



**POLICIES & PROCEDURES**

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**DISCLOSURE POLICY**

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**1. PURPOSE AND SCOPE**

This Policy (the "**Disclosure Policy**") governs the public disclosure by Rubellite Energy Inc. ("**Rubellite**" or "**the Company**") of material information including:

- (a) all statutorily mandated documents filed with securities regulators;
- (b) all written statements made in non-mandated documents such as letters to holders of shares in the Company ("**Shareholders**"), presentations by senior management and information contained on the Company's website and in other electronic communications;
- (c) all oral statements including 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; and
- (d) any other communication, the content of which would reasonably be expected to effect the market value or price of any security of the Company.

The objectives of the Disclosure Policy are:

- (a) to ensure that the communications of Rubellite with the public are timely, factual, accurate and broadly disseminated in accordance with all applicable legal and regulatory requirements;
- (b) to ensure that undisclosed material information remains confidential;
- (c) to promote an understanding of disclosure requirements among the Company's Employees;
- (d) to assist the Chief Executive Officer and Chief Financial Officer of the Company in making certifications with respect to the disclosure controls of the Company required under U.S. and Canadian securities laws.

This policy applies to all directors, officers, full-time and part-time regular employees, consultants, contractors, directors and officers ("**Employees**") of Rubellite or its subsidiaries. Positions identified in this policy refer to positions held at Perpetual Energy Inc. ("**Perpetual**") in its capacity as Manager per the Management Services and Operating Agreement, to the extent these positions are not held by full time or part time regular employees of Rubellite.

The Disclosure Committee will recommend changes to this Disclosure Policy as needed to comply with changing regulatory requirements.

## 2. DEFINITIONS

For the purposes of this policy, the phrases below have the following meanings:

- (i) "**Disclosure Statements**" (and other terms in this Policy that indicate filings or documents that convey disclosure of material information) include annual and interim financial statements and management's discussion and analysis, annual information forms, information circulars for annual Shareholders' meetings, prospectuses, take-over bid and issuer bid circulars, directors' circulars, rights offering circulars, material change reports, press releases, quarterly supplementary financial information, safe harbour or forward-looking statements and statements posted on the Company's website.
- (ii) "**Financial Outlook**" means forward-looking information about prospective results of operations, financial position or cash flows that is based on assumptions about future economic conditions and courses of action and that is not presented in the format of a historical balance sheet, income statement or cash flow statement.
- (iii) "**Future-oriented Financial Information**" (or "**FOFI**") means forward-looking information about prospective results of operations, financial position or cash flows that is based on assumptions about future economic conditions and courses of action and presented in the format of a historical balance sheet, income statement or cash flow statement.
- (iv) "**Market Surveillance**" is a term used to describe a section of the Investment Industry Regulatory Organization of Canada ("**IIROC**"), which section performs real-time monitoring of trading activity on the Toronto Stock Exchange and ensures compliance with timely disclosure of information by publicly traded companies.
- (v) "**Material information**" is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's listed securities, or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. Material information consists of both material facts and material changes to the business affairs of the Company. The Company cannot alter the materiality of information by breaking it down into smaller, non-material components. Examples of actual or proposed developments that could give rise to material information are provided in Appendix "A" of this Policy.

- (vi) **"Selective disclosure"** is the disclosure of material, non-public information to specific individuals or groups, or the provision of information to a select group that may alter the interpretation of previously disclosed information.

### 3. DISCLOSURE COMMITTEE

The Company has established the Disclosure Committee to oversee the Company's disclosure practices. The mandate of the Disclosure Committee is set out in Appendix "B" to this Policy. The Committee consists of the following individuals:

- President and Chief Executive Officer; and
- Vice President, Finance and Chief Financial Officer
- Manager Financial Reporting
- Financial Accounting Consultant

The Disclosure Committee will meet or converse as required and will maintain documentation of its activities. This documentation will frequently be in the form of emails between members. The Disclosure Committee may approve any action upon the concurrence of any two members. The Disclosure Committee shall have the authority to retain experts, including lawyers, accountants, engineers and other persons, to assist the Committee as they deem necessary.

It is essential that the ***members of the Disclosure Committee be kept fully apprised of all pending material developments concerning the Company in order to evaluate those events for material information and to determine the appropriateness and timing of public release of information.*** If any Employee of the Company becomes aware of any information which may constitute material information they must immediately advise one of the members of the Disclosure Committee or their immediate supervisor and not disclose the information outside the Company. If any Employee is unsure whether or not information is material, they should contact a member of the Disclosure Committee. If it is deemed that material information should remain confidential, the Disclosure Committee will determine how that information will be controlled.

