

**POLICY RESPECTING DISCLOSURE
AND INSIDER TRADING**

February 2X, 2010

PURPOSE OF THIS POLICY

The purpose of this Policy is to ensure that Eaglecrest Explorations Ltd. and its subsidiaries (collectively, the “**Company**” or “Eaglecrest”) and all persons to whom this Policy applies meet their obligations under the provisions of securities laws and stock exchange rules by establishing processes for the timely and accurate disclosure of Material Information (as defined herein), ensuring that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information (as defined herein) and ensuring that all appropriate parties who have Undisclosed Material Information are prohibited from Insider Trading (as defined herein) and Tipping (as defined herein) under applicable law, stock exchange rules and this Policy.

This Policy covers disclosures in documents filed with the securities regulators and written statements made in the Company’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Company’s website and 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.

This Policy is in three Parts:

PART I - ADMINISTRATION OF THE POLICY

PART II - PROCEDURES RELATING TO DISCLOSURE

PART III - PROCEDURES RELATED TO INSIDER TRADING

PART I
ADMINISTRATION OF THE POLICY

1. APPLICATION AND ADMINISTRATION

1.1. TO WHOM THIS POLICY APPLIES

1.1.1. Application. This Policy applies to Officers, Employees, Contractors and Directors of the Company and its affiliates. For a complete list see Schedule “A” attached hereto. References in this Policy to “any person to whom this Policy applies” or similar references are intended to include persons in all of the groups described in Schedule “A”.

1.2. RESPONSIBILITY FOR THIS POLICY

1.2.1. Disclosure Committee. The Company has created an operational committee (the “**Disclosure Committee**”) consisting of the President and Chief Executive Officer, the Chief Financial Officer and the Director of Investor Relations, who have overall responsibility to administer this Policy. The composition of the Disclosure Committee may change from time to time and the Company will advise all persons to whom this Policy applies of any such changes.

1.2.2. Compliance Officer. The Company has also appointed a Compliance Officer, being the Chief Financial Officer of the Company, who will be responsible for the day to day administration of this Policy and monitoring and enforcing compliance with its provisions and procedures. The Compliance Officer may designate one or more individuals who may perform certain of the Compliance Officer’s duties in the event that the Compliance Officer is unable or unavailable to perform such duties.

1.3. INDIVIDUALS WHO ARE AUTHORIZED TO SPEAK ON BEHALF OF THE COMPANY

1.3.1. Authorized Spokespersons. Unless otherwise authorized by the Disclosure Committee, only the Chairman, the President and Chief Executive Officer, Chief Financial Officer or the Director of Investor Relations are authorized to initiate contacts with analysts, the media and investors or speak publicly regarding the Company.

1.3.2. Alternates. The Chairman, the President and Chief Executive Officer and Chief Financial Officer of the Company may, from time to time, designate in writing other Board Members, Officers, Employees and Contractors, or with the approval of the Disclosure Committee, any other person, to speak on behalf of the Company, as back-ups or to respond to specific inquiries.

1.3.3. Public Contacts. Any person to whom this Policy applies who is approached by the media, an analyst, investor or any other member of the public to comment on the affairs of the Company, must refer all inquiries to an Authorized Spokesperson and notify a member of the Disclosure Committee.

1.3.4. Distribution of this Policy throughout the Company. This Policy shall be distributed to all persons to whom it applies by the Compliance Officer. The

Compliance Officer shall maintain a list of all persons to whom this Policy was distributed.

