

DISCLOSURE AND TRADING POLICY

In its capacity as attorney of GENIVAR Income Fund (the "**Fund**"), a reporting issuer, GENIVAR GP Inc. ("**GP**") is committed to providing timely, accurate and balanced disclosure of material information about GP and the Fund consistent with applicable legal and regulatory requirements. As well, GP seeks to ensure compliance with securities laws instruments of the Canadian securities regulatory authorities and the rules of the Toronto Stock Exchange (the "**TSX**"; securities laws, instruments of the Canadian securities regulatory authorities and rules of the TSX are collectively referred to as "**applicable laws**") relating to insider trading, "tipping" or informing others about undisclosed material information and insider reporting.

This Disclosure and Trading Policy extends to all employees, agents, consultants, officers, trustees and directors of GP, GENIVAR Limited Partnership ("**LP**"), GENIVAR Operating Trust (the "**Trust**"), the Fund, those of their respective subsidiaries and those authorized to speak on behalf of GP, LP, the Trust and the Fund. This Policy covers disclosure in documents filed with securities commissions and written statements made in GP, LP and the Fund's annual and quarterly reports, news releases, letters to holders of securities and information contained on the Fund and the LP's websites and other electronic communications. This Policy also extends to Public Oral Statements (as defined below). Finally, this Policy addresses trading by directors, trustees, officers, employees, agents, consultants and other "insiders" of securities of GP, LP and the Fund, "tipping" or selective disclosure by such persons of material non-public information and insider reporting obligations under applicable laws.

In this Policy:

- (a) "**Core Document**" means a prospectus, a take-over bid circular, an issuer bid circular, a directors' circular, a rights offering circular, MD&A, an annual information form, an information circular, annual or interim financial statements or a material change report;
- (b) "**Disclosure Document**" means any written communication, including a communication transmitted only in electronic form, disclosing information with respect to the business, operations, capital or financial performance of GP, LP or the Fund and includes any communication:
 - (i) that is filed or required to be filed with a securities regulator;
 - (ii) that is filed or required to be filed with a government or an agency of a government under applicable securities or corporate law or with any stock exchange or quotation and trade reporting system;
 - (iii) the content of which would reasonably be expected to affect the market price or value of a security of the Fund;
- (c) "**Misrepresentation**" means an untrue statement of material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made;
- (d) "**Public Oral Statement**" means an oral statement relating to the business or affairs of GP, LP or the Fund that is made by or on behalf of GP, LP or the Fund in circumstances

in which a reasonable person would believe that information contained in the statement will become generally disclosed.

Corporate Governance, Nominating and Compensation Committee

The Board of Directors has established a Corporate Governance, Nominating and Compensation Committee consisting of three directors that are "independent" within the meaning of applicable laws.

The Corporate Governance, Nominating and Compensation Committee is responsible for the review of any of GP, LP and the Fund's public disclosure of financial information. The Corporate Governance, Nominating and Compensation Committee will develop and implement this Disclosure and Trading Policy, monitor the effectiveness and compliance therewith and educate the directors, trustees, officers and employees about such Policy. As part of this mandate, the Corporate Governance, Nominating and Compensation Committee will meet as conditions dictate and will be fully apprised of all material developments relating to GP, LP and the Fund in order to evaluate and discuss those events to determine when developments justify public disclosure and whether the information should remain confidential, and if so, how that confidential information will be controlled.

The Corporate Governance, Nominating and Compensation Committee will periodically review this Policy and adopt any necessary changes.

Designated Spokespersons

On its own behalf and in its capacity as attorney of the Fund, GP designates each of the President and Chief Executive Officer, the Chief Financial Officer, the person in charge of Investor Relations and the person in charge of Communications as the authorized spokesperson responsible for making Public Oral Statements and for communication with the media, investors analysts and the public. These individuals may, from time to time, in accordance with the nature of the inquiry, designate as back-ups others within GP or LP to make Public Oral Statements on behalf of GP, LP and the Fund.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson. All such inquiries, together with any comments or feedback from LP or the Fund's unitholders shall be referred to the person responsible for Investor Relations. Directors of GP should also refer these inquiries to the person responsible for Investor Relations, unless the information to be provided is of public knowledge.

