

ERO COPPER CORP. **DISCLOSURE POLICY**

1. Introduction

The Board of Directors of Ero Copper Corp. (the “**Company**”) has adopted this Disclosure Policy in order to seek to ensure that communications to the public regarding the Company are timely, factual, accurate, complete and broadly disseminated and, where necessary, filed with the regulators in accordance with applicable securities laws. The goal of this Disclosure Policy is to ensure a consistent approach to the Company’s disclosure practices throughout the Company.

This Disclosure Policy applies to all directors, officers and employees, insiders, consultants and contractors of the Company. It covers disclosure documents filed with the Canadian securities regulators and written statements made in the Company’s annual and quarterly reports, press releases, letters to shareholders, presentations by senior management and information contained on the Company’s website and other electronic communications. This Disclosure Policy applies to oral statements made in group and individual meetings and telephone conversations with members of the investment community (which includes analysts, investors, investment dealers, brokers, investment advisers and investment managers), or with employees, interviews with the media as well as speeches, industry conferences, news conferences and conference calls and dealings with the public generally.

This Disclosure Policy shall be reviewed periodically by the Nominating and Corporate Governance Committee of the Company. Any amendments to this Disclosure Policy shall be subject to approval by the Board of Directors.

2. Disclosure Committee

The Company’s Disclosure Committee (the “**Disclosure Committee**”) is responsible for overseeing the Company’s disclosure controls, procedures and practices. The Disclosure Committee consists of the Company’s Executive Chairman (if applicable), Chief Executive Officer (the “**CEO**”), President and Chief Financial Officer (the “**CFO**”). In the event that all members of the Disclosure Committee are not available, provided that at least two members are available, the decision of these individuals shall be deemed a decision of the Disclosure Committee.

General Responsibilities

Subject to: (a) applicable law, (b) periodic disclosure matters (such as quarterly results), and (c) any development determined by the Board of Directors as requiring immediate public disclosure, the Disclosure Committee shall be responsible for overseeing that a reasonable investigation of the Company’s information and developments is conducted on an ongoing basis for disclosure purposes (with the results of such investigation being reported to the Disclosure Committee), assessing such information and developments for materiality and determining if and when such material information requires public disclosure. The Disclosure Committee shall meet as circumstances dictate.

Written Record of Meeting

The members of the Disclosure Committee making the determination should keep a written record of their meetings, noting what issues were discussed and decided, and what actions, if any, were recommended. Minutes of meetings shall be prepared and a copy should be maintained. It is essential that the Disclosure Committee be kept fully apprised of all pending Company information and developments that are or may be material in order for the Disclosure Committee to evaluate those events and to determine whether disclosure is necessary or appropriate and, if so, the timing for public release of such information. If it is deemed that the information is material but should remain confidential, the Disclosure Committee shall determine the manner of safeguarding such information, shall arrange for any necessary filings with the securities regulators and shall determine when that information should be disclosed in accordance with this Disclosure Policy.

Review of Public Disclosure

Prior to disclosure, the Disclosure Committee shall review the text of public oral statements and documents that contain material information or that will be filed with the securities regulators or with the government or an agency of the government under applicable securities or corporate law or with any stock exchange or quotation and trade reporting system under its bylaws, rules or regulations (“**Stock Exchange Requirements**”) in order to ensure that the statement or document, as the case may be, does not contain a “misrepresentation” (“**misrepresentation**” has the meaning given under applicable Canadian securities laws). Such review shall be in addition to, and not in lieu of, the review of such statements or documents by other directors, officers or employees of the Company otherwise responsible for the matters discussed in such statements or documents and/or the review of such statements or documents.

Becoming Aware of Misrepresentations

If any person to which this Disclosure Policy applies becomes aware that (a) any information publicly disclosed by the Company contained or may have contained a misrepresentation, or (b) there has been or may have been a failure to make timely disclosure of material information, the Disclosure Committee should be promptly notified and the Disclosure Committee, after conducting a reasonable investigation of the information, shall endeavour to ensure that the material information, or correction thereof, as the case may be, is promptly disclosed in accordance with applicable laws and Stock Exchange Requirements.

