



WINFIELD RESOURCES LIMITED

Policy on Corporate Disclosure

December 27, 2007

1. DEFINITIONS

In this Policy, the following words or phrases have the meanings ascribed thereto:

“authorized spokespeople”: means those individuals identified in section 9 of this Policy.

“Black Out Period”: means any period designated as such by the Company, beginning the first day a transaction or activity is commenced by the Company which may result in Material Information, and ending the first business day following the General Disclosure of such Material Information to the public.

“Board of Directors”: means the Board of Directors of the Company.

“Company”: means Winfield Resources Limited or any of its Subsidiaries as the same may exist from time to time.

“Company team member”: refers to each director, officer, employee and contractor for service of the Company or any of its Subsidiaries.

“Disclosure Committee”: means a Company committee which consists of representatives of the Company’s Board of Directors as appointed from time to time.

“Generally Disclosed”: means information that has been released via a news release distributed through widely circulated news or wire services.

“Material Change”: in relation to the affairs of the Company, means a change in the business, operations, assets, ownership, or affairs 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 a decision to implement such a change.

“Material Fact”: in relation to securities issued or proposed to be issued by the Company, means a fact that would reasonably be expected to have a significant effect on the market price or value of such securities.

“Material Information”: means 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 any of the listed securities of the Company. Material Information includes both Material Changes and Material Facts. (See attached Schedule A for examples of potential Material Information.)

“Policy”: means this Policy on Corporate Disclosure, as amended from time to time.

“Quiet Period”: means any period designated as such by the Company, beginning the first day Material Information comes to light and ending the first business day following the General Disclosure of such Material Information to the public.

“Selective Disclosure”: refers to a prohibited activity, as described section 6.1 of this Policy.



“Special Relationship”: for the purpose of this Policy, a person is in a Special Relationship with the Company if the person:

- (a) is a Company team member; or
- (b) is engaging in or is proposing to engage in any business or professional activity with or on behalf of the Company, and includes, without limitation, a consultant.

“Subsidiary” means an affiliated body corporate as defined pursuant to the British Columbia Business Corporations Act, as amended from time to time, and any partnership or other unincorporated association in which the Company or any of its affiliated bodies corporate (as so defined) has a controlling interest.

“Tipping”: refers to a prohibited activity, as described in section 6 of this Policy.

2. OBJECTIVES

This Policy sets out the Company’s policies and practices on corporate disclosure and maintaining confidentiality of information. The objectives of the Policy are:

- to determine what constitutes Material Information, and determine whether the same is appropriate to disclose;
- to disclose information in a timely, consistent and appropriate manner;
- to protect and prevent the improper use or disclosure of Material Information and Company confidential information;
- to widely disseminate Material Information pursuant to all applicable legal requirements;
- to educate Company team members on the appropriate use and disclosure of Material Information and Company confidential information;
- to foster and facilitate compliance with applicable laws;
- to maintain records of the Disclosure Committee’s review and approval process of all Material Information disseminated to the public; and
- to create a Disclosure Committee to help achieve the above objectives.

The Company will ensure accurate, wide and timely dissemination of Material Information to its shareholders, the investment community and the public in general. This includes balanced communications, non-selective disclosure, and use of communications technology to facilitate fair access to information.

All Company team members are expected to fully comply with all applicable legal requirements and this Policy.

The Policy is based on established best corporate practices and the highest of the applicable legal standards under Canadian securities laws.

This Policy has been reviewed and approved by the Company’s Board of Directors. The Disclosure Committee will recommend any material changes to this Policy for review by the Board of Directors as needed.



3. SCOPE OF THIS POLICY

This Policy applies to all Company team members, including Authorized spokespeople, with respect to all communications, in whatever form or means, with other Company team members and third parties including the investment community (current and prospective shareholders, the media, and securities regulators).

