

## **Introduction**

As a public company listed on The Toronto Stock Exchange (the “TSX”), Nuinsco Resources Limited (the “Corporation”) must comply with two sets of rules (collectively, the “Disclosure Rules”) regarding the timely disclosure of material information to the public:

- securities law governing corporate disclosure, confidentiality and employee trading; and
- the TSX’s Policy Statement on Timely Disclosure, which expands on the requirements of securities law.
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The governing philosophy for this disclosure policy is to provide the public with equal access to information that may affect their investment decisions, thereby placing all participants in the market on an equal footing. The Corporation is committed to providing timely, accurate and balanced disclosure of material information about the Corporation, consistent with legal and regulatory requirements. The Corporation will disseminate good news and bad on a timely basis, except where confidentiality issues require a delay. It is imperative that all parties in the investment community have timely access to this information.

This policy extends to all employees and officers of the Corporation and its board of directors. This policy sets out the Corporation’s disclosure obligations and the procedures that the Corporation, its board of directors, officers and its employees must follow to ensure that material information is disclosed to the public on a timely basis and is not disclosed in circumstances that are contrary to law.

The board of directors will approve the adoption of this policy on timely disclosure and insider trading.

## **Disclosure Policy Committee**

The board of directors of the Corporation has established a Disclosure Policy Committee consisting of the CEO, CFO and Corporate Secretary.

The Disclosure Policy Committee will determine when developments justify public disclosure and will meet as conditions dictate. It is essential that the Disclosure Policy Committee be fully apprised of all material information (see discussion below) in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information or whether the information should remain confidential, and if so, how that information will be controlled. This Committee will be responsible for all public disclosure prior to their release.

The Disclosure Policy Committee will be responsible for the administration of this policy, including the completion of the tasks required to comply with and implement this policy, and will report on such matters to the board of directors of the Corporation. In addition, the Disclosure Policy Committee will create a crisis communication policy for the review and approval of the board of directors of the Corporation and will control all communication during a crisis.

The Disclosure Policy Committee will keep members of the board of directors and other insiders apprised of material developments which the Corporation has decided to keep confidential for a limited period of time, in accordance with the section entitled “Exception to Disclosure Requirement” (below), in order to avoid premature or selective disclosure or inadvertent insider trading.

## **Material Information**

Material information is any information relating to the business and affairs of the Corporation that has a significant effect, or would reasonably be expected to have a significant effect, on the market price or value of the Corporation's listed securities. A rule of thumb that you may wish to use to determine if information is material is to consider as material any information which a reasonable investor would likely consider important in making an investment decision.

The following are examples of situations when disclosure must be made:

- changes in share ownership that may affect control of the Corporation;
- changes in corporate structure, such as reorganizations, amalgamations, etc.;
- take-over bids or issuer bids; major corporate acquisitions or dispositions;
- changes in capital structure;
- borrowing of a significant amount of funds; public or private sale of additional securities; developments affecting the Corporation's properties, including material changes to reserves, resources or exploration results;
- significant positive or adverse change in anticipated financial results;
- entering into or loss of significant contracts; firm evidence of significant increases or decreases in near-term earnings prospects;
- changes in capital investment plans or corporate objectives; significant changes in management; significant litigation;
- major labour disputes or disputes with major contractors or suppliers; or events of default under financing or other agreements; and
- any other developments relating to the business and affairs of the Corporation that would reasonably be expected to significantly affect the market price or value of any of the Corporation's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

Since the determination of what constitutes "material information" in the context of the Corporation involves making subjective judgments, it may not always be clear when disclosure must be made. In case of uncertainty whether certain information is material, the Corporation will consult the Corporation's counsel and, in appropriate circumstances, the Market Surveillance Division of Market Regulation Services Inc.

Forecasts of earnings and other financial forecasts need not be disclosed. In addition, forecasts should not be provided on a selective basis to any investors if the investors are not involved in the management of the affairs of the Corporation.

## **Immediate Disclosure**

The Corporation must disclose material information concerning its business and affairs forthwith upon the information becoming known to management. In the case of information previously known but not disclosed, it must be disclosed forthwith upon it becoming apparent that the information is material.

