



CORPORATE DISCLOSURE POLICY

OBJECTIVE AND SCOPE:

The objective of this disclosure policy is to ensure that communications with the investing public about Patheon Inc. (“Patheon” and, together with its affiliates and subsidiaries, the “Patheon Group”) are:

- timely, factual, accurate, balanced; and
- broadly disseminated in accordance with all applicable legal and regulatory requirements.

This disclosure policy extends to all employees of the Patheon Group, the Board of Directors of Patheon, those authorized to speak on its behalf and all other insiders. It covers disclosures in documents filed with the securities regulators, financial and non-financial disclosure, including management’s discussion and analysis (“MD&A”) and written statements made in Patheon’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on Patheon’s Web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

1. Disclosure Committee

Composition and Reporting

The Board of Directors has established a disclosure committee (the “Committee”) responsible for all regulatory disclosure requirements and for overseeing and coordinating the Patheon Group’s disclosure practices. The Committee consists of the Chief Operating Officer, the Chief Financial Officer, the General Counsel, the Director of Corporate Communications and the Corporate Controller. The CEO is an ex-officio member. The Committee will invite other officers, directors and employees of the company, when deemed advisable, to assist in the discussion and consideration of its duties. The General Counsel shall act as Chair of the Committee.

The Committee is responsible for implementing this Policy. In so doing, the Committee plays a key role in assisting the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) in making annual and quarterly certifications.

The Committee shall report to the Audit Committee of the Board of Directors on its activities at quarterly Audit Committee meetings. The Committee shall also report to Audit Committee from time to time as necessary with respect to anticipated or actual breaches of this policy.

Responsibility

The Committee will be responsible for:

- (a) implementing the disclosure policy;
- (b) monitoring the effectiveness of and compliance with the disclosure policy;
- (c) educating the directors, officers and certain employees about disclosure issues and the disclosure policy;
- (d) reviewing and recommending to the CEO disclosure (including electronic, written and oral disclosure) in advance of its public release;
- (e) monitoring Patheon's Web site;
- (f) designing implementing and regularly evaluating the Company's disclosure controls and procedures to ensure that information required to be disclosed in Company filings is made known to the Committee and recorded, processed, summarized and reported within the required time periods..

All written and oral public disclosures shall be circulated for review, to the extent possible, by all members of the Committee and approved by at least two members of the Committee and the Chief Executive Officer.

The CEO, after consultation with the Committee, will authorize disclosure (including electronic, written and oral disclosure) or present it to the Board for approval and authorization in accordance with applicable laws in advance of its public release (or in his absence this responsibility may be delegated to the Chief Operating Officer, the Chief Financial Officer or the General Counsel).

- The following documents will be reviewed in whole or part by the appropriate committee of the board and recommended to or approved by the Board, or reviewed and approved by the Board:
- Annual and interim financial statements and related MD&A;

- Information circulars for any meetings of shareholders and related press releases;
- Annual information form (AIF);
- Any press release containing material information except for routine press releases or where immediate release is required to comply with law or stock exchange rules; and
- Any take-over bid circulars, issuer bid circulars, director's circular or rights offering circular.

The Committee has the authority to seek the advice of outside counsel and other advisors as necessary.

Meetings

The Committee will meet (i) immediately after a conference call or investor conference as contemplated by section 8, and (ii) otherwise as circumstances require. The General Counsel, or the Committee Secretary, will keep records of these meetings.

Notwithstanding anything contained herein to the contrary, no press release shall be issued in relation to a matter that is outside the ordinary course of business of the Corporation or that contains material information without the prior approval of the Chair of the Board or another director designated by the Chair of the Board for this purpose. For greater certainty and notwithstanding anything contained herein to the contrary, no press release shall be issued that pertains to matters within the scope of the Special Committee's mandate without the approval of the Chair of the Special Committee or another member of the Special Committee designated by the Chair of the Special Committee for this purpose.

2. Designated Spokespersons

Patheon designates a limited number of spokespersons responsible for communication with the media, investors and analysts. The primary spokesperson for Patheon is the Chief Executive Officer or in his absence this responsibility may be delegated to the Chief Operating Officer, the Chief Financial Officer or the General Counsel or, in limited circumstances, to another officer of Patheon (as back-ups or to respond to specific inquiries from the investment community or the media).

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others unless specifically authorized to do so by an authorized spokesperson. All such inquiries shall be referred to the Director of Corporate Communications.

3. Material Information

Material information is any information relating to the business and affairs of the Patheon Group that would reasonably be expected to result in a significant change in the market price or value of Patheon's securities as may be considered important by our investors in determining whether to buy, hold or sell Patheon securities. Examples of developments that may give rise to material information are set out in Schedule A.

