The Board is responsible for choosing President and the Chief Executive Officer, appointing senior management and for monitoring their performance. One of the criteria in the recruitment of management personnel is an evaluation of the potential for advancement to more senior positions, and, where possible, management endeavours to develop that potential.

1D. Communications Policy

The Board, or a committee thereof, approves all of the Corporation's major communications, including annual and quarterly reports, financing documents and press releases. The primary responsibility for monitoring and preparing communications is assigned to the Chief Financial Officer who responds to shareholder inquiries.

1E. Integrity of Internal Control

The board, through its audit committee, examines the effectiveness of the Corporation's internal control processes and management information systems, and consults with the Corporation's auditors to ensure the integrity of these systems.

2. Board Independence

The Chief Executive Officer of the Corporation is the only one of the five present members of the board who is an inside director. One of the other directors, Donald J. Kelly performs the functions of the Corporate Secretary and has provided legal services to the Canadian head office of the Corporation. Paul Schrekengost is the President of the west coast distributor of equipment used by the Corporation. The Corporation does not have a significant shareholder.

3. Individual Unrelated Directors

The Board is responsible for determining whether or not each director is an unrelated director. To do this the Board analyzes all the relationships of the directors with the Corporation and its subsidiaries. David F. Grant is a related director because of his position as the CEO. Donald J. Kelly might be considered to be a related director because of his position as the Secretary of the Corporation although he is not involved with the day-to-day operations of the Corporation, and he receives no compensation for his services as Secretary. The other three directors are unrelated directors. None of the other directors work in the day-to-day operations of the Corporation or receive any fees from the Corporation and none of them is a party to any material contracts with the Corporation. Paul Schrekengost is the president of a company which is the representative for a manufacturer which has supplied equipment to the Corporation.

4. Nominating Committee

The Corporation does not have a nominating committee. Each director may present to the Board as a prospective director candidates possessing qualifications and an interest in serving on the Board.

5. Assessing the Board's Effectiveness

Having regard to the relatively small size of the Board, the board as a whole assumes responsibility for assessing the effectiveness of its individual members.

6. Orientation and Education of Directors

Senior management makes regular presentations to the Board at its meetings and all directors are encouraged to communicate directly with management and other staff. Directors are invited to tour the Corporation's facilities and to familiarize themselves with the details of the Corporation's operations.

7. Effective Board Size

Having regard to the Corporation's relatively small size it is appropriate that the Board not be large. As an Alberta corporation carrying on its business through subsidiaries outside of Canada it is a requirement that at least one third of the Board be resident Canadians. The current Board composition of two resident Canadians and three members resident outside of Canada permits the board to operate in a prudent and effective manner.

8. Compensation of Directors

To the Corporation's present stage of development compensation has been restricted to participation in the Corporation's stock option plan. As the Corporation matures to a dividend paying entity the subject of other possible forms of compensation will be considered at a minimum of one meeting each year.

9. Committees

Having regard to the relatively small size of the Board the only committee established at the present time is the Audit Committee which is made up entirely of outside directors, Norman Goodrich, Paul Schreckengost and Donald Kelly. The committee meets four times each year with the auditor and the Chief Financial Officer to review the Corporation's annual consolidated financial statements and the recommendations of the auditors and to recommend approval of the statements by the Board.

10. Approach to Corporate Governance

The Board as a whole has assumed responsibility for the development of governance issues.

11. Position Descriptions

The Board, including the CEO, is responsible for defining the role of the CEO, in particular with respect to the allocation of functions between the CEO and the President and Chief Operating Officer.

12. Board Independence

Any two directors may convene a meeting of the Board members apart from the Chairman and CEO should it be considered necessary and any such meeting of outside directors may appoint a Lead Director should it be found appropriate.

13. Audit Committee

The Board has an audit committee, the composition and function of which is discussed under Item 9 above.

14. Outside Advisors

Any director may hire outside advisers which may be at the Corporation's expense upon the approval of one other director. To date no director has found it necessary to seek outside advice.