The Policy covers disclosure in documents filed with Canadian securities commissions, applicable stock exchanges, written statements made in the Company's annual and quarterly reports, supplemental investor information, news releases, presentations made by management and information posted on Company' Internet website and other electronic communications.

The Policy also covers oral statements made in group or individual meetings, and telephone conversations with members of the investment community (which include: analysts, investors, investment dealers, brokers, investment advisors and investment managers), Company team members and interviews with media as well as news conferences and Web casts.

4. DISCLOSURE COMMITTEE

Members of the Disclosure Committee will be appointed by the Board of Directors from time to time, to comprise of at least three persons, the majority of whom must be directors.

Normally, decisions of the Disclosure Committee will be made by a majority of its members. Where, however, a majority of the members of the Disclosure Committee are not reasonably available for consultation on a particular issue in the time required to make a determination on such issue, the remaining members of the Disclosure Committee are authorized to make any determination required to be made by the Disclosure Committee in this Policy.

The Disclosure Committee is responsible for (i) determining whether information is Material Information, (ii) determining whether there is satisfactory evidence to support disclosure of the information, (iii) determining applicable cautionary language or disclaimers to be inserted in conjunction with the information, and (iv) the timely disclosure of Material Information in accordance with securities laws. The Disclosure Committee is also responsible for monitoring compliance with the Policy and overseeing the disclosure controls, procedures and practices of the Company.

At least once a year, the Board of Directors will review this Policy, adherence to the Policy, best practices and potential improvements, and evaluate the adequacy and effectiveness of the design and operation of disclosure controls.



5. CORPORATE DISCLOSURE OBLIGATIONS OF MATERIAL INFORMATION

Distribution and Timing/Delay of Disclosure of Material Information

Pursuant to policies set by securities regulators, the Company must generally disclose Material Information to the public immediately or as soon as practicable, as such information becomes known to the Company or upon it becoming apparent the information is Material Information. Where practicable, stock exchanges should be notified immediately prior to the release of Material Information.

The Disclosure Committee will consider if information is material and therefore must be generally disclosed and how such Material Information is to be disclosed in accordance with applicable securities laws. (See Schedule A for examples of potentially Material Information). The Disclosure Committee must be satisfied that there is satisfactory evidence to support the proposed disclosure, and not release information which is speculative, unfounded or without solid basis, premature, or to which insufficient due diligence has been done. Should the proposed disclosure be based on verbal understandings or statements, the Disclosure Committee must determine whether the same constitutes Material Information. Generally, information based on verbal statements only should not be deemed as Material Information, and therefore not disclosed; however should the Disclosure Committee determine the same to be factual, on good evidence, and material, the same may be disclosed but only with a cautionary proviso to the effect that the information is based on verbal statements only. The Disclosure Committee will approve the content of any news release disclosing such information. Generally, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the Company.

The Disclosure Committee will also determine whether the Material Information constitutes a Material Change. If it is determined that a Material Change exists, the Company will file or cause to be filed a Material Change report with relevant Canadian securities commissions within the required time period (currently 10 days of the Material Change).

The Disclosure Committee will consult with the Company's legal counsel in the event it is unsure of whether information is material, whether information should be generally disclosed, or the method of disclosure, whether the Company's shares should be halted pending an announcement, and legal issues pertaining to any of their obligations hereunder or under applicable securities legislation.

Timing the release of a Material Change may be delayed with the approval of the Disclosure Committee and securities regulators when disclosure would be "unduly detrimental" to the interests of the Company (for example, if release of the Material Change would prejudice negotiations in a corporate transaction). In such circumstances, the Company will file or cause to be filed a confidential Material Change report. The Disclosure Committee will review the need to keep the Material Change report confidential and advise the relevant commissions of such continuing need in accordance with securities legislation (currently, an issuer must advise securities commissions within 10 days of the date of filing the confidential Material Change report, and every 10 days thereafter, of its belief that the Material Change report must remain confidential).