Responsibility for Electronic Communications

This Policy also applies to electronic communications. Accordingly, officers and personnel responsible for written public disclosures shall also be responsible for electronic communications. The person responsible for Investor Relations is responsible for updating the investor relations section of the Fund's website and is responsible for monitoring all GP, LP or the Fund information placed on any such website to ensure that the investor relations section is accurate, complete and up to date. All such information shall be dated when posted or modified and the person responsible for Investor Relations shall establish a minimum retention period and archiving protocol for such information. In addition, unless a link with the SEDAR website shall have been established, all documents filed on SEDAR with respect to the Fund shall be concurrently posted on the Fund's website. Although GP views electronic communications as an extension of the Fund's formal disclosure record, it recognizes that disclosure on the website does not constitute adequate disclosure of information that is considered material non-public information. Any

disclosures of Material Information (as defined below) on a website will be coordinated with a news release.

The person responsible for Investor Relations may designate a person to respond to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries.

Employees are prohibited from participating in Internet chat room or news group discussions on matters pertaining to GP, LP or the Fund's activities or their securities. Employees who encounter a discussion pertaining to GP, LP or the Fund should advise the person responsible for Investor Relations immediately so that the discussion may be monitored.

Material Information

Material information is any information that could affect the investment decision of a reasonable investor, including any information relating to the business, operations or capital of LP or the Fund that significantly affects, or would reasonably be expected to have a significant effect on, the securities of the Fund ("**Material Information**"). Examples of types of events or developments that may give rise to Material Information are listed under Schedule A attached hereto. However, the list is not exhaustive and is not a substitute for the Corporate Governance, Nominating and Compensation Committee exercising its judgment in making materiality determinations.

Approval by Corporate Governance, Nominating and Compensation Committee of Disclosure Documents

Disclosure Documents (including a news release associated with a Disclosure Document) and the proposed text of Public Oral Statements must be reviewed and approved by the Corporate Governance, Nominating and Compensation Committee prior to being issued or made. In its review and approval, the Corporate Governance, Nominating and Compensation Committee will apply the following principles:

- (a) the Corporate Governance, Nominating and Compensation Committee must be satisfied that the issuance, timing and content of any Disclosure Document (including a news release associated with a Disclosure Document) or Public Oral Statement complies with the Fund's disclosure obligations under applicable law and this Policy;
- (b) before authorizing the issuance of any Disclosure Document (including a news release associated with a Disclosure Document), or the making of any Public Oral Statement, the Corporate Governance, Nominating and Compensation Committee must conduct, or confirm that the directors, officers and employees of GP or LP, as applicable, have conducted or caused to be conducted, a reasonable investigation to satisfy themselves that the Disclosure Document (including a news release associated with a Disclosure Document) or the Public Oral Statement is not inaccurate and does not contain a Misrepresentation and is not, in any material respect, misleading or untrue
- (c) if any part of a Disclosure Document, news release or Public Oral Statement includes, summarizes or quotes from a report, statement or opinion made by an expert, the Corporate Governance, Nominating and Compensation Committee must obtain the written consent of the expert to use the report, statement or opinion and must be satisfied that:

- (i) that there are no reasonable grounds to believe that there is a Misrepresentation in the part of the Disclosure Document, news release or Public Oral Statement made on the authority of the expert
- (ii) that the relevant part of the Disclosure Document, news release or Public Oral Statement fairly represents the expert report, statement or opinion
- (d) if any Disclosure Document (including a news release relating to a Disclosure Document) or Public Oral Statement contains forward-looking information, the Corporate Governance, Nominating and Compensation Committee must comply with the section below entitled "Forward-Looking Information".

Approval by the Board of Directors of Core Documents

The Corporate Governance, Nominating and Compensation Committee must review every Core Document that GP or the Fund proposes to issue and approve its issuance according to the requirements for any Disclosure Document set out above.

In addition to approval by the Corporate Governance, Nominating and Compensation Committee, each Core Document that GP or the Fund proposes to issue must be reviewed and approved by the Board of Directors prior to issuance.

Principles of Disclosure of Material Information

In complying with the requirement to disclose forthwith all Material Information under applicable laws, GP will adhere to the following basic disclosure rules:

- (1) Material Information must be publicly disclosed promptly. However, should the Corporate Governance, Nominating and Compensation Committee determine in accordance with applicable laws that such disclosure would be detrimental to GP, LP or the Fund, such material information will be kept confidential in accordance with applicable laws until such time the Corporate Governance, Nominating and Compensation Committee decides to publicly disclose such information.
- (2) Disclosure must include any and all information the omission of which would make the rest of the disclosure misleading.
- (3) Unfavourable Material Information must be disclosed as promptly and completely as favourable Material Information.
- (4) Disclosure of Material Information must be made by way of news release. No selective disclosure of Material Information shall be made. Previously undisclosed Material Information must not be disclosed to selected individuals (for example, in an interview with an analyst). If previously undisclosed Material Information has been inadvertently disclosed to an analyst or any other person, such information must be generally disclosed immediately via news release and, as the case may be, the TSX may be contacted so that trading be halted pending the issuance of such news release.
- (5) Disclosure of Material Information must be monitored to determine whether earlier material disclosure has become misleading as a result of intervening events and whether there is an obligation to update earlier disclosure. Any forward-looking information previously communicated shall not be required to be updated unless such information, in the light of subsequent events and absent further explanation, becomes misleading.