Company Spokespersons

Subject to Section 7 of this Disclosure Policy, the CEO is hereby designated as the primary Company spokespersons (the “**Spokespersons**”). Others within the Company may be designated by the Disclosure Committee to respond to, or assist in responding to, specific inquiries as necessary or appropriate.

Employees who are not authorized Spokespersons must not respond under any circumstances to inquiries from the investment community or the media, or from other parties if received outside the scope of the employee’s usual responsibilities, unless specifically asked to do so by an authorized Spokesperson.

Review of Disclosure Compliance

The Disclosure Committee shall meet with officers and any senior operational employees as the Disclosure Committee may deem appropriate to review and discuss, as applicable, the Company's information and developments, the Company's disclosure compliance system and this Disclosure Policy. Such meetings shall be in addition to, and not in lieu of, any meetings between the Board of Directors' Audit Committee (the "**Audit Committee**") and such officers and employees.

3. Continuous Disclosure Requirements

In accordance with applicable securities and corporate laws, annual and interim financial statements shall be reviewed by the Audit Committee and approved by the Board of Directors. The Audit Committee shall also review the press releases relating to all annual and interim financial statements and any earnings guidance provided by the Company. The Company's Audit Committee Charter sets forth in detail these responsibilities of the Audit Committee.

4. Definition of Material Information

Material information is any development or 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 common shares. Information is also "material" if a reasonable investor would consider the information important to a decision to buy, hold or sell the Company's common shares. Either positive or negative information may be material and unfavourable material information must be disclosed as promptly and completely as favourable material information. The Disclosure Committee shall endeavour to ensure that its approach to materiality is consistent. The Disclosure Committee, when assessing the materiality of information shall include consideration of the proximity, probability and significance of the information in the context of the total information generally available about the Company. As a general rule, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the Company. However, if an external development will have, or has had, a direct effect on the business and affairs of the Company that is both material and uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry as the Company, the Company should disclose the impact on it. If a director, officer or employee of the Company is unsure at any time as to whether he or she is in possession of material information about the Company, he or she should contact the CEO or, if he or she is unavailable, the CFO, for clarification.

5. Restrictions on Disclosure by Company Personnel

Disclosure by or on behalf of Company

No director, officer or employee, insider, consultant or contractor of the Company shall disclose or discuss any non-public potentially material information about the Company to or with any person outside the Company, except if: (a) disclosure is required in the necessary course of the Company's business provided that the person receiving such information first enters into a confidentiality agreement in favour of the Company (which should contain, among other things, an acknowledgement by the recipient of the requirements of applicable securities laws relating to

such recipient trading securities with knowledge of a material fact or material change in respect of the Company that has not been generally disclosed and to such recipient informing another person or company of such a material fact or material change) and the disclosure is made pursuant to the proper performance by such director, officer or employee, insider, consultant or contractor of his or her duties on behalf of the Company; (b) disclosure is compelled by judicial process; or (c) disclosure is expressly authorized by the Disclosure Committee or by the Board of Directors, as the case may be. Disclosure of non-public potentially material information about the Company is also subject to the Company's policies and practices with respect to confidentiality of such information. During the period before material information is disclosed, the Disclosure Committee should monitor the market activity in the Company's common shares. If you have any questions as to whether information is material or potentially material information or has previously been disclosed in accordance with this Disclosure Policy, contact the CEO or, if he or she is unavailable, the CFO.

Disclosure by Influential Persons

No director or officer of the Company other than the Disclosure Committee or the Board of Directors shall authorize, permit or acquiesce in public statements or disclosure or a filing with a securities regulatory authority by or on behalf of an "influential person" that relates to the Company. For these purposes, an "influential person" means a "control person", a "promoter", or an "insider" who is not a director or senior officer of the Company, in each case within the meaning of applicable Canadian provincial securities laws. In providing any such authorization, permission or acquiescence, the Disclosure Committee or the Board of Directors, as the case may be, shall apply the policies and procedures contemplated in this Disclosure Policy relating to public statements or disclosure or filings by the Company, appropriately modified for proposed public statements or disclosure or filings by or on behalf an influential person.