PART II

PROCEDURES RELATING TO DISCLOSURE

2. MATERIAL INFORMATION

- 2.1. Material Information. “**Material information**” consists of both “material facts” and “material changes”. A “**material fact**” means a fact that would reasonably be expected to have a significant effect on the market price or value of the securities of the Company. A “**material change**” means 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 and includes a decision to implement such a change if such a decision is made by the Board of Directors or by senior management of the Company who believe that confirmation of the decision by the Board of Directors is probable.
- 2.2. Notification. Any person to whom this Policy applies who becomes aware of information that has the possibility of being Material Information must immediately disclose that information to a member of the Disclosure Committee. Schedule “B” attached hereto lists examples of potentially Material Information. If an individual is in any doubt then it is prudent to refer the matter to a member of the Disclosure Committee.
- 2.3. Immediate Disclosure. Material Information is required to be disclosed to the public immediately. The Disclosure Committee, in consultation with the Board of Directors and others, as appropriate, shall determine what is deemed to be Material Information and the appropriate public disclosure. Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure by the Company contained a material error at the time it was given.
- 2.4. Dissemination. News releases disclosing Material Information will be transmitted to the TSX Venture Exchange or any other exchange on which the Company’s securities may be listed, relevant regulatory bodies and major news wire services that disseminate financial news to the financial press and to daily newspapers that provide regular coverage of financial news in Canada.

3. TIMELY DISCLOSURE

- 3.1. NI 51-102 and TSX Venture Exchange Rules. The Company at all times will prepare all documents required by NI 51-102 and the TSX Venture polices to be prepared, disclosed, disseminated, or filed, including through SEDAR, and disclosed as required within the prescribed time limits.
- 3.2. Forward-Looking Financial Information. The Company does not disclose any forward-looking financial information, including earnings guidance.

- 3.3. Forward-Looking Information. If forward-looking information, other than forward-looking financial information, is to be disclosed, the Company shall observe the following requirements:
- The Company shall include reasonable cautionary language identifying the forward-looking information as forward-looking;
 - The Company shall identify the material factors that could cause actual results to differ materially from a conclusion, forecast, or projection in the forward-looking information;
 - The Company shall include the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection; and
 - The Company shall not disclose forward-looking information unless there is a reasonable basis for the conclusion or the making of the forecast or projection set out in the forward looking information.
- 3.4. NI 43-101. All written or oral disclosures made concerning a mineral project that is material to the Company shall comply with the disclosure requirements of NI 43-101 – *Standards of Disclosure for Mineral Projects.*

4. **SELECTIVE DISCLOSURE**

4.1. **Prohibition on Selective Disclosure**

- 4.1.1. What is Selective Disclosure? Selective disclosure, which is prohibited, occurs when a reporting issuer (i.e. a publicly traded company, such as Eaglecrest), discloses Material Information to select groups of individuals (such as analysts or institutional investors) that has not generally been disclosed to the public. The Compliance Officer shall ensure that the Company acknowledges the prohibition against selective disclosure and shall ensure that this policy and its terms are adequately disseminated throughout the organization and, to the best of his/her abilities, to the appropriate parties affected by the prohibition.
- 4.1.2. Tipping. The Company and/or a person or a company in a special relationship with the Company, may not inform, other than in the necessary course of business, another person or company of Material Information with respect to the Company before the Material Information has been generally disclosed. This activity, known as tipping, is prohibited because it places material non-public information in the hands of a few persons and not in the hands of the broader investing public.
- 4.1.3. Persons in a Special Relationship. Persons in a special relationship with the Company include:
- Directors, officers, or employees of the Company;
 - Insiders, affiliates or associates of the Company;
 - Persons or companies engaged in any business or professional activity with the Company;
 - A person or company that learns of Material Information about the Company while a director, officer, employee, insider, affiliate or associate of the Company; and