Where warranted, for example in circumstances where there is an incomplete investigation or analysis of potentially material information or an underlying matter or the impact of same, the Disclosure Committee will ensure that the board of Directors of Rubellite (the "**Board**") is promptly and fully informed regarding these issues. Members of the Disclosure Committee will maintain emails and records of other communications between members, including minutes where formal meetings occur. The President and Chief Executive Officer and the Vice President, Finance and Chief Financial Officer will sign quarterly certificates stating that the Disclosure Committee met regularly in accordance with this policy during the financial quarter.

### 4. DISCLOSURE PRINCIPLES

In complying with the requirement to disclose material information under applicable laws and securities exchange rules, the Company will adhere to the following basic disclosure principles:

- (a) disclosure will include any information, the omission of which would make the rest of the disclosure misleading, and will provide sufficient detail to permit investors to appreciate the substance and importance of the information;
- (b) unfavourable information will be disclosed just as promptly and completely as favourable information;
- (c) dissemination of information via the Company's website alone does not constitute adequate disclosure of material information;
- (d) disclosure must be corrected immediately if it is subsequently discovered that earlier disclosure contained a material error at the time it was given; and
- (e) derivative information (information extracted from a document filed on behalf of another person, company or trust) which is included in a document or oral statement should include a reference identifying the document that was the source of the information.

All written public disclosures shall be reviewed and approved by any two members of the Disclosure Committee prior to release. If required by law or this policy, such disclosures shall also be reviewed and approved by the Board or a committee of the Board.

The following documents will be reviewed in whole or part by the appropriate committee of the Board and recommended to and approved by the Board or reviewed and approved by the Board:

- (a) annual and interim financial statements and related management's discussion and analysis of operations and related press releases;
- (b) information circulars for any meetings of Shareholders and related press releases;
- (c) annual information forms for the Company, including all reserve disclosure mandated under National Instrument 51-101 Standards for Oil and Gas Activities;
- (d) any press release containing material information relating to the Company that has not been previously disclosed to the Board, except for routine press releases or where immediate release is required to comply with law or the rules of any stock exchange where the Company's securities are listed; and
- (e) any take-over bid circulars, issuer bid circular, director's circular or rights offering circular.

Non-substantive changes may be made by the Disclosure Committee after Board approval. Routine press releases, or releases in respect of which immediate disclosure is required to comply with law or the rules of any stock exchange where the Company's securities are listed, notwithstanding that they may be of the type described above, do not require prior review and approval of the Board, particularly where the Board has already been informed as to the subject matter of the release.

### **Designated spokespersons**

The Company has designated the following spokespersons responsible for communication with the investment community, regulators and the media:

- President, Chief Executive Officer and Chairman of the Board.
- Vice President, Finance and Chief Financial Officer.

The individuals listed above may, from time to time, designate others within the Company to speak on behalf of the Company, to serve as back-up spokespersons, or to respond to specific inquiries. In this regard, the Investor Relations and Business Analyst has been designated to communicate with members of the investment community through daily correspondence.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by a designated spokesperson. All such inquiries should be referred to one of the designated spokespersons.

### **Prohibition against selective disclosure**

Selective disclosure of material information is prohibited by securities legislation except as allowed in the necessary course of business. If previously undisclosed material information has been inadvertently disclosed to any person who is not bound by a confidentiality obligation, such information will be broadly disclosed immediately via news release. Disclosure made to analysts cannot be protected by a confidentiality agreement, and accordingly selective disclosure to analysts is not in the necessary course of business.

Any Employee with knowledge of undisclosed material information is prohibited from disclosing such information unless it is necessary to do so in the course of business. Efforts will be made to limit access to undisclosed material information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties who have received undisclosed material information concerning the Company must be informed that the information has not been generally disclosed, that they must not divulge such information to any other party other than in the necessary course of business, and that they may not trade in the Company's securities until the information is publicly disclosed.

In order to avoid inadvertent disclosure of material information, Employees are prohibited from participating in internet chat rooms or newsgroup discussions on matters pertaining to the Company's activities or its securities. Employees who encounter a discussion pertaining to the Company should advise a member of the Disclosure Committee immediately in order that the discussion may be monitored.

