

NYSE Amex Corporate Governance

Quest's common shares are listed on NYSE Amex. Quest is considered a "foreign issuer" under the Amex Company Guide as it is incorporated under the laws Canada. Section 110 of the NYSE Amex company guide permits NYSE Amex to consider the laws, customs and practices of foreign issuers in relaxing certain NYSE Amex listing criteria, and to grant exemptions from NYSE Amex listing criteria based on these considerations. A company seeking relief under these provisions is required to provide written certification from independent local counsel that the non-complying practice is not prohibited by home country law. We sought and obtained relief from AMEX for the corporate practices described below.

Quest's governance practices differ from those followed by U.S. domestic companies pursuant to NYSE Amex listing standards in the following manner:

- **Board Nominations**

Section 804 of the Amex Company Guide requires that a listed company have a nominating committee of the directors that is responsible for recommending nominations to the company's board of directors, or that these recommendations be undertaken by a majority of the independent directors on its board of directors. Section 804 of the Amex Company Guide further requires that each member of a nominating committee be independent.

Quest has a corporate governance committee that is responsible for recommending nominations to the Company's board of directors, as contemplated by Section 804 of the NYSE Amex Company Guide.

- **Quorum Requirements**

Section 123 of the NYSE Amex Company Guide requires that the quorum for meetings of shareholders of a listed company be not less than 33-1/3% of the issued and outstanding shares entitled to vote at a meeting of shareholders.

Quest's quorum requirement is specified in its By Law No. 2 as holders of not less than 5% of the shares entitled to vote at the meeting are present in person or represented by proxy, at least one person entitled to vote at the meeting actually present at the meeting. Accordingly, Quest is not in compliance with the quorum requirement imposed by Section 123 of the NYSE Amex Company Guide.

- **Proxy Delivery Requirement**

NYSE Amex requires the solicitation of proxies and delivery of proxy statements for all shareholders meetings, and requires that these proxies shall be solicited pursuant to a proxy statement that conforms to applicable SEC proxy rules. The Company is a foreign private issuer as defined as Rule 3b-4 under the 1934 Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b),

14(c) and 14(f) of the Securities Exchange Act of 1934, as amended. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

Information last updated June 12, 2009