Recommended Disclosure Model

Generally, the Company should use the following disclosure model when making a planned disclosure of Material Information:

- (a) If the Material Information would ordinarily be cause for halting trading of the Company's shares on the exchange on which the Company's shares trade, the exchange should be contacted immediately prior to the release of Material Information to effect such halt;
- (b) issue a news release containing the Material Information through widely circulated news or wire services;
- (c) prepare a Material Change Report in the appropriate form (currently Form 51-102F3), and file it and the news release on SEDAR; and
- (c) provide concurrent notice to all investor relations personnel of the details of the Material Information.

Investor Relations may take all other actions as may be approved by the Disclosure Committee when making a planned disclosure of Material Information.

6. DISCLOSURE RESPONSIBILITY

In practice, the President or CEO will take the lead role in preparing most news releases and disclosure documents. Once drafted, a news release will be submitted to the Disclosure Committee for review. If considered necessary, consultants providing investor relations services should be consulted with respect to all news releases.

7. MAINTAINING CONFIDENTIALITY OF MATERIAL INFORMATION

Information deemed to be confidential, and Material Information before it is generally disclosed, must be treated as strictly confidential, and care must be taken to ensure that it is provided only to Company team members or third parties who require access to this confidential information to further business purposes of the Company and only on the basis that recipients maintain the confidentiality. Access to Material Information should be restricted to persons who are aware of or are informed of the disclosure requirements and practices concerning Material Information and the prohibitions on trading in securities that arise from having knowledge of Material Information (see section below "Insider Trading").

The following are examples of procedures for maintaining the confidentiality of confidential information and Material Information that has not been Generally Disclosed and should be observed at all times where practical:

- documents and files containing Material Information or confidential information should be kept in a safe place to which access is restricted to individuals who need to know that information;
- documents and files containing Material Information or confidential information should be identified as such;
- Material Information or confidential information should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- documents containing Material Information or confidential information should not be displayed in public places and should not be discarded where others can retrieve them;
- Company team members must ensure they maintain confidentiality of Material Information or confidential information in their possession outside of the office as well as inside the office;
- transmission of documents by electronic means, such as fax 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 documents that contain Material Information or confidential information should be avoided and documents containing such information should be promptly removed from conference rooms and work areas after



meetings have concluded; and

- extra copies of documents containing confidential information or Material Information should be shredded or otherwise destroyed.

Where disclosure of a Material Change is delayed pursuant to securities legislation as described in section 4, the Reporting Issuer is under a duty to take precautions to keep the Material Change confidential. During the period before Material Information is generally disclosed, Investor Relations should closely monitor market activity in the Reporting Issuers' securities.

8. TIPPING, SELECTIVE DISCLOSURE AND NECESSARY COURSE OF BUSINESS

Pursuant to securities legislation, the Company and any person in a Special Relationship with the Company are prohibited from informing anyone, other than in the necessary course of business, of Material Information before that Material Information has been generally disclosed. This prohibited activity is commonly known as Tipping.

Disclosure to any person or select group (including investment analysts and the media), of Material Information that has not been Generally Disclosed, is considered selective disclosure, which is prohibited unless such disclosure is made in the necessary course of business. This is a limited exception to the Tipping provision and exists so as not to unduly interfere with the Company's ordinary business activities. The exception would generally cover communications that are required to be made to further the business purposes of the Company with:

- employees, officers and board members;
- lenders, legal counsel, auditors and underwriters, and other professional advisors to a company;
- parties to negotiations; and
- government agencies.

The necessary course of business exception would not generally permit the Company to make a Selective Disclosure of Material Information to an analyst, institutional investor or other market professional.

Disclosure made pursuant to a confidentiality agreement does not necessarily mean the disclosure being made would fall within the necessary course of business exception set out in the Tipping provision.