- A person or company that learns of Material Information about the Company from anybody else and knows, or reasonably should have known, that they are a person or company in a special relationship.
- 4.1.4. Tipping Exception. There is an exception to the prohibition if selective disclosure is required in the necessary course of business. The necessary course of business exception would generally cover communications with:
- Employees, officers, and board members;
 - Lenders, legal counsel, auditors, financial advisors, underwriters and other professional advisors to the Company;
 - Parties to negotiations; and
 - Government agencies and non-governmental regulators.
- 4.2. **GUIDELINES TO ENSURE COMPLIANCE WITH THE PROHIBITION ON SELECTIVE DISCLOSURE**
- 4.2.1. Selective Disclosure to be Made in Accordance with this Policy. Any communication of Material Information to select groups or individuals such as analysts, institutional investors or industry participants that has not been Generally Disclosed to the public is prohibited or, if made, shall be made only in accordance with this Policy.
- 4.2.2. Communications to Market Participants and Review of Analysts' Reports. The Company is sensitive to the risks involved in private meetings or other forms of communications with analysts and other market participants. No person in a special relationship (including the Compliance Officer and the Authorized Spokespersons) may communicate any information to any market participants (unless such information is already publicly disclosed or such information is non-material information or such information is communicated pursuant to the necessary course of business exemption). In addition, the review of, and comments upon any draft analysts' report, will be made or supervised by the Compliance Officer, who will make sure that by commenting on such reports no material information not already disclosed to the public is communicated to the analysts. When reviewing analysts' reports, comments must be limited to identifying factual information that has been Generally Disclosed that may affect an analysts' model and pointing out inaccuracies or omissions with respect to information that has been Generally Disclosed.
- 4.2.3. Unintentional Disclosure of Material Information. If it becomes apparent that the prohibition against selective disclosure has been violated, the Compliance Officer or an Authorized Spokesperson shall immediately be informed and such Material Information shall be immediately disclosed to the public in accordance with the Policy. Pending the public release of Material Information, the Compliance Officer shall contact the parties who have received the information and advise them that they have received Material Information, that it has not yet been Generally Disclosed and communicate to such parties that they have been placed in the position of a "special person" and therefore must not trade on, or disclose, the information until it has been Generally Disclosed.
- 4.2.4. Notice of Listen-Only Conference Calls with Analysts. The Compliance Officer and the Authorized Spokespersons shall ensure that all conference calls with analysts are made available to all investors (listening capability only) on the Company's website or via other available technology. Notice of, and access to

the conference calls, should also be provided on the Company's website. A web replay shall be made available for a reasonable period of time after the analyst conference call.

- 4.2.5. Drafting and Approval of Script in Advance of Communications. When practical, Authorized Spokespersons should prepare a script in advance of their remarks or before making presentations to the media or select groups of market participants at a meeting or a conference call, and copy of such script should be provided to the Compliance Officer in advance of such call or meeting. The Compliance Officer should review the script and ensure that it is accurate, consistent with information already disclosed and that it does not contain any new material information not already disclosed to the public.
- 4.2.6. Mining Industry Conferences and Visit to Mine Sites. Authorized Spokespersons must exercise care when participating as speakers to mining industry conferences to avoid disclosing Material Information about the Company which has not been Generally Disclosed. When market participants are allowed to visit the Company's mine sites, an Authorized Spokesperson or an employee of the Company designated by an Authorized Spokesperson shall be in attendance at all times and such person will make sure to filter any questions asked by and answers provided to the visiting market participants to ensure compliance with this Policy.
- 4.2.7. Mining Industry Professional Presentations. Any Company employee assigned to or wishing to present information of a more technical or detailed nature to an audience of his/her peers, or the presentation of academic papers concerning aspects of the Company's business or operations, will submit their papers, presentations and speaking notes to the Disclosure Committee for approval prior to the presentation. In general, information disclosed in such a presentation can only elaborate on information already in the public domain, providing more detail of special interest to a professional audience.
- 4.2.8. Market Rumours. As a matter of principle, no comment will be issued by the Company to respond to market rumours unless a clarification is reasonably required in light of the circumstances. If a rumour relates to Material Information relating to the Company that has in fact occurred, the Company has a legal obligation to make timely disclosure of such information.
- 4.2.9. Content of Meetings. When participating in shareholder meetings, news conferences, analysts' conferences and private meetings with analysts, Spokespersons must only disclose information that either is not Material Information or is Material Information but has previously been Generally Disclosed. Any selective disclosure of Undisclosed Material Information is not permitted. After each shareholder meeting, news conference, analysts' conference or private meeting with analysts, the Company's participants should normally meet and review the disclosures made during the course of the meeting or conference to determine if any Undisclosed Material Information was unintentionally disclosed. If Undisclosed Material Information was disclosed, the participants must advise a member of the Disclosure Committee, who shall take immediate steps to ensure that the information is Generally Disclosed.