### **Confidential disclosure of material information**

In certain circumstances, the Disclosure Committee may determine that immediate disclosure of material information would be unduly detrimental to the interests of the Company (for example, if releasing the information would prejudice negotiations in a corporate transaction), in which case, the information will temporarily be kept confidential until the Disclosure Committee determines it is appropriate to publicly disclose. Where appropriate, the Disclosure Committee will cause filings regarding confidentiality to be

made with the applicable securities regulators and will periodically review its decision to keep the information confidential in accordance with, for example, legislation (section 75 of the *Ontario Securities Act*) and national instruments (NI 51-102 Part 7).

Where disclosure of material information is delayed, the Company will maintain complete confidentiality. During the period before material information is disclosed market activity in the Company's securities will be monitored, and if there appears to be a leak of confidential material information that is impacting the price of those securities, the Company will forthwith advise Market Surveillance, who may determine if a trading halt is warranted pending public disclosure of the information.

Where material information is being kept confidential, persons with knowledge of the material information are prohibited from trading in the Company's securities (see also Rubellite's Insider Trading policy). Such information should not be disclosed except in the necessary course of business. If any Employee of the Company discloses material information under the "necessary course of business" exception or inadvertently discloses information that may not be material but may, in the assessment of a reasonable person, lead to a rumour about the Company, they shall ensure that a member of the Disclosure Committee or their immediate supervisor is aware of the disclosure of material information and that those receiving the information understand that they are now in a "special relationship" with the Company and cannot disclose the information to anyone else other than in the necessary course of business, or trade on the information, until it has been generally disclosed. In such circumstances, the feasibility of having such parties enter into a confidentiality agreement with the Company shall be considered.

### **Reviewing analyst draft reports and models**

Upon request, the Company may review analysts' draft research reports or models. The Company will review the report or model for the purpose of pointing out errors in factual content only based on publicly disclosed information. It is the Company's policy, when an analyst inquires with respect to his or her estimates, to question an analyst's assumptions if the estimate is significantly outside the range of estimates or the Company's published guidance (if any). The Company will limit its comments in responding to such inquiries to non-material information. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model and earnings estimates.

So as not to endorse an analyst's report or model, the Company will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

### **Distributing analyst reports**

Analyst reports are proprietary products of the analyst's firm. Re-circulating an analyst's report may be viewed as an endorsement by Rubellite of the report. For these reasons, the Company will not provide analyst reports to persons outside of the Company, and will not post analyst reports on its website. The Company may distribute analyst reports internally to: (i) directors and officers; (ii) employees and consultants; and (iii) the Company's financial and professional advisors.

However, the Company may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who to the best of the Company's knowledge provide research coverage on the Company. If provided, such list may include links to the analysts' or any other third party websites

or publications. Any webpage providing such information shall contain a prominent statement indicating that:

- (a) Rubellite does not necessarily endorse the views or conclusions of any analyst report;
- (b) the opinions, estimates or forecasts regarding the Company's performance are those of the analyst and not those of the Company;
- (c) the Company attempts to keep the list of analysts complete and current, but does not warrant that that is the case – readers are strongly encouraged to themselves seek out analyst reports to ensure that they have the fullest and most recent information; and
- (d) by following a provided link, the reader is leaving the Company's website and the Company is not responsible for the content, accuracy or timeliness of the third party site.

See also "Disclosure via electronic communication" below.

#### **Forward-looking information**

Should the Company elect to disclose FOFI or forward-looking information ("**FLI**") in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- (a) the information, if deemed material, will be broadly disseminated in accordance with this Disclosure Policy;
- (b) the information will be published only if there is a reasonable basis for drawing the conclusions or making the forecast, and projections and will be clearly identified as forward- looking;
- (c) the Company will identify material assumptions used in the preparation of the FLI;
- (d) the information will be accompanied by meaningful cautionary statements and statements proximate to such information that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement, which may include a sensitivity analysis to indicate the extent to which different business conditions from the underlying assumptions may affect the actual outcome;
- (e) public oral statements also require a cautionary statement that actual results could differ materially, as well as a reference to material factors and assumptions that could cause actual results to differ materially and that such factors or assumptions are contained in a readily available document; and
- (f) the information will be accompanied by a statement that disclaims the Company's intention or obligation to update or revise the FLI, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events

prove past statements about current trends to be materially different than the forecast or projection, the Company may issue a news release explaining the reasons for the difference, and in any event will comply with Part 5.8 of National Instrument 51-102, as set out below.