4. Principles of Disclosure of Material Information

In complying with the requirement to immediately disclose forthwith all material information under applicable laws and stock exchange rules, Patheon will adhere to the following basic disclosure principles:

- (a) Material information will be publicly disclosed immediately via a news release, unless the Committee determines that such disclosure at that point in time would be detrimental to Patheon (in which case the information will be kept confidential in accordance with applicable securities laws and stock exchange rules).
- (b) Disclosure must include any information the omission of which would make the rest of the disclosure misleading.
- (c) Unfavourable material information must be disclosed as promptly and completely as favourable information.
- (d) There shall be no selective disclosure.
- (e) If previously undisclosed material information (kept confidential in accordance with applicable securities laws and stock exchange rules) is inadvertently disclosed, this information must be broadly disclosed immediately via news release.
- (f) If such information is inadvertently disclosed during Market Regulation Services, Inc. (RS) business hours, the Company must call RS to discuss and/or discuss a halt in trading while the news release is written;
- (g) Disclosure should be consistent among all audiences, including the investment community, the media, customers and employees.
- (h) Disclosure must be corrected immediately if Patheon subsequently learns that earlier disclosure contained a material error at the time it was given.

5. Model for Planned Disclosure

When making a planned disclosure of material corporate information, such as a scheduled earnings release, Patheon will follow the following disclosure model:

- (a) issue a news release containing the information (for example, the quarterly financial results);
- (b) provide advance public notice by news release of the date and time of a conference call to discuss the information, the subject matter of the call and the means for accessing it;
- (c) hold the conference call in an open manner, permitting investors and others to listen either by telephone or through Internet webcasting; and
- (d) provide dial-in and/or web replay of the call available for a reasonable period of time after the analyst conference call.

6. News Releases

News releases will be disseminated through an approved news wire service that provides simultaneous national distribution in Canada. Full-text news releases will be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media, and the local media in areas where Patheon has its headquarters.

News releases will be posted on Patheon's Web site immediately after confirmation of dissemination over the news wire. The Web site will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

The Board of Directors or the Audit Committee of the Board of Directors of Patheon must review Patheon's earnings news releases before Patheon publicly discloses this information. Financial results will be publicly released following Audit Committee or Board approval thereof.

If The Toronto Stock Exchange is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to Market Regulation Services, Inc. ("RS") to enable a trading halt, if deemed necessary by the TSX. If a news release announcing material information is issued outside of trading hours, RS must be notified promptly and in any event before the market reopens.

If the subject of a press release is a material change for the Company, a material change report will also be filed with applicable securities regulators as soon as practicable, but in any event within 10 days of the issuance of the news release.

7. Rumours

Provided that the Patheon Group is not the source of the market rumour, Patheon does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. Patheon's spokespersons will respond consistently to these rumours, saying, "It is our policy not to comment on market rumours or speculation". Should the TSX request Patheon to make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Committee will take immediate steps to respond. If the rumour is true in whole or in part, this may be evidence of a leak, and Patheon will immediately issue a news release disclosing the relevant material information.

8. Conference Calls and Investor Conferences

Patheon will hold conference calls for quarterly earnings and major corporate developments and Patheon may participate in investor conferences. Conference calls and investor conferences should be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. At the beginning of the call, a Company spokesperson will provide appropriate cautionary language regarding any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.

Where practical, statements and responses to anticipated questions should be scripted in advance of each analyst conference call, private analyst meeting or investor conference. Scripting will help to identify any material corporate information that may need to be publicly disclosed through a news release. Any presentation that is prepared for an investor conference will be reviewed by at least two members of the Disclosure Committee (other than the proposed presenter at such conference) prior to the investor conference.

The Director of Corporate Communications will maintain a record of all investor conferences that have been attended and forthcoming investor conferences that are to be attended. Such records will be reviewed at the meetings of the Disclosure Committee.

Patheon will provide advance notice of the conference call or investor conferences and the related webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the call and webcast. These details will be provided on Patheon's Web site. In addition, Patheon may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the Web site for others to view.

A tape replay of the conference call will be made available for seven days and an archived audio webcast will be made available on Patheon's Web site for 90 days.

The Committee will hold a debriefing meeting immediately after the conference call or investor conference and if it determines that selective disclosure of previously undisclosed material information has occurred, Patheon will immediately disclose the information broadly via news release.

9. Contacts with Analysts, Investors and the Media

Patheon recognizes that meetings with analysts and significant investors are an important element of its investor relations program. Patheon may meet with analysts and investors individually or in small groups and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Disclosure Policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling Patheon's securities.

Patheon will provide only non-material information through individual and group meetings, in addition to publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. Patheon cannot alter the materiality of information by breaking down the information into smaller, non-material components.

Patheon will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors and may post this information on its Web site.

10. Reviewing Analyst Reports and Financial Models

Upon request, Patheon may review analysts' draft research reports or financial models provided that the review is limited to identifying publicly disclosed factual information that may affect an analyst's model or to pointing out inaccuracies or omissions with reference to publicly available information about the Patheon Group. Patheon will not comment on an analyst's opinions or conclusions or on the analyst's financial model and earnings estimates.

All communication with the analyst must be clear that Patheon's review of the report is for factual accuracy only.