5. **ELECTRONIC DISCLOSURES**

5.1. **Applicable Disclosure Rules Relating to Electronic Communications**

5.1.1. Role of Compliance Officer. The Compliance Officer shall ensure that all electronic communications are made in accordance with this Policy. Distribution of information via a website, e-mail or otherwise via the Internet is subject to the same laws as traditional forms of dissemination such as news releases. Disclosure of any information by the Company through electronic communications is still subject to the rules and regulations noted in this Policy. The Compliance Officer must ensure that all investor relations' information made available by the Company on the website, broadcast via e-mail or otherwise on the Internet complies with applicable securities laws and this Policy.

5.1.2. Electronic Communications Cannot be Misleading. The Compliance Officer must ensure that Material Information posted on the Company's website is not misleading. Material Information is misleading if it is incomplete, incorrect or omits a fact so as to make another statement misleading.

5.1.3. Website. The Company's Director of Investor Relations is responsible for creating and maintaining the Company's website. The Company's website must be maintained in accordance with the following.

- The following information must be included on the website:
- All Material Information that has previously been Generally Disclosed, including, without limitation, all documents filed on SEDAR or a link to those documents on SEDAR;
- All non-Material Information that is given to analysts, institutional investors and other market professionals (such as fact sheets, fact books, slides of investor presentations, materials distributed at analyst and industry conferences);
- Web replays of shareholder meetings or analysts' conferences; and
- All News Releases.
- The website must contain an e-mail link to an investor relations contact for the Company to facilitate communication with investors;
- All investor information posted on the website must indicate the date on which it was prepared or last modified and include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures;
- Inaccurate information must be promptly removed from the website and a correction must be posted;
- Information contained on the website must be removed or updated when it is no longer current, but provided that information is retained for at least two years from the date of posting;
- A list of all (but not less than all) analysts known to follow the Company may be posted on the investor relations page, but analysts' reports must not be posted on the Company's website;

- All links from the Company's website must be approved by the Company's Compliance Officer and all links must include a notice that advises the reader that he or she is leaving the Company's website and that the Company is not responsible for the contents of the other site; and
 - No links will be created from the Company's website to chat rooms, newsgroups, blogs or bulletin boards.
- 5.1.4. Electronic Communications cannot be used to "Tip or" Leak Material Information. Employees must not use the Internet to tip or discuss in any form undisclosed Material Information about the Company. The Company must not post a material news release on its website or distribute it by e-mail or otherwise on the Internet before it has been disseminated on a newswire service in accordance with the applicable law and the policies of the TSXV and this Policy.
- 5.1.5. Electronic Communications must Comply with Securities Laws. The release of information and promotional materials relating to a public offering before or during the offering is subject to restrictions under securities laws. Documents related to a distribution of securities should only be posted on a website if they are filed with and receipted by the appropriate securities regulators. All promotional materials related to a distribution of securities should be reviewed by legal counsel before they are posted on a website to ensure that such materials are consistent with the disclosure made in the offering documents. Additionally, as anyone in the world can access a website, foreign securities regulators may take the view that posting offering documents on a website that can be accessed by someone in their jurisdiction constitutes an offering in that jurisdiction unless appropriate disclaimers are included in the document or other measures are taken to restrict access.
- 5.1.6. Posting of Information Electronically. All investor relations information, including all material public documents should be posted on, or made accessible through, the Company's website as soon as possible following dissemination that has been made in accordance with this Policy.
- 5.1.7. Equal Availability. All non-material investor relations information distributed to analysts and institutional clients shall be made available to all investors through the Company's website. Supplemental information includes such materials as fact sheets, fact books, slides of investor presentations and transcripts of management investor relations speeches and other materials distributed at investor presentations.
- 5.1.8. Chatroom Participation Prohibited. Employees are prohibited from participating in Internet chat rooms, or news groups in discussions relating to the Company or its securities.