Expertized Disclosure

Prior to any public statement or disclosure or a filing with a securities regulatory authority by the Company or by a person on behalf of the Company that includes, summarizes or quotes from a report, statement or opinion made by an "expert" (within the meaning of applicable Canadian provincial securities laws) and unless the Disclosure Committee determines otherwise, the Company shall obtain the written consent of such expert to such statement, disclosure or filing (which has not been withdrawn in writing by the expert prior to the Company's disclosure or filing) and the Disclosure Committee shall make reasonable efforts to determine that the Company or the relevant person does not know and has no reasonable grounds to believe that there is a misrepresentation in the applicable statement, disclosure or filing made on the authority of the expert and to determine that the statement, disclosure or filing fairly represents the report, statement or opinion made by the expert.

Substantive Discussions about Company

Only Company Spokespersons are authorized to have substantive discussions about any aspect of the Company's business with the media, any member of the investment community, any shareholder or potential investor, or at any industry or other conference.

6. Protection of Confidential Information

All directors, officers and employees, insiders, consultants and contractors of the Company should take appropriate steps to safeguard the confidentiality of information. The following procedures, which are not exhaustive, should be observed at all times:

- Storage of documents and files containing confidential information in a safe place to which access is restricted to individuals who need to know that information in the necessary course of business.
- Minimize if at all possible discussions of confidential matters in places in which the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- Minimize if at all possible reading of confidential documents or blackberries, smart phones or other personal digital assistant devices in public places.
- Accompanying visitors and ensuring that they are not left alone in offices containing confidential information.
- Transmission of documents by electronic means, such as fax or directly from one computer to another only where it is reasonable to believe that the transmission can be received under secure conditions by the intended recipient.
- Restricting access to confidential electronic data through the use of passwords.
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
- Maintain confidentiality of information outside of the office as well as inside the office.

To prevent inadvertent disclosure of undisclosed material information, employees are strictly prohibited from posting information to or otherwise participating in Internet blogs, chat rooms or similar discussion forums on matters pertaining to the Company's business and affairs or its common shares.

7. Dissemination Procedures

Determination to Disclose Material Information

Once the Disclosure Committee determines that a development or information is material information and such information must be disclosed, then such development or information shall be disseminated by a means designed to provide broad, non-exclusionary distribution of the information to the public, unless the Disclosure Committee determines, on a reasonable basis, that disclosure of such development or information may, in accordance with applicable laws and Stock Exchange Requirements, be kept confidential until the Disclosure Committee determines it is appropriate or necessary to publicly disclose the information. The analysis as to whether or not to make such disclosure, together with the contents of any public disclosure, in appropriate circumstances, would typically involve consultation with legal counsel. Legal counsel should be

consulted prior to disseminating a news release relating to an offering of securities, particularly into the United States.

Determination to Keep Material Information Confidential

In circumstances where the Disclosure Committee has determined to keep material information confidential, the Disclosure Committee shall safeguard the confidentiality of such information (as described under Section 6 above). During the period before material information is disclosed, market activity in the Company's common shares should be monitored and the Investment Industry Regulatory Organization of Canada ("IIROC") should be promptly advised of any unusual market activity. The Disclosure Committee shall also determine whether the undisclosed material information constitutes a "material change" (as defined under applicable securities laws) and, if so, shall cause a confidential material change report to be filed with the applicable securities regulators. The Disclosure Committee shall periodically (at least every 10 days) review its decision to maintain the confidentiality of the material information and, in the case of an undisclosed material change, shall advise the applicable securities regulators where it believes the report should continue to remain confidential. If the basis for confidentiality ceases to exist, the Disclosure Committee shall ensure that the material information is promptly disclosed in accordance with applicable law.

Pending the public release of material information, the Company should also satisfy itself that persons who have knowledge of the material information are aware that it has not been generally disclosed and remains confidential and that such persons are subject to the requirements of applicable securities laws relating to such persons trading securities with knowledge of a material fact or material change in respect of the Company that has not been generally disclosed and such persons informing another person or company of such a material fact or material change until the material information is publicly disclosed or no longer material.

Contents and Dissemination of Press Releases

If the Toronto Stock Exchange (or any other exchange upon which securities of the Company are listed) is open for trading at the time of a proposed announcement, prior notice of a press release announcing material information must be provided, in the case of the Toronto Stock Exchange, to IIROC (Phone: 416.646.7220; Fax: 416.646.7263; email: pr@iroc.ca) or to the otherwise applicable market surveillance department to enable a trading halt, if deemed necessary by the stock exchange(s).

