

# U.S. Silver Corporation

## Corporate Disclosure Policy

### OBJECTIVE AND SCOPE

The board of directors of U.S. Silver Corporation (the “**Company**”) has adopted this Corporate Disclosure Policy (the “**Policy**”) to ensure that the Company’s communications to the investing public are:

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

All investors in the Company should have equal access to information that may affect their investment decisions. The intent of this Policy is to ensure that disclosure of material information conforms to Canadian securities laws and regulations. Company insiders and others who are in possession of undisclosed material information about the Company must not:

- purchase or sell the Company’s securities; or
- disclose undisclosed material information to others except in very limited circumstances recognized by securities regulators.

### APPLICATION OF THE POLICY

The Corporate Governance and Nomination Committee (the “**Committee**”) is responsible for the administration of this Policy. This Policy extends to all directors, officers and employees of the Company and those authorized to speak on behalf of the Company. All such persons are required to make the Committee aware of any circumstances or events that could reasonably be considered to be “material information” in the context of this Policy.

This Policy covers disclosures in documents filed with securities regulators, financial and non-financial disclosure, including management’s discussion and analysis (the “**MD&A**”), written statements made in the Company’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management, information contained on the Company’s website and in 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.

The policies and procedures set out in this Policy are important. Failure to observe them may result in a breach of Canadian securities laws and have a negative impact on the business and operations of the Company. It may also result in disciplinary action, including, where appropriate, termination of employment with the Company.

It is essential that the Committee be kept fully apprised of all pending material Company developments in order to evaluate and discuss those events and to determine the appropriateness and timing for public release of information. If it is deemed that the information should remain confidential, the Committee will determine how that inside information will be controlled. The Committee will keep records of its administration of this Policy during its scheduled meetings.

In discharging its duties under this Policy the Committee shall have full access to all books, records, facilities and personnel. In addition, in discharging its duties under this Policy, the Committee shall seek and obtain all such advice from the Company's external legal counsel and auditors as is appropriate from time to time.

The Committee should report to the Audit Committee on any significant issues arising under this Policy, including circumstances where there is an occurrence of selective disclosure.

The Committee will review and/or update this Policy on a periodic basis to ensure compliance with changing regulatory requirements.

## **AUTHORIZED SPOKESPERSON**

The number of people who are authorized to speak on behalf of the Company to the investment community, regulators and the media is limited to the Chief Executive Officer and the IR Consultant (as defined below) (collectively, the "**Authorized Spokesperson**"). An Authorized Spokesperson may, from time to time, designate others within the Company to speak on behalf of the Company, either in a back-up capacity or to respond to specific issues.

From time to time, the Company may engage the services of an outside investor relations firm or individual (the "**IR Consultant**") to provide strategic investor relations services. In this role, the IR Consultant is an Authorized Spokesperson and will interact with members of the investment community on behalf of the Company. The IR Consultant is considered to be an insider of the Company.

Everyone in the Company should know the identity of the Authorized Spokesperson and refer all inquiries from analysts, investors and the media to that person. Having an Authorized Spokesperson should help to reduce the risk of unauthorized disclosures, inconsistent statements by different people in the Company and statements that are inconsistent with the public disclosure record of the Company.

Employees and others who are not the Authorized Spokesperson must not respond, under any circumstances, to inquiries from the investment community, the media or others, unless specifically asked to do so by the Authorized Spokesperson. All such inquiries shall be referred directly to the Authorized Spokesperson.

Statements made by those who are not formally designated by the Company as the Authorized Spokesperson may nonetheless be viewed as being made on behalf of the Company. Therefore, all employees, officers and directors of the Company should familiarize themselves with this Policy and take great care to comply with it, to ensure that they do not inadvertently cause the Company, as well as themselves to run afoul of the law.

## **BOARD REVIEW OF CERTAIN DISCLOSURE**

The board will review the following disclosures in advance of their public release by the Company:

- the Company's financial statements, MD&A and annual and interim earnings news releases;
- earnings guidance, if any;

- news releases containing financial information based on the Company's financial statements prior to the release of such statements; and
- the contents of all other major disclosure documents, including the Company's annual report, quarterly reports to shareholders and management information circulars.

