

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.

(a) 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.

(b) 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.

(c) Succession Planning

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

(d) 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.

(e) 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. Directorships

David F. Grant, Roger Dent, and Sébastien Goulet are currently directors of California Nanotechnologies Corp. which is a reporting issuer. Roger Dent is also CEO and director of Quinsam Capital Corporation and director of Quia Resources Inc. and AcuityAds Holdings Inc. which are reporting issuers.

3. Board Independence

The Chief Executive Officer of the Corporation is the only one of the four present members of the Board who is an inside director. The Corporation does not have a significant shareholder.

4. 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. The Company retained Cypress Associates LLC ("Cypress") to advise the Company on its review of potential strategic and financial opportunities. Cypress is a nationally-recognized boutique investment banking firm, providing mergers and acquisition expertise, restructuring advisory services, and private placements of debt and equity securities. Chuck Samkoff is a Managing Director of Cypress and also a director of Omni-Lite, and as such will recuse himself from board decisions regarding this review. The other two directors are unrelated directors. None of the other directors work in the day-to-day operations of the Corporation.

5. Ethical Business Conduct

The Board of Directors encourages and promotes a culture of ethical business conduct by monitoring all directors, officers, employees and consultants on the Corporation and taking corrective action if unethical conduct is detected.

6. Nomination of Directors

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.

7. Assessing the Board's Effectiveness

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

8. Orientation and Continuing 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.

9. 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 quarter of the Board be resident Canadians. The current Board composition of one resident Canadian and three members who reside outside of Canada permits the Board to operate in a prudent and effective manner.

10. 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, the subject of other possible forms of compensation will be considered at a minimum of one meeting each year.

11. Other Board Committees

Due 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, Roger Dent, Sébastien Goulet, and Charles Samkoff. 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.

12. Approach to Corporate Governance

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

13. Position Descriptions

The Board, including the CEO, is responsible for defining the role of the CEO.

14. 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 at any such meeting of outside directors, a Lead Director may be appointed should it be found appropriate.

15. Audit Committee

The Board has an Audit Committee, the composition and function of which is discussed under Item 11 above.

16. Outside Advisors

Any director may hire outside advisors which may be at the Corporation's expense upon the approval of one other director.