News Releases

Once the Corporate Governance, Nominating and Compensation Committee determines that a development represents Material Information it will prepare and take the necessary steps to authorize the issuance of a news release, unless the Corporate Governance, Nominating and Compensation Committee determines that such developments should remain confidential for the time being in accordance with applicable laws and appropriate control of that Material Information is instituted. Should a material oral statement inadvertently be made in a selective forum, a news release will immediately be issued and the information publicly disclosed.

News releases will be disseminated through a newswire service that provides national and simultaneous service and will be concurrently posted on the Fund's website. News releases will be transmitted to all relevant regulatory bodies and major national financial media.

If the TSX is open for trading at the time of a proposed announcement, notice of a news release announcing Material Information will in the ordinary course be provided to the market surveillance department of the TSX. If a news release announcing Material Information is issued outside the trading hours, TSX market surveillance will in the ordinary course be notified before the market opens.

Any and all news releases issued under this Policy should be sent to all directors of GP prior to or at least at the same time of, their issue.

Rumours

So long as it is clear that any of the GP, the Fund or the LP is not the source of a market rumour, GP will not, as a matter of policy, comment, affirmatively or negatively, on rumours. This applies to rumours on the Internet. Spokespersons shall respond consistently to any rumours, by saying simply, "It is our policy not to comment on market rumours or speculation". Should the TSX request that GP or the Fund make a definitive statement in response to a market rumour that is causing significant volatility in the securities of the Fund, the Corporate Governance, Nominating and Compensation Committee will consider the matter and decide whether to make a policy exception.

Forward-Looking Information

GP or the Fund may, from time to time, provide earnings guidance or other forward-looking information. If forward-looking information is proposed to be disclosed, whether in writing or orally, the following guidelines must be followed:

- (a) the Corporate Governance, Nominating and Compensation Committee must approve the disclosure of the forward-looking information;
- (b) the Corporate Governance, Nominating and Compensation Committee must be satisfied that there is a reasonable basis for making any forecast or projection contained in the forward-looking information
- (c) the forward-looking information must be broadly disseminated in accordance with this Policy
- (d) the forward-looking information must be accompanied by a statement that GP either on its own behalf or in its capacity as attorney of the Fund, does not have any obligation or intent to update forward-looking information. Notwithstanding this, GP and/or the Fund

may voluntarily elect to update forward-looking information so that analysts and other interested parties may process it.

If the forward-looking information is contained in a Disclosure Document, the Disclosure Document must contain, proximate to the forward-looking information:

- (a) meaningful cautionary language identifying the information as forward-looking information
- (b) the material factors or assumptions that were used in drawing a conclusion or making a forecast or projection set out in the forward-looking information
- (c) the material factors that could cause the actual results to differ materially from the conclusion, forecast or projection contained in the forward-looking information.

If the forward-looking information is contained in a Public Oral Statement, such Public Oral Statement shall:

- (a) include a cautionary statement that to the effect that it contains forward-looking information
- (b) identify a readily-available Disclosure Document where additional information can be found with respect to the forward-looking information. A Disclosure Document is readily available if it has been filed on SEDAR.

Contacts with Analysts, Investors and the Media

GP recognizes that analysts are important conduits for disseminating information to the investing public and that analysts play a key role in interpreting and clarifying existing public data and in providing investors with background information and details that cannot practically be put in public documents.

GP may participate in conferences and may meet with analysts, investors and reporters on an individual or group basis as needed and may initiate contacts or respond to inquiries from analysts, investor and reporters in a timely, consistent and accurate fashion in accordance with this Policy. GP will provide the sort of non-material non-public information that has been provided to analysts to individual investors or reporters who request it and consideration will be given as to whether such information should be posted on the appropriate website. Where practicable, more than one GP representative will be present at all individual and group meetings with analysts, investors and reporters.

GP recognizes that analyst disclosure does not constitute adequate disclosure of information that is considered non-public Material Information. If Material Information is to be announced at an analyst or shareholder meeting or a press conference, its announcement must be coordinated with a general public announcement via news release.