Press releases issued in respect of material information shall contain sufficient detail to enable the media and investors to understand the substance and importance of such information while avoiding exaggerated reports or promotional commentary. The Audit Committee shall review all press releases containing: (a) financial information based on or taken from the Company's quarterly and annual financial results or financial statements; or (b) any earnings guidance (or updates to any previously issued earnings guidance), prior to the issuance of such releases. The Company's Audit Committee Mandate sets forth in detail these responsibilities of the Audit Committee.

Press releases containing material information will be disseminated through an approved news wire service that provides simultaneous Canadian, U.S. or international distribution; generally speaking, the Company should obtain legal advice on such press releases, especially if the press releases involve the offering of securities, particularly into the United States. These press releases shall be transmitted to all stock exchanges on which the Company's securities are listed and relevant regulatory bodies in accordance with the relevant rules including, in particular, on SEDAR (the System for Electronic Document Analysis and Retrieval established by the Canadian securities regulators), as well as business wires, national financial media and local media in areas where the Company has its headquarters and operations, all as considered appropriate from time to time by the Disclosure Committee or the Board of Directors. Such press releases shall also be posted on the Company's website as soon as practical after release over the news wire.

Inadvertent or Unauthorized Disclosure

If previously undisclosed material information has been inadvertently disclosed to any person outside the Company that is not bound by an express confidentiality obligation or disclosed on some other unauthorized basis, the Company shall cause such information to be publicly disclosed as soon as possible after learning of the inadvertent or unauthorized disclosure. In such circumstances, the Company shall take immediate steps to ensure that disclosure is made to the public via press release. The Company shall assess whether a trading halt of the Company's common shares on the Toronto Stock Exchange (or any other exchanges on which securities of the Company are listed) should be requested until proper disclosure has been made.

Material Change Reports

The Disclosure Committee shall also determine whether the material information constitutes a "material change", pursuant to Canadian securities legislation, and if so, the Company shall file a "material change" report with relevant Canadian securities commissions within 10 days of the "material change".

8. Conference Calls

The Company can hold conference calls for material corporate developments, if authorized by the Disclosure Committee. During these calls, the Company Spokespersons or other appropriate personnel as designated by the Disclosure Committee, shall discuss key aspects of the results or developments, as the case may be, and this discussion shall be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone. Where practicable, the Disclosure Committee and the Company Spokespersons and Company management, as necessary, shall meet to discuss appropriate answers to anticipated questions in advance of any such conference call.

At the beginning of the conference call, a Company Spokesperson shall notify all participants to the call that there may be discussion of forward-looking information on the call. The Spokesperson shall then provide appropriate cautionary language with respect to any such forward-looking information and direct participants to publicly filed disclosure documents

containing the assumptions, sensitivities and a full discussion of the risks and uncertainties that could affect such forward-looking statements.

The Company shall provide advance notice of the conference call by issuing a press release, and on the Company's website, announcing the date and time and providing information allowing interested parties to access the call. In addition, the Company may invite members of the investment community, the media and others to participate. Such notice will also be posted on the Company's website.

Any supplemental information provided to participants shall also be posted to the Company's website for others to view.

The archived audio webcast page of the Company's website shall include a notice that advises the reader that the information therein is for historical purposes only and that while information contained within the releases was believed to be accurate at the time of issue, the Company will not, and specifically disclaims any duty to, update this information.

The Disclosure Committee shall hold a debriefing meeting immediately after the conference call and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Company shall immediately disclose such information broadly via press release. If such debriefing uncovers any misstatement or omission, the Disclosure Committee shall consider and authorize release of an appropriate statement or other disclosure correcting such misstatement or omission.

9. Rumours

The Company's policy is to not comment, affirmatively or negatively, on rumours. The Company's Spokespersons shall respond consistently to rumours by stating: "It is our policy not to comment on market rumours or speculation." Should any stock exchange on which the Company's securities are listed request that the Company make a definitive statement in response to a market rumour that may be causing significant volatility in the Company's common shares, the Disclosure Committee shall consider the matter and decide whether to make a statement regarding the rumour.