In all cases where the Company discloses FLI, FOFI, or Financial Outlooks, it will comply with NI 51-102, and in particular Parts 4A, 4B, and 5.8. Amongst other things, the Company will, unless subject to an exemption:

- (a) not disclose FOFI or Financial Outlooks unless they are based on reasonable assumptions in the circumstances;
- (b) in its annual and interim MD&A filings, if the Company has previously disclosed material FLI in respect of a period that is not yet complete, discuss events and circumstances that occurred in the period to which the MD&A relates that are reasonably likely to cause actual results to differ materially from the previously disclosed material FLI;
- (c) disclose and discuss in its MD&A any material difference between actual results for the period and any FOFI or Financial Outlook for that same period that has previously been disclosed.

#### **Correcting disclosure**

Any Employee of the Company who believes that any public disclosure of the Company, including any documents released by the Company or any public oral statements, contains a misrepresentation shall promptly notify a member of the Disclosure Committee or their immediate supervisor of the misrepresentation. The supervisor must immediately inform a Disclosure Committee member about the potential misrepresentation. The Disclosure Committee shall take appropriate steps to correct the misrepresentation promptly, including informing the Board if the misstatement was related to information that required the Board's approval.

#### **Rumours**

The Company does not comment, affirmatively or negatively, on rumours. The Company's spokespersons will respond consistently to any rumours with the following comment: "***It is our policy not to comment on market rumours or speculation.***"

If market activity indicates that trading is being unduly influenced by rumours, there will be an exception to the foregoing policy. The Company will contact Market Surveillance, and if asked to do so by Market Surveillance will issue a news release clarifying or denying the rumours. If a rumour is correct in whole or in part, the Company will disclose the relevant material information. It is anticipated that Market Surveillance will institute a trading halt pending release and dissemination of that information.

### **5. DISCLOSURE CONTROLS AND PROCEDURES**

The Disclosure Committee may establish specific procedures and timetables for the preparation, review and dissemination of all Disclosure Statements in compliance with this Policy. In addition to review of all Disclosure Statements, the Disclosure Committee may employ questionnaires to directors and officers,



formal or informal due diligence sessions, sub-certifications of officers and involvement of experts. The Disclosure Committee may elect, at any time, to adopt controls and procedures that are different than those which have been previously established, provided that such controls and procedures are, in the opinion of the Disclosure Committee, satisfactory to ensure that Disclosure Statements are disclosed in compliance with this policy and applicable laws.

The Disclosure Committee will have responsibility for the following, which will include such delegation of authority as may be necessary to fulfill that responsibility:

- (a) identification of all continuous disclosure requirements under securities laws, rules and policies applicable to the Company;
- (b) identification of the individuals responsible for preparing reportable information, and of individuals (internal or external) responsible for reviewing reports or portions of reports to verify disclosure made with respect to their areas of responsibility or expertise;
- (c) establishment of timetables for the preparation and adequate review of reportable information;
- (d) procedures for obtaining "sign-off" on disclosure of reportable information and receipt of written consents from all experts whose reports are included or referred to in any disclosure;
- (e) procedures for the identification and timely reporting to the Disclosure Committee of information which may constitute material information or which may constitute a material change to previously disclosed material information, including the identification of individuals who are likely to learn first about events outside the control of the Company that may give rise to material information;
- (f) procedures for the identification and reporting to the Audit Committee of the Board of any fraud, whether or not material, that involves management or other Employees, particularly those who have a significant role in the Company's internal controls;
- (g) documenting the procedures followed with respect to the release of each disclosure made in writing and for the review of any disclosure made orally; and
- (h) ongoing evaluation of the Company's disclosure controls and procedures.

It is the Disclosure Committee's responsibility to determine what information is material in the context of the Company's affairs. The Disclosure Committee must take into account a number of factors in making judgments concerning the materiality of information, including the nature of the information itself, the volatility of the Company's securities and prevailing market conditions.

## **6. METHODS OF DISCLOSURE AND DISSEMINATION**

### **News releases**

Once the Disclosure Committee determines that a development is material, and provided that the development is not one that ought to remain confidential, it will authorize the issuance of a news release.

Prior to the release of any material information, and particularly where the information is to be released between the hours of 9:00 a.m. and 5:00 p.m. EST, the Company will provide Market Surveillance with the following:

- a description of the content of the information being released;
- a copy of the actual news release; and
- the proposed method of dissemination.