Financial results will be publicly released immediately following board approval of the MD&A, financial statements and notes.

Where feasible, the Company will issue its earnings news release concurrently with the filing of its quarterly or annual financial statements.

## **PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION**

### *Material Changes*

The Company is required by securities law to immediately disclose a “**material change**” in its business. A material change is: (i) a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company; or (ii) a decision to implement a change referred to in (i) made by the board or other persons acting in a similar capacity or by senior management of the Company who believe that confirmation of the decision by the board or such other persons acting in a similar capacity is probable. The Company must disclose a material change by issuing and filing a news release describing the change. The Company must also file a material change report as soon as practicable, and no later than 10 days after the change occurs.

Announcements of material changes should be factual and balanced. Unfavourable news must be disclosed just as promptly and completely as favourable news. If the Company discloses positive news but withholds negative news, the Company could find its disclosure practices subject to scrutiny by securities regulators. The Company's news releases should contain enough detail to enable the media and investors to understand the substance and importance of the change the Company is disclosing. The Company must avoid including unnecessary details, exaggerated reports or promotional commentary.

Securities legislation permits the Company to delay disclosure of a material change and to keep it confidential temporarily where immediate release of the information would be unduly detrimental to the Company's interests. For example, where immediate disclosure might interfere with the Company's pursuit of a specific objective or strategy, with ongoing negotiations, or with its ability to complete a transaction. If the harm to the Company's business from disclosing outweighs the general benefit to the market of immediate disclosure, withholding disclosure may be justified. In such cases, the Company may withhold public disclosure, but it must make a confidential filing with the securities commission. Certain jurisdictions also require the Company to renew the confidential filing every 10 days should it want to continue to keep the information confidential. Companies are discouraged from delaying disclosure for a lengthy period of time as it becomes less likely that confidentiality can be maintained beyond the short term.

Where disclosure of a material change is delayed, the Company must maintain complete confidentiality. During the period before a material change is disclosed, market activity in the Company's securities will be carefully monitored. Any unusual market activity may mean that news of the matter has been leaked and that certain persons are taking advantage of it. If the confidential material change, or rumours about it, have leaked or appear to be impacting the share price, the Company will take immediate steps to ensure that a full public announcement is made. This would include contacting the TSX Venture Exchange and asking that trading be halted pending the issuance of a news release.

Where a material change is being kept confidential, the Company is under a duty to make sure that persons with knowledge of the material change have not made use of such information in purchasing or selling its securities. Such information should not be disclosed to any person or company, except in the necessary course of business.

### *Material Information*

The Company is also required by stock exchange rules to immediately disclose "**material information**" via news release. "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 securities, or that would reasonably be expected to have a significant influence on any reasonable investor's investment decisions.

In making materiality judgements, it is necessary to take into account a number of factors that cannot be captured in a simple bright-line standard or test. These include the nature of the information itself, the volatility of the Company's securities and prevailing market conditions. The materiality of a particular event or piece of information may vary between companies according to their size, the nature of their operations and many other factors. An event that is "significant" or "major" for a smaller company may not be material to a larger company. The Company should avoid taking an overly technical approach to determining materiality. Under volatile market conditions, apparently insignificant variances between earnings projections and actual results can have a significant impact on share price once released. For example, information regarding the Company's ability to meet consensus earnings published by securities analysts should not be selectively disclosed before general public release.

The Company will monitor the market's reaction to information that is publicly disclosed. Ongoing monitoring and assessment of market reaction to different disclosure will be helpful when making materiality judgements in the future. As a guiding principle, if there is any doubt about whether particular information is material, the Company will err on the side of materiality and release information publicly.

Examples of the types of events or information that may be material are set out in Schedule A hereto. This list is not exhaustive and is not a substitute for the Disclosure Committee exercising its own judgement in making materiality determinations.