10. Forward-Looking Information

Subject to authorization from the Disclosure Committee or the Audit Committee, the Company may elect to discuss forward-looking information (such as guidance on revenues, earnings, or results) in disclosure documents filed by the Company, press releases, conference calls or presentations. If material, this information shall be broadly disseminated in accordance with this Disclosure Policy. The Disclosure Committee or the Audit Committee will endeavour to ensure that there is a reasonable basis for drawing any conclusions or making any forecasts and projections set out in the forward-looking information.

Documents containing forward-looking information shall contain, proximate to the forward-looking information, (a) reasonable cautionary language clearly identifying the forward-looking information as such and any material factors that could cause actual results to differ materially from any conclusion, forecast or projections in the forward-looking information, (b) that actual

results could differ materially from any conclusion, forecast or projection in the forward-looking information, and (c) a statement of the material facts or assumptions that were applied in drawing such conclusion or making such forecast or projection.

For public oral statements, the person making such a statement shall state that: (a) the oral statement contains forward-looking information, (b) the actual results could differ materially from any conclusion, forecast or projections in the forward-looking information, (c) certain material facts or assumptions were applied in drawing such conclusion or making such forecast or projection, and (d) additional information is contained in a readily-available document (and the person making this statement shall confirm that such document has been previously filed with applicable securities regulators or generally disclosed and shall identify such document) regarding the material factors or other risks that could cause actual results to differ materially from any conclusion, forecast or projections in the forward-looking information and the material factors and assumptions that were applied in drawing such conclusion or making such forecast or projection.

For both documents and public oral statements and subject to applicable securities laws, the disclosure should include a statement that disclaims the Company's intention or obligation to update or revise the forward-looking information, whether as a result of new information, future events or otherwise.

11. Quiet Periods

It is illegal for a public company and certain persons, including directors, officers, employees, consultants, contractors and insiders of a public company, to inform, other than in the necessary course of business, another person of material information affecting that company that has not been publicly disclosed. To avoid the potential for selective disclosure, the Company observes a regularly scheduled "quiet period". The quiet period commences on the 28th day before the scheduled date of the Board of Directors' meeting to approve the financial statements for the applicable fiscal quarter or fiscal year end (not including such meeting date), and ending one complete business day following the filing of the Company's interim or annual financial statements. During its quiet period, the Company's management shall reduce the level of discussions or other forums for communication with members of the investment community in respect of forward looking statements as well as any developments in the Company's business or the market for its securities subsequent to the commencement of the quiet period, and shall not initiate any such discussions or communications, unless so authorized by the Disclosure Committee or the Board of Directors. As well, during the quiet period, the Company shall restrict discussions by its employees with such persons to general and publicly disclosed information concerning the Company, including its historical financial results. No comments concerning the current fiscal period, or past or present guidance, are permitted during the quiet period. Any press release to be issued by the Company during the quiet period should be reviewed and authorized by the Disclosure Committee, unless such release has been separately reviewed and authorized by the Board of Directors.

12. Contacts with Analysts, Investors and the Media

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered non-public material 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 press release containing such information, which release is disseminated in accordance with this Disclosure Policy.

The Company recognizes that meetings with analysts and significant investors are an important element of the Company's investor relations program. The Company shall meet with analysts and investors on an individual or small group basis as needed and shall initiate contacts or respond to analyst and investor calls on a reasonable best efforts supplemental basis in a timely, consistent and accurate fashion in accordance with this Disclosure Policy.

The Company shall provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

Spokespersons shall keep notes of telephone conversations with analysts and investors and, where practicable, more than one Company representative will be present at all individual and group meetings. A debriefing shall be held after such meetings and if such debriefing uncovers disclosure of previously undisclosed material information, the Company shall immediately disclose such information broadly via a press release. If such debriefing uncovers any misstatement or omission, the Disclosure Committee shall consider and, if deemed advisable, authorize release of an appropriate statement or other disclosure correcting such misstatement or omission.

13. Reviewing Analyst Draft Reports and Models

It is the Company's policy to review, upon request, analysts' draft research reports or models. The Company shall review the draft report or the model for the sole purpose of pointing out errors in fact based on publicly disclosed information. It is the Company's policy, when an analyst inquires with respect to his/her estimates, to question an analyst's assumptions if the estimate is a significant outlier among the range of estimates or the Company's published earnings guidance (if any). The Company shall limit its comments in responding to such inquiries to non-material information which non-material information could include economic and industry trends that may affect the Company and which are generally known. The Company shall not confirm, or attempt to influence, an analyst's opinions or conclusions and shall not express comfort with the analyst's report, model or earnings estimates.