PART III

PROCEDURES RELATED TO INSIDER TRADING

6. **UNDISCLOSED MATERIAL INFORMATION**

- 6.1. **“Undisclosed Material Information”** of the Company is Material Information about the Company that has not been **“Generally Disclosed”**; that is, disseminated to the public by way of a news release together with the passage of a reasonable amount of time (24 hours, unless otherwise advised that the period is longer or shorter, depending on the circumstances) for the public to analyze the information.
- 6.2. Confidential Treatment. Any person to whom this Policy applies and who has knowledge of Undisclosed Material Information must treat the Material Information as confidential until the Material Information has been Generally Disclosed.
- 6.3. Limitation on Disclosure of Undisclosed Material Information. Undisclosed Material Information shall not be disclosed to anyone except in the necessary course of business. If Undisclosed Material Information has been disclosed in the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. When in doubt, all persons to whom this Policy applies must consult with the Compliance Officer to determine whether disclosure in a particular circumstance is in the necessary course of business. For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media will not be considered to be in the necessary course of business. **“Tipping”**, which refers to the disclosure of Undisclosed Material Information to third parties outside the necessary course of business, is prohibited and illegal.
- 6.4. Prevention. In order to prevent the misuse of inadvertent disclosure of Undisclosed 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 to which access is 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;
 - Transmission of documents containing Undisclosed Material Information by electronic means will be made only where it is reasonable to believe that the transmission can be made and received under secure conditions; and
 - Unnecessary copying of documents containing Undisclosed Material Information must be avoided and extra copies of documents must be promptly removed from meeting rooms and work areas at the conclusion of the meeting and must be destroyed if no longer required.

7. **BLACKOUTS**

- 7.1. The Disclosure Committee may at any time, and from time to time, declare a trading blackout if in their determination there is Undisclosed Material Information in existence and for which it would be inappropriate for persons covered by this Policy to trade any securities of the Company (a **“General**

Blackout”). All Board Members, Officers, Employees and contractors who are so advised by the Disclosure Committee, shall be prohibited from trading securities of the Company during a General Blackout. A General Blackout will be imposed at the point in time when the Company and legal counsel determine a material financing or sale of securities is being contemplated until such time as it is subsequently determined that no material financing or sale of securities will proceed.

- 7.2. The Disclosure Committee, or a designated person, will inform Board Members, Officers, Employees and contractors of a General Blackout by means of email notification with read receipt requested. Persons subject to this Policy will provide a current email address to the Disclosure Committee.

8. **TRADING OF SECURITIES OF THE COMPANY**

- 8.1. **“Insider Trading”** which refers to persons in a special relationship with the Company purchasing or selling or otherwise monetizing securities of the Company while in possession of Undisclosed Material Information, is prohibited.
- 8.2. Option Grants During Blackout. No share options will be granted during a General Blackout.
- 8.3. Exception. A Board Member, Officer, Employee or Contractor may not purchase or sell securities of the Company during a General Blackout. This trading prohibition does not apply to the acquisition of securities through the exercise of share options but does apply to the sale of the securities acquired through the exercise of the option.

9. **INSIDER TRADING REPORTS**

- 9.1. An Insider of the Company is required to file an initial insider report within ten (10) days of becoming an Insider and subsequent insider reports within ten (10) days following any trade of securities of the Company. If an Insider of the Company does not own or have control over or direction over securities of the Company, or if ownership or direction or control over securities of the Company remains unchanged from the last report filed, a report is not required.
- 9.2. If an Insider has made a trade and requires assistance with the filing of an insider report, such Insider should contact the Compliance Officer who will arrange for assistance with the preparation and filing of an insider report.