Rubellite will provide this information first by telephone and then by facsimile transmission. Prior to releasing the information, the Company will await instructions from Market Surveillance, who may indicate that a trading halt is justified pending dissemination of the information.

Where the information is to be released after the Toronto Stock Exchange has closed and prior to its re-opening on the next trading day, the Company will still provide Market Surveillance with the above information.

Following the notification of Market Surveillance as set out above (and if between the hours of 9:00 a.m. and 5:00 p.m. EST, after receiving from Market Surveillance instructions to disseminate) the Company will transmit the information to be released via an approved news wire service in order that the information may be widely, quickly, and simultaneously disseminated. Following release over the news wire, the information will be posted on the Company's website, and will be filed as appropriate on SEDAR, EDGAR, or both.

Annual and interim financial results will be publicly released as soon as practicable following Board approval of the applicable press release and related financial statements.

### **Conference calls and webcasts**

Conference calls may be held to enable management to discuss quarterly earnings and major developments. Conference calls shall be simultaneously accessible to all interested parties, whether they actively participate by telephone, or merely listen in by telephone or through an Internet webcast. Each such call will be preceded by a news release setting out relevant material information. At the beginning of the call, a spokesperson of the Company will provide appropriate cautionary language respecting any forward-looking information, and will direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties. Spokespersons will limit comments and responses to non-material information and material information that has previously been publicly disclosed.

Rubellite will provide advance notice of any conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and webcast. The Company may invite analysts, institutional investors, the media and other interested parties

to participate. A recording of the conference call and/or an archived audio webcast will be made available for a minimum of 48 hours following the call.

Any members of the Disclosure Committee may hold a debriefing meeting immediately after the conference call and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Company will immediately disclose such information broadly via news release.

### **Contacts with analysts, investors and the media**

The Company will meet with analysts and investors on an individual or small group basis as required to further its investor relations program and will initiate contacts or respond to analyst and investor calls in accordance with this Disclosure Policy.

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered to be material non-public information. If the Company intends to announce material information at an analyst or Shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release containing that information or referring the reader to the location on the Company's website where the information is located. Material prepared for any such meetings should be reviewed by a member of the Disclosure Committee prior to the meeting with a view to eliminating inadvertent selective disclosure and verifying the accuracy of any such materials.

In addition to regular publicly disclosed information, the Company will provide only non-material information through individual and group meetings.

Designated spokespersons should keep notes of telephone conversations with analysts and investors. Where practicable, more than one representative of the Company should be present at all individual and group meetings. A debriefing should be held after such meetings and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Company will immediately disclose such information broadly via a news release.

### **Quiet periods**

In order to minimize the risk or appearance of selective disclosure, Rubellite will observe quiet periods prior to quarterly or annual earnings announcements. During a quiet period the Company will not initiate or participate in any communications with analysts, investors or other market professionals in respect of expected results, operations or earnings guidance for the current quarter ("**Prohibited Information**"). The quiet period will not prevent the Company from:

- (a) participating in investor conferences or meetings to discuss information that is in the public domain or that is non-material information, provided that:
  - (i) such information is not Prohibited Information;
  - (ii) notes of the event will be prepared following the event;
  - (iii) more than one representative of the Company will be present at all such events;

- (iv) a debriefing will be held after each such event; and
  - (v) if it is determined that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via press release;
- or:
- (b) responding to unsolicited inquiries concerning factual matters relating to publicly available or non-material information.

Quarterly quiet periods will run at the same time as the Quarterly Blackout Periods and Year-end Blackout Periods set out in Rubellite's Insider Trading Policy, repeated here for convenience:

**Quarterly Blackout Period:** means each period beginning on the earlier of (i) the fifth Trading Day prior to the Quarterly Reporting Date or (ii) the date the materials relating to the quarterly financial results are distributed to the Board of Directors and ending at the end of the first Trading Day after the quarterly financial results have been disclosed by way of a News Release.

**Year-end Blackout Period:** means each period beginning on the earlier of (i) the fifth Trading Day prior to the Year-End Reporting Date or (ii) the date the materials relating to the year-end financial results are distributed to the Board of Directors and ending at the end of the first Trading Day after the year-end financial results have been disclosed by way of a News Release.

**Additional quiet periods may be established from time to time by the Disclosure Committee when it determines that circumstances warrant same.**

**Disclosure via electronic communication**

This Disclosure Policy applies to all communications, including electronic communications.