In complying with the requirement to disclose all material information in a timely manner under applicable laws and securities regulatory authority and stock exchange rules, the Company will adhere to the following basic disclosure principles:

- material information will be publicly disclosed immediately via news release;
- in certain circumstances, the Committee may determine that such disclosure would be unduly detrimental to the Company (for example, if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the Committee determines it is appropriate to publicly disclose and, in these circumstances, the Committee will cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential;
- disclosure must include any information the omission of which would make the rest of the disclosure misleading (half truths are misleading);
- unfavourable material information must be disclosed as promptly and completely as favourable information;
- there must be no selective disclosure and previously undisclosed material information must not be disclosed to selected individuals (for example, in an investor meeting or during a telephone conversation with an analyst); if previously undisclosed material information is inadvertently disclosed, this information must be broadly disclosed immediately via news release;
- disclosure should be consistent among all audiences, including the investment community, the media, customers and employees;
- disclosure on the Company's website alone does not constitute adequate disclosure of material information; and
- disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure contained a material error at the time it was given.

## **PRESS RELEASES**

An approved newswire service that provides simultaneous national and/or international distribution will disseminate press releases. All press releases will be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media and the local media, as applicable.

Press releases will be posted on The Company's website and at [www.sedar.com](http://www.sedar.com) after confirmation of release over the newswire.

## **MAINTAINING CONFIDENTIALITY**

Any director, officer or employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Directors, officers and employees must make efforts to limit access to confidential information to only those who need to know the confidential information and those persons need to be advised that the information is to be kept confidential.

Outside parties privy to undisclosed material information concerning the Company will be told that they must not divulge such information to anyone else and that they may not trade in the Company's securities until the information is publicly disclosed. Such outside parties will confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:

- documents and files containing confidential information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business and code names should be used if necessary;
- confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
- employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
- transmission of documents by electronic means, such as by fax, email or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded and extra copies of confidential documents should be shredded or otherwise destroyed; and
- access to confidential electronic data should be restricted through the use of passwords.

Communication by email leaves a physical track of its passage that may be subject to later decryption attempts. Caution should be exercised whenever confidential material information is to be transmitted over the Internet. Where possible, directors, officers and employees should avoid using e-mail to transmit confidential material information.

#### **CHAT ROOMS, BULLETIN BOARDS AND EMAILS**

No one should participate in, host or link to chat rooms or bulletin boards. Employees are prohibited from discussing corporate matters in these forums. This prohibition is intended to protect the Company from the liability that could arise from the well-intentioned, but sporadic, efforts of employees to correct rumours or defend the Company. Employees should report to the Chair of the Audit Committee any discussion pertaining to the Company that they find on the Internet.

## **HANDLING RUMOURS**

The Company has adopted a “no comment” policy with respect to market rumours and this policy must be applied consistently. Otherwise, an inconsistent response may be interpreted as “tipping”. The Company may be required by the TSX Venture Exchange to make a clarifying statement where trading in the Company's securities appears to be heavily influenced by rumours. If material information has been leaked and appears to be affecting trading activity in the Company's securities, the Company will take immediate steps to ensure that a full public announcement is made. This includes contacting the TSX Venture Exchange and asking that trading be halted pending the issuance of a news release.

The Company does not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Authorized Spokesperson will respond consistently to any rumours, stating, “It is our policy not to comment on market rumours or speculation.”

Should the TSX Venture Exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Committee will consider the matter and decide whether to make a policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and the Company will immediately issue a news release disclosing the relevant material information.

## **ANALYST CALLS AND INDUSTRY CONFERENCES**

Conference calls may be held for quarterly earnings and major corporate developments, accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast. If a conference call is held, the call will be preceded by a news release containing all relevant material information. At the beginning of the call, the Authorized Spokesperson will provide appropriate cautionary language with respect to any forward-looking information and direct participants to publicly available documents containing any assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.

The Company will provide advance notice of the conference call and 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 may also be provided on the Company's website. In addition, the Company 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 website for others to view. An archived audio webcast will be made available on the Company's website following the call for a minimum of 90 days, for anyone interested in listening to a replay. A telephone rebroadcast of the call will also be available for one week following the actual conference call.

Company officials should meet before an analyst conference call, private analyst meeting or industry conference. Where practical, statements and responses to anticipated questions should be scripted in advance and reviewed by the appropriate people within the Company. Scripting will help to identify any material corporate information that may need to be publicly disclosed through a news release.