Non-compliance with these policies is a serious breach of the terms and conditions of engagement and will be dealt with accordingly.

SCHEDULE A

INDIVIDUALS AND ENTITIES TO WHOM THIS POLICY APPLIES

“Board Members, Officers, Employees and Contractors” means a Director, an Officer, an Employee or an independent Contractor (who is engaged in an employee-like capacity) of the Company. As described below, all Board Members, Officers, Employees and Contractors are also Persons in a Special Relationship with the Company.

“Employee” means a full-time, part-time, contract or secondment employee of the Company or any of its subsidiaries.

“Insider” means:

- A Director or an Officer of the Company;
- A person who beneficially owns, directly or indirectly, more than 10% of the voting securities of the Company or who exercises control or direction over more than 10% of the votes attached to the voting securities of the Company (a **“10% Shareholder”**);
- A Director or an Officer of a subsidiary of the Company; or
- A Director or an Officer of a 10% Shareholder of the Company.

“Persons in a Special Relationship with the Company” means:

- Each Director, Officer, Employee and Contractor;
- Each 10% Shareholder;
- Each Director, Officer, Employee or Contractor of a 10% Shareholder;
- Each Director, Officer, Partner and Employee of a company that is engaging in any business or professional activity with the Company or its subsidiaries and who comes into contact with Material Information;
- Each person or company that learned of Material Information with respect to the Company from a person or company described above and knew or ought reasonably to have known that the other person or company was in such a special relationship; and
- Any spouse, live-in partner or relative of any of the individuals referred to above who resides in the same household as that individual.

A company is considered to be a **“Subsidiary”** of another company if it is controlled by (1) that other, (2) that other and one or more companies, each of which is controlled by that other, or (3) two or more companies, each of which is controlled by that other; or it is a subsidiary of a company that is that other's subsidiary. In general, a company will control another company when the first company owns more than 50% of the outstanding voting securities of that other company.

“Officer” means:

- A chair or vice-chair of the Board of Directors, a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer, a President, a Vice-president, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and a General Manager;
- Every individual who is designated as an officer under a by-law or similar authority, and
- Every individual who performs functions similar to those normally performed by an individual referred to above.

SCHEDULE B

EXAMPLES OF INFORMATION THAT MAY BE MATERIAL

- Changes in share ownership that may affect control of the company;
- Changes in corporate structure such as major reorganizations, amalgamations, or mergers; and
- 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 a company's dividend payments or policies;
- The possible initiation of a proxy fight; and
- Material modifications to the rights of security holders.

Changes in Financial Results

- Unexpected changes in the financial results for any period;
- 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; and
- Any material change in the company's accounting policies.

Changes in Business and Operations

- Any development that affects the company's mineral resources;
- A significant change in capital investment plans or corporate objectives;
- Significant new contracts;
- Changes to the Board of Directors or executive management;
- 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;
- Changes in expectations of mineral project development or the parameters of the development;
- 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;
- Any significant accident or incident involving personnel, contractor personnel, major equipment, the environment, or third parties in and around the operation who are affected by the company's activities; and
- Any significant notice, demand, or administrative proceeding imposed by regulatory authorities in relation to the company's activities.

Changes in Credit Arrangements

- The borrowing or lending of a significant amount of money; and
- Any mortgaging or encumbering of the company's assets.

EAGLECREST EXPLORATION LTD.

POLICY RESPECTING DISCLOSURE & INSIDER TRADING

RECEIPT AND ACKNOWLEDGEMENT

I, _____, hereby acknowledge that I have received and read a copy of the “Policy Respecting Disclosure & Insider Trading” and agree to comply with its terms.

I understand that violation of insider trading or tipping laws or regulations may subject me to severe civil and/or criminal penalties, and that violation of the terms of the above-noted policy may subject me to discipline by the Company up to and including termination.

I may be informed of matters under this Policy at this email address:

Signature

Date