

ADENTRA INC.
(the "Corporation")

EXECUTIVE COMPENSATION RECOVERY POLICY

The Board may, in its sole discretion, to the full extent permitted by governing law and to the extent it determines that it is in the Corporation's best interest to do so, require the reimbursement of all or a portion of any incentive compensation paid or awarded to an executive officer, if:

- a. the amount of a bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of the Corporation's financial statements;
- b. the executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- c. the amount of the bonus or incentive compensation that would have been awarded to or the profit realized by the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

For the purposes of this Policy: "**Board**" means the Board of Directors of the Corporation or, if determined by the Board, one of its committees; "**executive officer**" means any "officer" or former "officer" of the Corporation within the meaning of the Securities Act (British Columbia) and any other employee of the Corporation or a subsidiary of the Corporation who has been designated as such by the Board; and, "**incentive compensation**" means all cash, equity-based and other compensation, the amount, payment or vesting of which is calculated wholly or in part on objective performance criteria.

Application of this Policy to an executive officer does not preclude the Corporation from pursuing any other right or remedy available to the Corporation.

This Policy applies to incentive compensation paid or awarded to an executive officer after May 9, 2013.