Corrections

To the extent possible, all persons making Public Oral Statements will ensure that such statements are recorded, transcribed and reviewed for accuracy as soon as practicable after they are made. If any Misrepresentation is detected in a Disclosure Document or a Public Oral Statement, a correcting news release will be issued and a corrected Disclosure Document will be filed as soon as practicable. If a Public

Oral Statement contains any Material Information that has not been generally disclosed, a news release will be issued as soon as practicable after the making of the statement.

Quiet Periods

In order to avoid the potential for selective disclosure or the perception or appearance of selective disclosure, GP, LP and the Fund will observe a quarterly quiet period, during which no meetings or telephone contacts with analysts and investors will be held, and no guidance will be provided, with respect to quarterly earnings, the current quarter's operations or expected results, it being understood that the quiet period should not restrict normal course communications between the GP, the LP, the Fund and the investment community made in accordance with this Policy. The quiet period corresponds with the quarterly trading blackout period (see "Trading and Tipping Restrictions and Blackout Periods") which will generally run between the last day of a quarter and the close of business on the day of the public release of the GP's, LP's and the Fund's interim or year-end financial results.

Reviewing Analyst Draft Reports and Models

If requested, GP will review a draft analyst's report or model relating to the Fund for the purpose of only correcting factual errors of publicly disclosed information. It is GP's policy, when analysts inquire with respect to their cash flow estimates (1) to acknowledge what the current range of analysts' estimates is, and (2) to question an analyst's assumptions if his/her estimate is out of the range of estimates. GP will not confirm, or attempt to influence, an analyst's opinions or conclusions.

GP regards analyst reports as proprietary information belonging to the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by GP of the report. For these reasons, GP will not provide analyst reports through any means to persons outside of GP the LP and the Fund.

Conference Calls

Conference calls may be held with members of the investment community to discuss previously announced major corporate developments and financial and operating results of GP, the LP and the Fund. The date, time and subject matter of any conference call as well as the means for accessing it will be announced via news release and the conference call may be broadcast simultaneously via web cast or audiocast. The media and individual investors may call a telephone number (or access the webcast or audiocast) and listen to the call on a real-time basis. A tape recording of the conference call will be made available for a period of two weeks following the call on either a telephone number or an archived webcast or audiocast, for anyone interested in listening to a replay.

Disclosure Record

GP will maintain a file containing all public information about GP and the Fund, including continuous disclosure documents, news releases, analyst's reports and transcripts or tape recordings of conference calls.

Trading and Tipping Restrictions and Blackout Periods

It is illegal for directors, officers and employees of GP and the LP and others to purchase or sell securities of the Fund with knowledge of Material Information that has not been publicly disclosed. Except in the necessary course of business, it is also illegal for such persons to inform any other person or company of non-public Material Information affecting GP, the LP and/or the Fund.

(1) Trading in GP and Fund Securities Generally

All directors, officers, employees, agents and consultants of GP and the LP and holders beneficially owning or controlling more than 10% of the voting rights attaching or Fund's voting securities are prohibited from trading in securities of the Fund while in possession of undisclosed Material Information. Once disclosure of such Material Information has been made generally, any such person may trade in such securities on and after the business day following the day of public disclosure by GP.

All directors, officers, employees, agents and consultants of GP and the LP are encouraged to refrain from rapid buying and selling of securities of the Fund. Such "flipping" or "playing the market", while legally permissible, may adversely affect the public perception regarding trading in securities of the Fund.

(2) Trading in Fund Securities During a Blackout Period

All trustees, directors, officers and individuals employed in the finance and legal functions of the Fund, LP, GP or a subsidiary of such entities and holders beneficially owning or controlling more than 10% of the voting rights attaching to the Fund's voting securities are prohibited from trading in the Fund securities during a Blackout Period. In each and every Fund fiscal quarter, a Blackout Period shall run between the last day of a quarter and the close of business on the third trading day following the public release of the Fund's interim or year-end financial results. As well, the Corporate Governance, Nominating and Compensation Committee may from time to time declare a Blackout Period to be in effect in the event there exists undisclosed Material Information about GP, the LP or the Fund. Written notice of both the establishment and termination of any such non-quarterly Blackout Period shall be given by the Director, Legal Affairs to all trustees, directors, officers and individuals employed in the finance and legal functions of the Fund, LP, GP or a subsidiary of such entities and holders beneficially owning or controlling more than 10% of the voting rights attaching to the Fund's voting securities. Trading in the Fund securities by such persons may commence on and after the business day following the termination of a Blackout Period. In addition, during any Blackout Period, any director, trustee, officer, individual employed in the finance or legal functions or holder beneficially owning or controlling more than 10% of the voting rights attaching to the Fund's voting securities may apply to the Director, Legal Affairs, for approval to trade in the Fund securities.