A significant announcement is to be released immediately. Release of certain announcements may be delayed until the close of trading subject to the approval of the Market Surveillance Division.

Any announcement made about the Corporation's intention to proceed with a transaction must be made at the time that the transaction is approved by the Corporation's board of directors. Subsequent updates must be provided at least every 30 days. In certain cases, announcements may have to be made at the date a letter of intent is entered into even if it is non-binding.

### **Exception to Disclosure Requirement**

In restricted circumstances, the Disclosure Rules allow information to be kept confidential for a limited period of time if the early disclosure of material information would be unduly detrimental to the Corporation.

If disclosure of material information is delayed, complete confidentiality must be maintained. That is, the material information should not be disclosed to anybody, except in the necessary course of business, and precautions should be taken to assure that there is no selective disclosure to third parties. This is tipping which is prohibited under securities laws. In the event that such confidential information, or rumours respecting same, are divulged in any manner (other than in the necessary course of business), the Corporation is required to make an immediate announcement on the matter.

Accordingly, to maintain confidentiality, the Corporation will:

- not disclose the information to anyone (including others within the Corporation) except in the necessary course of business;
- make sure that if the information has been disclosed in the necessary course of business that everyone understands that it is to be kept confidential;
- if necessary, store in a locked cabinet any confidential documents and refer to confidential information using code names;
- ensure that confidential documents cannot be accessed through shared servers; and
- if selective disclosure of confidential information inadvertently occurs, immediately disclose the information publicly by issuing a press release.
- Advise all employees that they should not discuss confidential information with other employees in areas where they may be overheard, e.g. in elevators, bars and at parties.

### **Quiet Period**

The Corporation will decline discussions with the investor community relating to financial performance during the 14-day period which precedes the release of quarterly information and annual financial information. During such 14-day period, the Corporation may, however, respond to strictly factual questions unrelated to financial performance and provide non-material information.

### **Rumours, Leaks and Inadvertent Disclosures**

Unusual market activity is often caused by the presence of rumours. While management may not be aware of, or be in a position to comment on, all rumours, the TSX may request that the Corporation make a clarifying statement.

A trading halt may be instituted pending a “no corporate developments” statement from the Corporation. If a rumour is correct in whole or in part, the Corporation must make immediate disclosure of the relevant material information and a trading halt will be instituted pending release and dissemination of the information.

Any unauthorized disclosure of information must be reported immediately to a Disclosure Policy Manager (DPM) (identified below). If the information is price sensitive, the Corporation will issue a press release. If the information is not material, the Corporation will give investors access to the background information related to the rumour, leak or inadvertent disclosure on the Corporation’s website.

It is the Corporation’s policy not to comment on market rumours or speculation. This also applies to rumours on the Internet. If the TSX or a securities regulator requests that the Corporation make a statement in response to a market rumour, a DPM will consider the matter and make a determination as to the nature and content of any response from the Corporation.

Unauthorized leaks of information can place the Corporation in contravention of the legal requirement to disclose material information first to the TSX. If there is an unauthorized or inadvertent leak of information, the person responsible for the disclosure must inform a DPM immediately, even if the information is not material.

### **Insider Trading**

In order to take an active role in the prevention of insider trading violations by the Corporation’s officers, directors, employees and other related individuals, the Corporation has adopted a written policy on insider trading which should be read in conjunction with this public disclosure policy.

### **Procedures For Disclosure**

The Corporation has developed a routine procedure for disclosing material information. This procedure consists of drafting a press release; circulating it for review and approval to appropriate members of management and the board of directors if applicable; pre-clearing the release with Market Surveillance and disseminating the release through a national wire service and other distribution channels so as to effect broad dissemination to all public entities. All press releases are filed on SEDAR following their dissemination through the national wire service.

#### **1. Officers Responsible for Disclosure**

It is important that the Corporation be consistent in its disclosures. This applies to analyst meetings and other verbal disclosures along with written disclosures such as annual and quarterly reports and press releases. Thus, by limiting the number of authorized spokespersons, a consistency in message can be maintained.