9. COMPANY AUTHORIZED SPOKESPEOPLE

The Company's primary spokespeople to the investment community (including shareholders), and the media will normally be the Chief Executive Officer, the Chief Financial Officer and those engaged in Investor Relations. The Company may refer certain inquiries to an external consultant or other persons within the Company who are considered experts on the subject matter.

Company team members who are not authorized to be external communicators will not respond on behalf of the Company to any inquiries from, or initiate communication with, the financial community, shareholders or media. All such communication must be referred to Authorized spokespeople, as appropriate.

Under securities laws, a Company team member who is not authorized to be an external communicator, and makes a public oral statement that contains a misrepresentation could be sued. Furthermore, the Company's directors and officers and the Company itself could also be sued as a result of such unauthorized statement.



10. DISCLOSURE COMMITTEE TO BE FULLY INFORMED OF COMPANY DEVELOPMENTS

It is essential that Company team members keep the Disclosure Committee sufficiently apprised of potentially material Company developments so they can discuss and evaluate any events that might impact the disclosure process.

11. KEEPING BOARD OF DIRECTORS INFORMED

The CEO is responsible for keeping the Board of Directors informed of all material developments and significant information disseminated to the public.

12. RETENTION OF DISCLOSURE DOCUMENTS

The Disclosure Committee will maintain a file of all disclosure documents prepared and filed with the securities commissions and Exchange, and the minutes of meetings and decisions of the Disclosure Committee, for ten years.

13. MARKET RUMOURS

The Company's general policy is to neither confirm nor deny rumours when asked to comment. Authorized spokespeople should simply state, "Company has a policy that we do not comment on rumours and speculation". However, when authorized by the Disclosure Committee, exceptions can be made to respond to certain rumours that are deemed harmful to Company interests, if not rebutted; for example, rumours that an executive has left the Company or is ill, when this is not the case.

If a rumour is essentially accurate with respect to potential Material Information which the Company has not yet Generally Disclosed, an obligation to Generally Disclose may be created. Should the securities regulators request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in Company securities, the Disclosure Committee will consider the matter and determine whether to make a statement (see section below on "Dealing with Regulators").

14. CHAT ROOMS AND BULLETIN BOARDS

The Company's general policy is to prohibit team members from participating in, hosting or linking to chat rooms or bulletin boards. Team members are prohibited from discussing corporate matters in these forums. Any material discussion or rumours identified on bulletin boards pertaining to the Company should be reported to a member of the Disclosure Committee.

15. COMPANY CORPORATE WEBSITE

Investor Relations will be responsible for updating the Company's website disclosure. Disclosure of Material Information on the Company's website does not constitute General Disclosure and is not adequate disclosure of Material Information. The Disclosure Committee must ensure that Material Information is disseminated to all required securities regulators and Generally Disclosed before any disclosure is made on the Company's website. All publicly filed documents, including news releases containing Material Information, should be included on the Company's website as soon as practicable after such material has been accepted for filing or posted on SEDAR.

The Company's website should have a notice advising the reader that the information that is posted is accurate at the time of posting but that the Company specifically disclaims any intention or responsibility to update this information and it may be superseded by subsequent disclosures. All disclosure posted to the Company's website, including text and audiovisual, should show the date such material was issued. The minimum retention period for Material Information on the Company's website will be two years.

Links from the Company's website to a third party website should include a notice that advises the reader that they are leaving the Company's website and that the Company is not responsible for the contents of the other site.



16. DEALING WITH REGULATORS

If requested by a stock exchange or other securities regulatory authority to make a public statement, including in response to a rumour, the Disclosure Committee will consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Disclosure Committee may consider the advice, if any, of the securities regulatory authority or other external advisors, as it deems appropriate.

The Chief Executive Officer will be responsible for receiving inquiries from the Market Surveillance division of the Exchange with respect to unusual trading activity or market rumours.