(3) Tipping

All directors, officers, employees, agents and consultants of GP and the LP and holders beneficially owning or controlling more than 10% of the voting rights attaching to the Fund's voting securities are prohibited from informing any other person of undisclosed Material Information.

(4) Reporting

Unless otherwise exempted pursuant to applicable laws, all "insiders" of GP or the Fund must file insider trading reports with the Canadian Securities Administrators within 10 days of becoming an insider, unless such insider does not own or have control or direction over Fund securities, or within 10 days of the date of a change in that person's holdings, and concurrently with such filing shall advise the Director, Legal Affairs, of the trading in such Fund securities. For this purpose, an "insider" means all directors, vice-presidents and officers of GP, LP and each of their subsidiaries together with any holder beneficially owning or controlling more than (i) 10% of the voting rights attaching to GP voting securities; or (ii) with respect to the Fund, 10% of the voting rights attaching to Fund voting securities.

Maintaining Confidentiality

Any director, officer, employee, agent and consultant of GP and the LP privy to confidential information relating to GP, the LP or the Fund is prohibited from communicating such information to anyone else, unless it is necessary to do so in the ordinary 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.

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

- (1) Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- (2) Confidential documents should not be read in public places and should not be discarded where others can retrieve them.
- (3) 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.
- (4) 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.
- (5) Access to confidential electronic data should be restricted through the use of passwords.
- (6) 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.
- (7) All proprietary information, including computer programs and other records, remain the property of GP, the LP and the Fund, as the case may be, and may not be removed, disclosed, copied or otherwise used except in the normal course of employment or with the prior permission.

Communication, Education, Anonymous Reporting, Certification and Enforcement

New directors, trustees, officers and employees of GP, the LP and the Fund will be advised of this Policy and its importance and this Policy will be brought to the attention of all employees on an annual basis. The Corporate Governance, Nominating and Compensation Committee shall be responsible for ensuring that all directors, trustees, officers and those employees who are, or may be, involved in making disclosure decisions under this Policy, understand this Policy and its relevance to ensure compliance with applicable laws. The Corporate Governance, Nominating and Compensation Committee shall also be responsible for implementing and monitoring appropriate internal controls to ensure that this Policy is properly enforced.

If a director, vice-president, officer or employee of GP, LP any of their respective subsidiaries or the Fund considers that any Disclosure Document or Public Oral Statement includes a Misrepresentation, or that a material change has not been disclosed, such person should report the relevant information (by confidential means, which may also be anonymous) to the Director, Legal Affairs or, if such person prefers, the Chairman of the Audit Committee of GP.

Written certification relating to compliance with this Policy will be required quarterly from all vice-presidents of GP and from such employees of GP, the LP or their respective subsidiaries as shall be deemed advisable by the Chief Financial Officer or the Director, Legal Affairs.

An officer or employee of GP or the LP who violates this Policy may face disciplinary action up to and including termination of his or her employment. The violation of this Policy may also violate certain securities and other laws. If GP discovers that an employee has violated such securities or other laws, it may refer the matter to the appropriate regulatory authorities.

Schedule "A"

The following are examples of the types of events or developments that may give rise to Material Information. However, the list is not exhaustive and is not a substitute for the Corporate Governance, Nominating and Compensation Committee exercising its judgment in making materiality determinations.

Changes in Corporate Structure

- changes in ownership that may affect control of the Fund, the GP or the LP
- major reorganizations, amalgamations or mergers
- take-over bids , issuer bids or insider bids

Changes in Capital Structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of shares/units or offerings of warrants or rights to buy shares/units
- any share/unit consolidation, share/unit exchange or share/unit dividend
- changes in dividend or distribution payments or policies
- material modifications to rights of securityholders

Changes in Financial Results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any periods
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the GP , the Fund or the LP assets
- any material change in the GP , the LP or the Fund accounting policy

Changes in Business and Operations

- any development that affects the resources, technology, products or markets of GP, the LP or the Fund
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major clients or suppliers
- significant new contracts, products, patents or services or significant losses of contracts or business

- changes to the Board of Directors or executive management, including the departure of the President and Chief Executive Officer or the Chief Financial Officer
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of securities or their movement from one quotation system or exchange to another

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies or legal entities, including a take-over bid for, or merger with, another company or legal entity

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements or material changes to any such credit arrangements