In order to avoid appearing to "endorse" an analyst's report or model, the Company shall only provide its comments verbally. The Company shall comment only on draft research reports, and to avoid any appearance of endorsement, the Company shall not comment on final analysts' reports.

14. No Distribution of Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Company of the report. For these reasons, the Company shall not provide analyst reports through any means to persons outside of the Company or to employees of the Company. Analyst's reports (including the existence thereof) shall not be posted on the Company's website.

The Company may post on its website, a complete list of all the investment firms and analysts who provide research coverage on the Company, regardless of their recommendation. If so provided, such list shall not include links to the analysts' or any other third party websites or publications.

15. Responsibility for Electronic Communications

This Disclosure Policy also applies to electronic communications. Accordingly, officers and employees responsible for written and oral public disclosures, including Spokespersons, shall also be responsible for electronic communications. The Vice President, Corporate Development is responsible for updating the Company's website and is responsible for monitoring all Company information placed on the Company's website to ensure that it is accurate and complete.

Investor relations material shall be contained within a separate section of the Company's website and shall include a notice that advises the reader that the information posted was believed to be accurate at the time of posting, but that the Company will not, and specifically disclaims any duty to, update the information. Such investors relations material shall include, or shall include links to, all of the Company's "timely disclosure" documents issued and filed in accordance with applicable securities laws, any material that the Company has distributed to analysts and institutional investors and any other information deemed appropriate by the CEO.

All information posted to the website, including text and audiovisual material, shall show the date such information was posted. Links from the Company's website to a third party website must be approved by the CEO. Any such links should include a notice that advises the reader that they are leaving the Company's website and that the Company is not responsible for the contents of the other site. The Company's website shall contain contact information for the CEO.

16. Disclosure Record

The Disclosure Committee shall maintain a disclosure record. This consists of a six-year file containing all public information about the Company available in respect of the Company, including continuous disclosure documents (including, without limitation, the Annual Report, the Annual Information Form, Notice and Management Proxy Circular, Quarterly Reports to Shareholders and Material Change Reports, if any), press releases issued by the Company and transcripts or tape recordings of conference calls.

17. Education and Enforcement

This Disclosure Policy shall be circulated to all directors, officers and employees, insiders, consultants and contractors of the Company, and other persons to which this Disclosure Policy applies. This Disclosure Policy shall be posted on the Company's website and the Disclosure Committee shall endeavour to ensure that all employees are aware of the existence of the Disclosure Policy, its importance and the Company's expectation that employees shall comply with the Disclosure Policy.

Upon implementation by the Board of Directors, and on a periodic basis thereafter, all directors, officers and employees, insiders, consultants and contractors (including new directors and officers joining the Company or employees hired after implementation) may be requested to certify their compliance with this Disclosure Policy pursuant to the certificate attached as Schedule A hereto.

Any officer, employee, consultant or contractor who violates this Disclosure Policy may face disciplinary action up to and including termination of his or her employment or contract with the Company without notice. The violation of this Disclosure Policy may also violate certain securities laws. If it appears that an officer, employee, consultant or contractor 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.

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Should any person subject to this Disclosure Policy have any questions or wish information concerning the above, please contact the Disclosure Policy Administrator (who, at the date hereof, shall be the CFO).

This Disclosure Policy is intended as a component of the flexible governance framework within which the Company's Board of Directors, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Notice of Articles and Articles, it is not intended to establish any legally binding obligations.

SCHEDULE A

Certification – Disclosure Policy

The undersigned hereby certifies that he/she has read and understands the Company's Disclosure Policy, a copy of which is attached hereto, and agrees to comply with the procedures and policies set forth therein. The undersigned acknowledges that the Disclosure Policy may be amended from time to time, and the undersigned agrees to review and abide by the Disclosure Policy, as amended, upon receipt by the undersigned of the amended Disclosure Policy. The undersigned acknowledges that the up-to-date Disclosure Policy will be available, for reference, on the Company's website.

Date: _____

Signature: _____

Name: _____
(please print)