The CEO and Corporate Secretary will act as DPMs, and are responsible for disclosing material information and ensuring compliance with applicable securities rules and TSX regulations and are hereby authorized to speak on the Corporation’s behalf:

Other than employees so designated, no other employee may comment on material corporate developments.

It is essential that these individuals be kept fully apprised of Corporation developments, including M&A discussions, extraordinary transactions, etc., in order that they are in a position to evaluate and discuss those events that may impact the disclosure process.

The Corporate Secretary (“CS”) will be responsible for the following:

- making sure the Corporation complies with continuous disclosure requirements;
- overseeing and co-ordinating disclosure of information to the TSX;
- educating directors and staff on the Corporation’s disclosure policies and procedures;
- reporting and making recommendations to the board of directors on disclosure issues;
- overseeing and co-ordinating disclosure to analysts, shareholders, the media and the public;
- reviewing all briefings and discussions with analysts to ensure that shareholders are not denied access to any significant background information given to analysts;
- maintaining accurate records of all disclosures of information by the Corporation whether the information is material or not and,
- approving all briefings, presentations and other information disclosures.

## **2. Pre-Notification to Exchange**

All news releases issued by the Corporation must be submitted to Market Surveillance for review and approval prior to dissemination of the news release. If a news release is to be issued during trading hours, Market Surveillance staff will determine whether the trading of the Corporation’s securities must be halted.

All news releases will be faxed to Market Surveillance at (416) 646-7263. No employee other than the Disclosure Policy Managers (and, if applicable, authorized back-up individuals) may issue or discuss the dissemination of a news release.

## **3. Dissemination of Material Information**

### **(a) Through a wire service**

The Corporation will transmit all news releases by a wire service that provides national and simultaneous coverage. The wire service must meet the following criteria:

- dissemination of the full text of the release to the national financial press and to daily newspapers that provide regular coverage of financial news;
- dissemination to all the TSX members; and
- dissemination to all relevant regulatory bodies.

### **(b) Through the Corporation website**

The Corporation will maintain a website to make available to investors all documents provided under the timely disclosure requirements of the TSX as well as other investor relations

information, such as the annual report, publicly disclosed financial statements, any annual information forms, news releases, material change reports and management proxy circulars.

Supplemental information provided at briefings to analysts and institutional investors will also be posted on the website.

All information posted in the website must not be misleading and must be kept up to date and accurate. No material information may be posted on the Corporation website that has not first been publicly disclosed in compliance with the Disclosure Rules. As a general practice, the Corporation should not post any investor relations information on the website that is authorized by a third party, unless the information was prepared on behalf of the Corporation or is general in nature and not specific to the Corporation.

An e-mail link will be provided on the website for investors to communicate directly with the corporate disclosure managers of the Corporation.

The website will clearly distinguish between investor relations information and promotional material posted on the Corporation website.

#### **4. Contents of Announcements**

The content of each announcement must be factual and balanced without over-emphasizing favourable news or under-emphasizing unfavourable news. A DPMs name and telephone number will be provided in each release.

The guiding principle is to communicate clearly and accurately the nature of the information, without including unnecessary details, exaggerated reports or any commentary which is designed to colour the public's perception of the announcement one way or the other.

#### **5. Briefing Analysts, Investors and the Media**

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. In order to reduce the risks related to inadvertent selective disclosure of material non-public information at such meetings, it is the Corporation's policy that at least two officers or directors be present at all such meetings, except in those rare instances where, due to the time or location of the meeting, it is not practical or financially feasible for a second officer to be present.

Where possible, officers of the Corporation who will be making a presentation during a meeting or press conference or conference call will prepare a script in advance of their remarks in order to reduce the risk of inappropriate statements being made.

If the Corporation 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. No selective disclosure is to be made in advance of the news release.

The Corporation recognizes that analysts are important conduits for disseminating corporate information to the investing public and that analysts play a key role in interpreting and clarifying existing public data and in providing investors with background information and details that cannot practically be put in public documents.

