



INSIDER TRADING POLICY

All Directors, Officers, Employees, and Consultants involved in handling any of the Phoenix Petroleum Philippines, Inc. (PPPI) Group of Companies' securities, including their family members, and any entities that is controlled or influenced by them, shall not be allowed to trade in the securities of any of the Companies under the PPPI Group, or in the securities of other companies, such as customers or suppliers or companies with which any of the PPPI Group of Companies may be negotiating for major transactions, such as an acquisition, investment or sale; if the Director, Officer, Employee or Consultant is aware of material non-public information relating to any of the Companies under the PPPI Group.

Trading includes purchases and sales of stock, derivative securities such as put and call options, convertible debentures, and other debt securities. The trading restrictions do not apply to the exercise of a stock option or to the vesting of restricted stock. However, it will apply to any sale of the underlying stock or to a cashless exercise of the option through a broker or any sale of restricted stock to a third party.

Information is considered to be available to the public only when it has been released broadly to the market place, such as by a press release or an SEC or PSE filing and the investing public has had time to absorb the information fully.

Information is material if there is a substantial likelihood that a reasonable investor will consider it important in deciding whether to buy, hold or sell a share/security. Any information, positive or negative, that can rationally be expected to affect the market price of the share/security is material. The following may constitute material information:

- a. Projections of future earnings or losses, or other earnings guidance;
- b. Earnings or operating results that are inconsistent with the consensus expectations of the investment community, adjustments of reported earnings;
- c. A pending or proposed merger, acquisition or tender offer or an acquisition or disposition of significant assets, change in the corporate structure such as a re-organization;
- d. Major change in key senior management positions;
- e. Major events regarding any of the PPPI Group of Companies' securities, including the declaration of a stock split or the offering of additional securities, new significant equity investments or debt offerings;
- f. Severe financial liquidity or solvency problems which may arise from litigation, final judgments, or loan defaults;

- g. Actual or threatened major litigation, or the resolution of such litigation, or a significant litigation exposure;
- h. The acquisition or license of products;
- i. New major contracts, orders, suppliers, customers, partners or finance sources, or the loss thereof;
- j. The introduction or a change in status of significant new products;
- k. A change in auditors or notification that the auditor's reports may no longer be relied upon;
- l. The imposition of a ban on trading in PPPI securities or the securities of subsidiaries.

The timing and nature of the disclosure of material information to outsiders is subject to legal and regulatory rules. Accordingly, all responses to inquiries about any of the PPPI Group of Companies' securities by the press, investment analysts or others in the financial community shall be made on PPPI's behalf only through authorized individuals. Directors, Officers, Employees, and Consultants are prohibited at all times from posting any non-public information, in any internet discussion group.

Anyone caught and found guilty of violating this Insider Trading Policy shall be subject to appropriate disciplinary action or termination of contract/engagement, without prejudice to any civil or criminal proceedings which PPPI or regulators may file for violation of existing laws. Insider Trading under Section 61 of the Securities Regulation Code is subject to penalty for damages or fine and/or imprisonment.

This policy shall take effect immediately and shall supersede all existing policies inconsistent with the intention and mandate herein stated.