Detailed records and/or transcripts of any conference call, meeting or industry conference will be kept. These should be reviewed to determine whether any unintentional selective disclosure has occurred. If so, the Company will take immediate steps to ensure that a full public announcement is made, including contacting the TSX Venture Exchange and asking that trading be halted pending the issuance of a news release.

The Committee will hold a debriefing meeting, if appropriate, 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.

### **PRIVATE BRIEFINGS WITH ANALYSTS, INSTITUTIONAL INVESTORS AND OTHER MARKET PROFESSIONALS**

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered 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.

The Company recognizes that meetings with analysts and significant investors are an important element of the Company's investor relations program. The Company will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.

The Company has a policy of providing only non-material information and publicly disclosed information to analysts. The Company should not disclose significant data, and in particular financial information such as sales and profit figures, to analysts, institutional investors and other market professionals selectively rather than to the market as a whole. Earnings forecasts, if any, are in the same category.

The Company cannot make material information immaterial simply by breaking the information into seemingly non-material pieces. At the same time, the Company is not prohibited from disclosing non-material information to analysts, even if these pieces help the analyst complete a "mosaic" of information that, taken together, is material undisclosed information about the Company.

The Company 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 website. Spokespersons will 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 will be held after these meetings and if it is determined that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

## **REVIEWING ANALYST DRAFT REPORTS AND MODELS**

Upon request, the Company may review analysts' draft research reports or financial models for factual accuracy based on publicly disclosed 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 financial model and earnings estimates. To avoid appearing 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.

## **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 the Company of the reports. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company or generally to employees of the Company, including posting such reports on its website. Notwithstanding the foregoing, the Company will distribute analyst reports to its directors and senior officers to monitor the communications of the Company 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 the Company's financial and professional advisors in the necessary course of business. The Company may post on its website a complete listing, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, this list will not include links to the analysts' or any other third party websites or publications.

## **BLACKOUT PERIODS AND INSIDER TRADING POLICY**

***The Company's securities may not be purchased or sold by Company Personnel beginning on the final day of each fiscal quarter and ending after the 2<sup>nd</sup> clear and full trading day following the quarterly financial results or the annual results being made public by news release.*** This period is referred to as a "quarterly black out period". The period starting after the 2<sup>nd</sup> clear and full trading day following the news release until the start of the next quarterly black out period is referred to as a "trading window". ***For clarification, no trading is permitted even during the applicable trading window if an individual is in possession of material non-public information.***

It is illegal for anyone with knowledge of material information affecting a public company that has not been publicly disclosed to purchase or sell securities of that company. It is also illegal for anyone to inform any other person of material non-public information, except in the necessary course of business. Therefore, insiders and employees with knowledge of confidential or material information about the Company or counter-parties in negotiations of material transactions are prohibited from trading securities of the Company or any counter-party until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated. Insiders are personally responsible for filing accurate and timely insider trading reports.

Blackout periods may be prescribed from time to time by the Committee as a result of special circumstances relating to the Company when insiders would be precluded from trading in its securities. The black out should cover all parties with knowledge of such special circumstances. These parties may include external advisors such as legal counsel, investment bankers, investor relations consultants and other professional advisors, and counter-parties in negotiations of material potential transactions.

## **FORECASTS, FORWARD-LOOKING INFORMATION AND UPDATES**

The Company must ensure that it has a reasonable basis for making forward-looking statements and must include with such statements appropriate statements of risks and cautionary language. Forward-looking statements may be misleading when they are unreasonably optimistic or aggressive, lack objectivity or are not adequately explained. Any forward-looking statement (whether written or oral) must contain:

- a statement that the information is forward-looking;
- the factors that could cause actual results to differ materially from the forward-looking statement; and
- a description of the factors or assumptions that were used in making the forward-looking statement.

Full and clear disclosure of these matters greatly reduces the risk that reasonably-based forward-looking statements will be misleading. Disclosure might include a range of reasonably possible outcomes, a sensitivity analysis, or other qualitative information that helps to explain the related risks.