The Corporation also recognizes that meetings with significant investors are an important element of the Corporation's investor relations program. The Corporation 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 disclosure policy.

The Corporation will provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The Corporation will assume that "tweaking" financial information that it deems is already widely disseminated in the marketplace does represent selective disclosure.

The Corporation will, upon request, 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.

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

The Corporation's policy is generally not to comment on draft analyst reports. Similarly, analysts reports will not be posted on the Corporation's website. The Corporation 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 Corporation. If provided, this list will not include links to the analysts' or any other third party websites or publications.

Analysts are free to prepare reports on the Corporation but should do so based on the permanent information record consisting of public disclosure documents filed with securities administrators and stock exchanges together with information provided in any quarterly investor information meetings described below.

Where analysts or other market professionals are seeking clarification on factual matters from the Corporation, the Corporation will generally provide information in written form to ensure answers are clear. Any draft report or model will not be retained if provided to the Corporation. It is imperative that the control of this process be centralized through the Disclosure Policy Committee of the Corporation and that all inquiries from analysts be directed to the Committee member most appropriate to address the inquiry.

## **6. Future Financial Performance**

With respect to questions from the investor community, it is the Corporation's policy not to respond to detailed questions on financial performance except in the case of historical performance. Comments on future performance will generally be limited to statements dealing with operating performance, such as budgeted production and shipments, as well as economic conditions such as overall market demand. Comments on future performance, if made, will not be made in one-on-one meetings but may be made in the context of conference calls to which open access is generally permitted.

The Corporation will generally begin conference calls with a caution, with respect to any statements that may be made of a forward-looking nature to ensure that participants are fully aware of the risks associated with such statements in light of the business risks to which the Corporation and its operations are subject (see “Provision of Forward-looking Information” below).

## **7. Material Change Reports**

In addition to issuing a press release, if the material information also constitutes a “material change,” a material change report must be filed with the applicable securities commissions as soon as practicable and in any event, within ten days of the material change. A “material change” includes any change in the business, operations or capital of the Corporation that would reasonably be expected to have a significant effect on the market price or value of the Corporation’s securities. All material change reports shall be reviewed by a DPM.

## **8. Keep a Record of Disclosures**

The Corporation will maintain a file of disclosure documents – regulatory filings, press releases, annual reports, quarterly reports, management speeches and analyst presentations. In addition, the Corporation will keep a file of brief memos-for-the-record of key questions and answers from verbal discussions with the investment community, such as analyst meetings or calls. This record keeping can be useful when reconstructing a situation in response to an inquiry by securities regulators.

## **9. Provision of Forward-looking Information**

Should the Corporation provide the investment community with any forward-looking information, the Corporation will ensure that such statements are identified as forward-looking/prospective statements and will be accompanied by meaningful cautionary language identifying important factors that could cause actual results to differ materially from those projected in the statement.

The Corporation will also endeavour to update forward-looking statements which change materially to the extent possible.

## **10. Responsibility for Electronic Communications**

This disclosure policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures are also responsible for electronic communications.

The CS is responsible for updating the investor relations section of the Corporation’s website and 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.

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

All continuous disclosure documents will be provided in the Investor Relations section of the Corporation’s website. All information posted, including text and audiovisual material, will show



the date the material was issued. Any material changes in information must be updated immediately, following issuance of a news release. The website will include a notice that advises the reader that the information was accurate at the time of posting but may be superseded by subsequent disclosures.

The CS must approve all links from the Corporation website to third party websites. The website will include a notice that advises readers they are leaving the Corporation's website and that the Corporation is not responsible for the contents of the other site.

The CS will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with this disclosure policy shall be used to respond to electronic inquiries.

In accordance with this disclosure policy, employees (including designated spokespersons) are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Corporation's activities or its securities.

### **Policy Review**

This policy shall be reviewed and updated as necessary by the Disclosure Policy Committee. Each new employee will be provided with a copy of this policy and taken through it by the corporate disclosure manager. The policy will be brought to the attention of each other employee on at least an annual basis and more frequently if changes are made in the interim.