

CONFIDENTIALITY, DISCLOSURE AND INSIDER TRADING POLICY

OF

MANGAZEYA MINING LTD

1. General

- 1.1. The purpose of this policy (the “**Policy**”) is to promote good and consistent corporate disclosure practices by Mangazeya Mining Ltd (the “**Company**”) as well as compliance by the Company, and all persons to whom this Policy applies, with their continuous disclosure obligations under applicable securities legislation and stock exchange rules. This Policy also describes the legal prohibitions on insider trading and tipping and the requirements for insider reporting.
- 1.2. This Policy has been adopted by the Company’s Board of Directors and applies to all directors, officers, employees and agents (“**Employees**”) of the Company who have access to confidential information of the Company.
- 1.3. Securities legislation is based on the premise that the public should have the opportunity to decide whether to buy or sell securities on the basis of information equally available to all. Directors, officers and employees and other individuals of a Company sometimes, directly or indirectly, acquire knowledge of material information concerning the business affairs of the Company which has not yet been disclosed to the public. These individuals would have an unfair advantage if they were to trade securities of the Company with a less informed party who may have made a different investment decision had they been equally informed.
- 1.4. A copy of the current version of the Policy will be provided to new employees and directors when they are first hired or appointed; copies of significant changes to the Policy will be provided as necessary. The Company will require employees and directors to certify that they understand the Policy when they are hired, when significant changes are made, and at periodic intervals, as appropriate.
- 1.5. The policies and procedures set out herein are important. Failure to observe them may be a breach of applicable securities laws and stock exchange rules and could have a negative impact on the business and operations of the Company. Violations of this Policy may also result in disciplinary action including, where appropriate, termination of employment, and regulatory sanctions.

2. Confidentiality

- 2.1. As used herein, “confidential information” means commercially or competitively sensitive information concerning the business and affairs of the Company, including information concerning Company’s finances, properties, assets, employees, joint venture partners and markets.
- 2.2. All employees and directors of the Company must take reasonable care to safeguard the confidentiality of all confidential information in their possession or control. Confidential information may be disclosed to those employees and directors of the Company who need to know the information in the performance of their duties (for example, in planning and negotiating an acquisition, a divestiture or a joint venture). If confidential information is so disclosed, the recipients must understand that it is to be kept confidential and, in appropriate circumstances, may be required to execute a confidentiality agreement. Confidential information is not to be disclosed outside Company without the authorization of a member of the Board of Directors.
- 2.3. Confidential information relating to the Company is subject to the following rules:
- a. **Restricted Access.** Documents and files containing confidential information must be kept in a safe place to which access is restricted to individuals who “need to know” the information and which is not accessible to office visitors.
 - b. **Oral Information.** Confidential information must not be discussed in elevators, restaurants, on airplanes or in other public places where it can be overheard.
 - c. **Electronic Information.** Confidential information in electronic form must be protected. Computer terminals must not be left logged on and unattended where they can be accessed by others; system passwords must be used, kept confidential and changed periodically.
 - d. **Transmission.** Transmission of documents by fax or electronic means may not be made unless the transmission can be made and received under secure conditions (such as a dedicated server).
 - e. **Copying.** Unnecessary copying of documents containing confidential information must be avoided; extra copies of such documents must be promptly removed from meeting rooms and work areas at the conclusion of meetings and discussions and destroyed if no longer required.

3. Disclosure of Material Information

- 3.1. As used herein:

- a. **“Material information”** consists of **“material facts”** and **“material changes”**. A **“material fact”** is a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company.
 - b. A **“material change”** is a change in the business, operations or capital of 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, and includes a decision to implement such change if such a decision is made by the Board or by senior management who believe that confirmation of the decision by the Board is probable.
 - c. Material information is **“generally disclosed”** when it has been publicly disclosed through a news release or some other form of general public disclosure (for example, the Company’s periodic or annual reports) and the marketplace has had time to digest the information.
- 3.2. Material information relating to the Company is required to be publicly disclosed immediately upon the information becoming known to management or, if the information is already known to management, immediately upon management becoming aware that the information is material.
- 3.3. Disclosure is required only if a development or activity is material. This involves, among other things, taking into consideration both the likelihood that the development or activity will occur, and the nature and magnitude of the development or activity in the context of the business and affairs of Company if it does occur. Disclosure of an intention to proceed with a transaction or activity is required only when a decision has been made to proceed with the transaction or activity by the Board or by senior management with the expectation of Board approval.
- 3.4. In certain limited circumstances, disclosure of material information may be temporarily delayed if immediate release would be unduly detrimental to Company’s interests. In such cases, however, the Company must make a confidential filing of a material change report with the Canadian securities regulatory authorities.
- 3.5. Disclosure will not be made on a selective basis, i.e. undisclosed material information will not be disclosed to selected individuals, nor will one individual or media service be given preference over another.
- 3.6. Any employee or director of the Company who becomes aware of an inadvertent or unauthorized disclosure of material information concerning Company, or of any information in any of the Company’s existing disclosure which is, or has become, inaccurate in a material way, must immediately report this to the CEO, so that appropriate steps can be taken to generally

disclose the undisclosed information, or remove inaccuracies in any existing disclosure.

3.7. The Company's policy is generally not to comment, either affirmatively or negatively, on market rumours or speculation unless requested to do so by a securities regulatory authority or stock exchange.