The Company will continuously update the information on the Company's website and will monitor all information placed on the website for accuracy, completeness, currency and compliance with relevant securities laws.

The Disclosure Committee must approve all links from the Company's website to a third party website. The Company will endeavor to keep such links current to ensure that the reader is being re-directed to the appropriate site.

Investor relations material will be contained within a separate section of the Company's website and will include a notice that advises the reader that the information posted was considered accurate at the time of posting, but may be superseded by subsequent disclosures or become inaccurate over time. All data posted to the website, including text and audiovisual material, will identify the date such material was issued. Any material changes in information will be updated as soon as possible.

Disclosure on the Company's website alone does not constitute adequate disclosure of material information. Any disclosures of material information on the website will be preceded by the issuance of a news release. Where practicable, the Company will endeavor to post on its website supplemental

information as given to analysts, institutional investors and other market professionals such as data books, fact sheets, slides of investors' presentations and other relevant materials.

Responses to electronic inquiries will be provided as appropriate. Only public information or non-material information that could otherwise be disclosed in accordance with this Disclosure Policy will be utilized in responding to electronic inquiries.

The corporate e-mail address of each Employee is, in fact, an address of the Company. Therefore, all correspondence received and sent by e-mail is to be considered correspondence of the Company.

## **7. COMMUNICATION AND ENFORCEMENT**

This Disclosure Policy extends to all Employees of the Company, as well as to advisors retained by the Company and any other person who may be authorized to act as a spokesperson of the Company. New directors, officers, employees and consultants will be provided with a copy of this Disclosure Policy and will be advised of its importance. This Disclosure Policy will be circulated to the foregoing individuals on an annual basis and whenever changes are made to its contents, or alternatively, be made available via the Company's website.

Any Employee who violates this Disclosure Policy may face disciplinary action up to and including termination of his or her employment or tenure with the Company without notice. Violation of this Disclosure Policy may also violate certain securities laws. If it appears that an Employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

The Disclosure Committee shall monitor the effectiveness and integrity of this policy.

## **APPENDIX "A" – MATERIAL INFORMATION**

The following items are examples of developments, actual or proposed, that could give rise to material information:

- Changes in financial results or near-term earnings prospects;
- Business acquisitions and disposals;
- Changes in capital structure;
- Changes in credit arrangements, the lending or borrowing of significant funds, and changes in credit rating of the Company;
- Significant resource discoveries or acquisitions;
- Execution or cancellation of significant contracts;
- Material change in accounting policies;
- Changes in the Company's strategic objectives and business plans;
- Commencement of significant legal proceedings;
- Regulatory rulings that could have a material impact on the Company's assets, operations or future activities.

### **APPENDIX "B" – DISCLOSURE COMMITTEE MANDATE**

- (1) To review, on an ongoing basis, the Company's Disclosure Policy to ensure that it addresses the Company's principal business risks and changes in operations or structure, and to ensure that it facilitates compliance with applicable legislative and regulatory reporting requirements.
- (2) To design disclosure controls and procedures to provide reasonable assurance that:
  - (a) the Disclosure Policy is effectively implemented across all business units and corporate and Company functions; and
  - (b) information of a material nature is accumulated and communicated to senior management, including the President and Chief Executive Officer and the Vice President, Finance and Chief Financial Officer to allow timely decisions on required disclosures and certification.
- (3) To review prior to issuance or submission to the Audit Committee (or other appropriate committee of the Board) or the Board:
  - (a) annual and interim filings, management information circulars, material change reports, annual information forms, and any other information filed with securities regulators;
  - (b) news releases containing financial information, guidance, information about material acquisitions or dispositions, or other information material to investors;
  - (c) presentations and reports containing financial information broadly disseminated to analysts, creditors and investors, including financial information displayed on the Company's website; and
  - (d) oral disclosures requiring review pursuant to the Disclosure Policy.
- (4) To ensure that any changes made by management to the documents referred to in "3" above post-approval are non-substantive.
- (5) To direct and supervise an annual evaluation of the effectiveness of the Company's disclosure controls and procedures.
- (6) To monitor compliance with the Company's Disclosure Policy.
- (7) To educate the Company's directors, officers, employees and consultants on disclosure issues and the Disclosure Policy.
- (8) To monitor the disclosure made on the Company's website.

- (9) To bring to the attention of the other members of the Disclosure Committee all relevant information with respect to the Committee's activities, the annual or interim filings, and the evaluation of the effectiveness of the Company's disclosure controls and procedures.