The Chief Executive Officer is responsible for contacting the Market Surveillance division of the Exchange in advance of a news release of Material Information, to watch for unusual trading, and to determine, in consultation with a member of the Disclosure Committee, if a halt in trading is required (see also section above “Unintentional Selective Disclosure”).

17. DEALING WITH SHAREHOLDERS

In communicating with shareholders or potential investors, team members must be aware not to provide any Material Facts or Material Changes which have not been Generally Disclosed. This applies to telephone inquiries, e-mails, or meetings (including annual and extraordinary shareholder meetings).

18. QUIET OR BLACK-OUT PERIODS

The Company may impose Quiet Periods or Black-Out periods from time to time. During Quiet Periods, all Company team members are prohibited from commenting on current activities, other than to cite or refer to existing public disclosure. Communications should be limited to commenting on publicly available or non-Material Information. During Quiet Periods, Company team members should also avoid initiating meetings (in person or by phone) with investment analysts, shareholders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information. The Company does not, however, have to stop all communications with analysts or investors during this period; for example, the Company may participate in investment meetings and conferences organized by other parties, as long as Material Information which has not been Generally Disclosed, is not Selectively Disclosed.

During Black Out Periods, in addition to the restrictions referred to above for Quiet Periods, team members are prohibited from trading in the Company’s securities, including exercising of stock options and buying or selling shares on any exchange.



19. FORWARD-LOOKING INFORMATION

Forward-looking information should only be released with caution, and only in circumstances determined by the Chief Executive Officer or Chief Financial Officer. To the extent any forward-looking information is provided in required disclosure documents under securities legislation, it should be clearly marked as forward-looking and all material assumptions used in the preparation of the forward-looking information should be identified.

Written and oral statements should be accompanied by appropriate contingency and cautionary language or notices, which should identify or refer to the risks and uncertainties that may cause the actual results to differ materially from those projected in the statements. Should subsequent events prove past statements to be materially different, the Company must issue a news release to such effect.

At the beginning of any conference call or presentation, a Company spokesperson should make a statement that forward-looking information may be discussed. This will include appropriate cautionary language or references to cautionary statements contained in publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties.

If the Company has issued a forecast or projection in connection with an offering document pursuant to securities legislation, the Company will update that forecast or projection periodically, as required by securities legislation.

20. POLICY COMMUNICATIONS AND CONSEQUENCES FOR NON-COMPLIANCE WITH THIS POLICY

All Company team members will be advised of this Policy and its importance. This Policy must be strictly complied with. Violations may be grounds for disciplinary action, including dismissal. You are encouraged to report possible violations of this Policy. See section below "Contact Persons".

It is the responsibility of all Company team members to comply with the law and this Policy. Failure to do so may result in legal sanctions and sanctions by the Company.

21. CONTACT PERSONS

If you have any questions about any aspect of this Policy or your duties under it, or if you become aware of a possible violation of this Policy, please contact the Chief Executive Officer.



SCHEDULE A

Examples of Potentially Material Information

(as excerpted from s. 4.3 of National Policy 51-201):

The following are examples of information that would be Material Information if they result in, or would reasonably be expected to result in, a significant change in the market price or value of any of the listed shares of the Company:

- Changes in share ownership that may affect control of the Company
- Major reorganizations, amalgamations or mergers
- Takeover bids, issuer bids or insider bids
- Public or private sale of additional securities
- Planned repurchases or redemptions of securities
- Planned splits or consolidations of common shares
- Changes in a company's dividend payments or policies
- Material modification to rights of security holders
- A significant increase or decrease in near-term earnings prospects
- Unexpected changes in financial results for any periods
- Changes in the value or composition of a company's assets
- Any development that affects the Company's business, products or markets
- Significant new contracts, products, or services or significant losses of contracts or business
- The commencement of, or developments in, material legal proceedings or regulatory matters
- Significant acquisitions or dispositions of assets, property or joint venture interests
- The borrowing or lending of a significant amount of money
- Any mortgaging or encumbering of a company's assets