This disclosure should go beyond mere boilerplate. The Company's warnings should be substantive and tailored to the specific future estimates or opinions that are being forecast. The Company should also identify and quantify the risks.

When making voluntary forward-looking statements, the Company will clearly indicate what its practice is for updating those statements. Updating forward-looking information in light of subsequent developments is a good practice that can enhance the Company's credibility with analysts and investors. The Company will disclose its practice at the time it makes any forward-looking statement and adhere to it consistently.

Should the Company elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- all material forward-looking information will be broadly disseminated via news release;
- the information will be clearly identified as forward looking;
- the Company will identify the material assumptions used in the preparation of the forward-looking information;
- 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;

- the information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome;
- 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 the Company disclaims any intention to update or revise this statement of forward-looking information, whether as a result of new information, future events or otherwise; and
- once disclosed, the Company's practice for updating forward-looking information will be to regularly assess whether previous statements of forward-looking should be replaced by new financial outlooks, and ensure that past disclosure of forward-looking information is accurately reflected in current MD&A.

If the Company has issued a forecast or projection in connection with an offering document covered by National Policy 48, the Company will update that forecast or projection periodically as required by National Policy 48.

#### **UNINTENTIONAL SELECTIVE DISCLOSURE**

Securities legislation in Canada does not provide a safe harbour that allows companies to correct an unintentional selective disclosure of material information. If the Company makes an unintentional selective disclosure it should take immediate steps to ensure that a full public announcement is made. This includes contacting the TSX Venture Exchange and requesting that trading be halted pending the issuance of a news release. Pending the public release of the material information, the Company should also tell those parties who have knowledge of the information that the information is material and that it has not been generally disclosed.

#### **MANAGING EXPECTATIONS**

The Company will try to ensure, through its regular public dissemination of quantitative and qualitative information, that a fair and accurate analysis of the Company is ascertainable by all interested parties. The Company will not confirm, or attempt to influence, an analyst's assumptions, opinions or conclusions and will not express comfort with analysts' models and earnings estimates. If the Company has determined that it will be reporting results materially below or above publicly held expectations, it will disclose this information in a news release in order to enable discussion without risk of selective disclosure.

#### **DISCLOSURE RECORD**

The Company's Corporate Secretary (or a suitably delegated authority) will maintain a five year record of all public information about the Company, 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.

## **RESPONSIBILITY FOR ELECTRONIC COMMUNICATION**

This Policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures shall also be responsible for electronic communications.

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

The Corporate Secretary (or a suitably delegated authority) is responsible for updating the Company's website and is responsible for monitoring all Company information placed on the website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws. All public information that has been disclosed, including all documents filed on SEDAR, must be available through the Company's website. Information required to be included on the website must be posted promptly following the occurrence of the event requiring such inclusion. Any material changes in information must be updated immediately. The minimum retention period for material corporate information on the website shall be two years.

The Authorized Spokesperson is responsible for responding to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries.

In order to ensure that no material undisclosed information is inadvertently disclosed, employees are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Company's activities or its securities. This prohibition is intended to protect the Company from the liability that could arise from the well-intentioned, but sporadic, efforts of employees to correct rumours or defend the Company. Employees who encounter a discussion pertaining to The Company should advise a member of the Committee immediately, so the discussion may be monitored.

## **COMMUNICATION AND ENFORCEMENT**

The Policy applies to all of the Company's directors, officers and employees. All current and new employees of the Company will be provided with a copy of the Policy and educated about its importance. Any changes to the Policy will be communicated to all employees.

Any directors, officer or employee who violates the Policy may face disciplinary action up to and including termination of employment with the Company without notice. The violation of the Policy may also violate certain securities laws, which could expose such director, officer or employee of the Company to personal liability. If it appears that a director, officer or employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.

## **ENQUIRIES**

All enquiries or questions regarding this Policy should be directed to a member of the Committee.

*Ratified by the Board of Directors on June 29, 2010*

## **SCHEDULE A**

### **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 the 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
- significant discoveries by resource companies
- changes to the Board or executive management, including the departure of the Company's CEO, CFO, COO 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 1 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 for, 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