11. Limits on Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing links to them, may be viewed as an endorsement by Patheon of the reports. For these reasons, Patheon will not provide analyst reports through any means to persons outside of the Patheon Group or generally to employees of the Patheon Group, including posting such reports on its Web site. Notwithstanding the foregoing, Patheon may distribute analyst reports to its directors and senior officers to monitor the communications of Patheon and to assist them in understanding how the marketplace values the Company and how corporate developments affect the analysis. Analyst reports may also be provided to Patheon's financial and professional advisors in the necessary course of business.

12. Forward-Looking Information

A consistent approach to disclosure is important. Should Patheon elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines must be observed and are necessary in order to qualify for safe harbour protection under amendments to the Ontario Securities Act which extend statutory civil liability to secondary market disclosures for any "reporting issuer" (which includes all TSX listed issuers) and any other publicly traded issuer with a "real and substantial connection to Ontario":

- all material forward-looking information will be broadly disseminated via news release;
- the information will be published only if there is a reasonable basis for drawing the conclusions or making the forecast and projections set out in the forward-looking information;
- The document or public oral statement containing the forward-looking information must have, proximate to that information:
 - reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information; and
 - a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information.
- additionally, the information will be accompanied by a statement that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement. Public oral statements also require a cautionary statement that actual results could differ materially and a reference to material factors and

assumptions that could cause actual results to differ materially and to one or more readily available documents that outline such factors or assumptions.

- the information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date, and Patheon does not undertake to update any forward-looking statement that is contained in that particular disclosure document or other communications.
- once disclosed, Patheon's practice for updating forward-looking information will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks, and ensure that past disclosure of forward-looking information is accurately reflected in current MD&A.

13. Providing Guidance

Except with the prior approval of the Board of Directors or as may be required by any laws or regulations applicable to Patheon, Patheon will not provide specific guidance in respect of its financial outlook such as expected revenues, expected net income or expected earnings. Patheon will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analyst's financial models and earnings estimates.

14. Quiet Periods

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, Patheon will observe quiet periods prior to quarterly earnings announcements or when material changes are pending. Regular quiet periods will commence on the first day following the end of a quarter and end with the issuance of a news release disclosing results for the quarter just ended.

During a quiet period, Patheon will not initiate any contact with analysts and investors, but will respond to unsolicited inquiries concerning factual matters. If Patheon is invited to participate, during a quiet period, in investment meetings or conferences organized by others, the Committee will determine, on a case-by-case basis, if it is advisable to accept these invitations. If accepted, extreme caution will be exercised to avoid selective disclosure of any material, non-public information and communications should be limited to responding to inquiries concerning publicly available or non-material information.

15. Disclosure Record

The Corporate Communications Department will maintain a five-year record of all public information about the Patheon Group, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles.

16. Responsibility for Patheon's Web Site

The Corporate Communications Department is responsible for updating the investor relations section of Patheon's Web site and, along with the General Counsel, for monitoring all Company information placed on the Web site to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.

Disclosure on Patheon's Web site alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the Web site will be preceded by the issuance of a news release.

All continuous disclosure documents filed by Patheon with securities regulators on SEDAR (or links to such documents) will be provided in the investor relations section of Patheon's Web site. All information posted, including text and audiovisual material, will show the date the material was issued. Any material changes in information must be updated immediately, following issuance of a news release. The Web site will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures.

The Corporate Communications Department will maintain a log indicating the date that material information is posted and/or removed from the Investor Relations section of the Web site. Documents filed with securities regulators will be maintained on the Web site for a minimum of two years.

The Corporate Communications Department must approve, in consultation with the General Counsel, all links from Patheon's Web site to third party Web sites. The Web site will include a notice that advises readers they are leaving Patheon's Web site and that Patheon is not responsible for the contents of the other site.

17. Chat Rooms, Bulletin Boards and e-mails

Patheon will not participate in, host or link to chat rooms or bulletin boards and employees of the Patheon Group are prohibited from discussing corporate matters in these forums.

18. Consequences of Non-Compliance

A person who violates this policy may face disciplinary action, which in the case of an employee may include termination of his or her employment with the Patheon Group. The violation of these policies may also violate certain securities laws which could expose directors, officers or employees to personal liability. If Patheon discovers that an employee may have violated such securities laws, it may refer the matter to the appropriate regulatory authorities.

19. Review of Disclosure Policy

This policy shall be reviewed by the Board of Directors annually or as needed to ensure compliance with changing regulatory requirements. The Disclosure Committee shall make recommendations to the Board of Directors for any appropriate changes to the policy. The chairman of the Committee will report to the Audit Committee quarterly on specific disclosure issues, the process followed, the assessment of the disclosure and other relevant disclosure matters.

Approved by the Board of Directors
Patheon Inc.
May 12, 2009

SCHEDULE A

Examples of developments that may give rise to material information include, but are not limited to, the following:

Changes in Corporate Structure

- changes in share ownership that may affect control of the Company
- 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 common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in a Company's dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to rights of security holders

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 Company's assets
- any material change in the Company's accounting policy

Changes in Business and Operations

- any development that affects the Company's resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors 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 Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer or President (or persons in equivalent positions)

- 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 the Company's 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, including a take-over bid, or merger with, another company

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Company's 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