4. Procedures for Disclosure

4.1. Disclosure will normally be made by way of a news release.

4.2. The content of news releases will comply with applicable securities laws and stock exchange rules. Disclosure will be factual and balanced, neither over-emphasizing favourable news nor under-emphasizing unfavourable news, and will contain sufficient detail to enable the media and investors to understand the substance and importance of the disclosure.

5. Forward-Looking Information

5.1. If the Company elects to disclose any future-oriented information relating to the business and affairs of the company or its prospective business, operations or capital, including future-oriented financial information as that term is defined under applicable securities legislation (hereinafter collectively "**forward-looking information**") in continuous disclosure documents, presentations, conference calls or otherwise, the following guidelines are to be observed:

- a. the information, if deemed material, will be generally disclosed in accordance with this Policy; and
- b. all material factors or assumptions used in the preparation of the forward-looking information will be identified;

6. Dealings with Analysts, Institutional Investors and Other Market Professionals

6.1. The Company will only provide non-material information and publicly disclosed information to analysts, institutional investors and other market professionals. In addition, the Company will not comment on draft reports prepared by analysts, except to correct factual errors, and will not provide comfort on earnings estimates and models prepared by analysts.

6.2. The Company will not redistribute analyst reports to persons outside the Company or to employees of the Company and will not post analyst reports on its website.

7. Website

7.1. Disclosure on the website does not in itself satisfy the “generally disclosed” requirement; accordingly, any disclosure of material information on the website will be preceded by the issuance of a news release.

7.2. Inaccurate information must be promptly removed from the website and a correction posted. Information contained on the website must be removed or updated when it is no longer current.

8. Insider Trading and Tipping

8.1. General Prohibitions. Under applicable Canadian law, “persons in a special relationship” with the Company may not purchase or sell shares or other securities of the Company with knowledge of undisclosed material information relating to the Company and may not disclose such information other than in the necessary course of business.

“Special relationship persons” include all employees, officers and directors of the Company, and any person who beneficially owns or exercises control or direction over more than 10% of the voting shares of the Company (a “10% Shareholder”).

If special relationship persons become aware of undisclosed material information relating to another public company in the course of business dealings or otherwise, the prohibitions on insider trading and tipping apply to the securities, and to the undisclosed material information, of the other public company; the prohibitions on insider trading also apply to any other securities, the market price or value of which may reasonably be expected to be affected by changes in the market price or value of the securities of the Company or the other public company.

8.2. Insiders shall comply with policies, legislation and regulations applicable to them and to the Company including, but not limited: Securities Act (Ontario) and National instrument 55-104 Insider Reporting Requirements and Exemptions.

As used herein:

- a. “Insiders” are the directors and officers of the Company, a 10% Shareholder, and the directors and officers of the Company’s subsidiaries and 10% Shareholders;
- b. “Senior Officers” are (i) the Chairman of the Board of Directors of the Company, its CEO, COO, CFO, Secretary, each officer or employee at or above the vice-president job level and any other individual who performs functions similar to those normally performed by an individual occupying any such office; and (ii) every individual designated as an officer under a by-law or similar authority of the Company.

8.3. To ensure that perceptions of improper insider trading do not arise, Insiders and Senior Officers should not speculate in securities of the Company. For the purposes hereof, “speculate” means the purchase or sale of securities with the intention of reselling or buying back in a relatively short period of time in the expectation of a rise or fall in the market price of such securities. Speculation is distinguished from purchasing and selling securities as part of a long-term investment program.

Insiders and Senior Officers are not permitted to purchase financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by them.

9. Insider Reporting

9.1. Under applicable Canadian law, Insiders and other “reporting insiders” (as defined in such legislation) are required, unless they own no securities of the Company, to create and file with the Canadian securities regulatory authorities within 10 days of becoming an Insider an initial insider report disclosing their beneficial ownership of, or control or direction over, securities of the Company, if any, and thereafter, subject to certain exemptions, to file an insider report within 5 days after any change in their beneficial ownership of, or control or direction over, securities of the Company. An insider profile must be created by the Insider before the initial insider report can be filed. These profiles and filings are made electronically through a publicly accessible website pursuant to National Instrument 55-102 - System for Electronic Disclosure by Insiders (SEDI).

9.2. Subject to certain exemptions, reporting insiders must file insider reports within 5 days of any exercise of an option, warrant or other convertible or

exchangeable securities disclosing the resulting change in the reporting insider's beneficial ownership of, or control or direction over, whether direct or indirect, of each of the option, warrant or other convertible or exchangeable securities and the common shares or other underlying securities.

- 9.3. Reporting insiders must file insider reports within 5 days of entering into, materially amending or terminating an agreement, arrangement or understanding (i) which has the effect of altering, directly or indirectly, the reporting insider's economic exposure to the Company, (ii) that involves a security of the Company or a related financial instrument involving a security of the Company. Such insider report must disclose the material terms of the agreement, arrangement or understanding.
- 9.4. Insiders and reporting insiders of the Company will comply with the requirements of Canadian securities laws relating to insider reporting. Insiders and reporting insiders are reminded that the grant, as well as the exercise and the expiry, of stock options are all changes in the ownership of securities of the Company and therefore subject to Canadian insider reporting requirements.
- 9.5. Each Insider and reporting insider who is obligated to file insider reports is responsible for ensuring that his or her insider profile and insider reports are prepared and filed within the prescribed time limits, as well as for the timeliness and accuracy of all such reports.