



CORPORATE DISCLOSURE COMMITTEE CHARTER

PURPOSE

The purpose of the Corporate Disclosure Committee is to cause the Company to fulfill its disclosure obligations on a timely basis and to oversee the administration and implement of the Company's Corporate Disclosure Policy.

COMPOSITION AND ORGANIZATION

Members of the Committee are appointed by the Board of Directors. The members of the Committee serve until their successors are duly elected and qualified, and they may be removed by the Board of Directors in its discretion. Members of the Committee must satisfy any independence standards of the TSX Venture Exchange, as promulgated from time to time.

COMMITTEE PROCEEDINGS

The Corporate Disclosure Committee will meet on a regular basis as well as on an ad hoc basis as disclosure requirements dictate. The quorum for any meeting of the Committee will be a majority of the members of the Committee. The Committee may involve such other representatives of the Company as it determines appropriate in order to discharge its responsibilities.

The key meetings are outlined below.

(a) *First Annual Corporate Disclosure Committee Meeting*

Each December, the Corporate Disclosure Committee will meet to prepare for the annual disclosures in the following year, including

- Update disclosure checklists and timetables for the year,
- Assign responsibilities for the year, and
- Review new disclosure requirements and new accounting guidelines.

(b) *Second Annual Corporate Disclosure Committee Meeting*

The Second Annual Corporate Disclosure Committee Meeting will be held prior to the release of the Annual Report, MD&A, Information Circular, NI51-101 and AIF to review the draft reports and prepare recommendations to Board of Directors. The preparation and release of the year end results press release will be reviewed by the Corporate Disclosure Committee prior to this second meeting.

(c) *Interim Corporate Disclosure Committee Meetings*

The interim report to shareholders will be reviewed by the Corporate Disclosure Committee immediately prior to the Board of Directors or Audit Committee meetings to approve same.

(d) *Ad Hoc Corporate Disclosure Committee Meetings*

Ad hoc meetings (either in person or via teleconference) of a quorum of the Corporate Disclosure Committee will be required to review and approve all news releases disseminated by the Company.

The Committee will keep a record of its proceedings.

RESPONSIBILITIES

It is the Company's policy that all disclosures made by the Company to its security holders and the investment community should be accurate and complete and fairly present the Company's financial condition and results of operations in all material respects, and should be made on a timely basis as required by applicable laws and stock exchange requirements.

1. The Committee is responsible for the oversight of the accuracy and timeliness of the disclosures made by the Company.
2. The Committee is responsible for establishing controls and other procedures designed to ensure that information disclosed by the Company is recorded, processed, summarized and reported accurately and on a timely basis and is accumulated and communicated to management to allow timely decisions regarding such disclosure.
3. The Committee will monitor the integrity and effectiveness of the Company's disclosure controls and procedures.
4. The Committee reviews and supervises the preparation of the Company's (i) periodic and current reports, proxy statements, information circulars, annual and interim filings, material change reports, and any other information filed or disseminated, (ii) news releases, earnings, information about material acquisitions or dispositions or other information material to the Company, and (iii) correspondence containing financial information broadly disseminated to shareholders or displayed on the Company's web site.
5. The Committee will periodically review the Company's Corporate Disclosure Policy to ensure that it ensures compliance with applicable legislative and regulatory reporting requirements.
6. The Committee will identify appropriate industry and Company benchmarks for a preliminary assessment of materiality, and using experience and judgment, to determine when developments justify the public release of material information.

7. The Committee will ensure that policies and guidance related to corporate disclosure and financial reporting are developed and issued, and that communication of matters affecting disclosure and financial reporting efficiently flows down, across and up the organization.