



## Disclosure Policy

Adopted August 21, 2012

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#### **1. INTRODUCTION**

Purpose – It is fundamental that all persons investing in securities have equal access to information that may affect their investment decisions. Securities laws and stock exchange policies require timely disclosure of material information concerning the business and affairs of public companies. This ensures that investors have confidence in the integrity of the market.

This disclosure policy of Cub Energy Inc. ("Cub" or the "Corporation") is intended to:

- Create a process for Cub to fulfil its disclosure obligations.
- Promote an understanding among directors, officers, employees, consultants, spokespersons and others of Cub's disclosure obligations and the trading and tipping restrictions applicable to them.

Applicable Law and Stock Exchange Policies – Cub is governed by the *Canada Business Corporations Act*. The Corporation is a reporting issuer under the securities legislation in Canada and its common shares are listed on the TSX Venture Exchange. The Investment Industry Regulatory Organization of Canada (IIROC) carries out the market surveillance function of the TSX Venture Exchange.

The following publications are particularly relevant:

- Canadian Securities Administrators National Policy 51-201 – *Disclosure Standards*
- Canadian Securities Administrators National Instrument 51-102 – *Continuous Disclosure Obligations* (especially Part 4A – *Forward-Looking Information* and Part 4B – *FOFI and Financial Outlooks*)
- Canadian Securities Administrators Staff Notice 51-327 – *Guidance on Oil and Gas Disclosure* (especially section 3(c) – *Disclosure of Well-Flow Test Results*)
- TSX Venture Exchange Corporate Finance Manual Policy 3.2 – *Filing Requirements and Continuous Disclosure*
- TSX Venture Exchange Corporate Finance Manual Policy 3.3 – *Timely Disclosure*
- TSX Venture Exchange Corporate Finance Manual Appendix 3B – *Guidelines for Disclosure, Confidentiality and Employee Trading*

## 2. **OBJECTIVE AND SCOPE**

**Objective** – The objective of this disclosure policy is to ensure that communications with the investing public about Cub are:

- timely, factual and accurate
- generally disclosed in accordance with securities laws and stock exchange policies

**Persons Bound** – This policy applies to Cub's:

- directors
- officers
- employees and consultants
- authorized spokespersons

**Disclosure Covered** – This policy covers both written and oral statements.

- **Written statements:**
  - news releases, plus any related material change reports
  - annual and quarterly financial statements, including related management's discussion and analysis and accompanying reports to shareholders
  - other public filings with securities commissions and stock exchanges (for example, annual information forms and information circulars for shareholder meetings)
  - letters to shareholders
  - presentations by senior management
  - website information
  - other electronic communications
- **Oral statements:**
  - meetings and telephone conversations with analysts and investors
  - presentations at industry conferences
  - interviews with the media
  - speeches, press conferences and conference calls

### 3. DISCLOSURE COMMITTEE

Creation and Members – Cub's board of directors has established a Disclosure Committee. The initial members of the Disclosure Committee are the following officers:

- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer
- Director of Investor Relations
- General Counsel

At a minimum, the Committee will meet quarterly and seek the advice of outside counsel when appropriate.

Responsibilities – The Disclosure Committee is generally responsible for meeting all disclosure obligations and for overseeing Cub's disclosure practices. This includes:

- monitoring the effectiveness of and compliance with this policy
- educating directors, officers, employees, consultants, spokespersons and others about Cub's disclosure obligations and trading and tipping restrictions
- determining if material information should be disclosed or kept confidential
- reviewing and authorizing disclosure (both written and oral) before public release
- monitoring the website
- maintaining a disclosure record
- keeping minutes of Committee meetings
- reporting to the board of directors

The Disclosure Committee must be kept informed of all pending material Cub developments. The Committee will evaluate those developments to determine the appropriateness and timing for public release of information. If it is determined that material information should remain confidential, then the Committee will determine how that confidential information will be controlled.

Disclosure Record – The Disclosure Committee should maintain a five-year record of all public information about Cub, including:

- news releases (and any related material change reports)
- other continuous disclosure documents (such as financial statements, management's discussion and analysis, accompanying annual and quarterly reports to shareholders, annual information forms and information circulars for shareholder meetings)
- presentation materials
- newspaper articles or other publications, if Cub spokespersons are quoted
- analysts' reports
- any transcripts or tape recordings of conference calls
- any notes from meetings and telephone conversations with analysts, investors and the media

#### 4. MATERIAL INFORMATION AND DISCLOSURE OBLIGATIONS

Material Information – Material information is any information relating to the business and affairs of Cub that results in, or would reasonably be expected to result in, a significant change in the market price or value of its securities.

Material information consists of both material changes and material facts:

- A "material change" is a change in the business, operations or capital of Cub that would reasonably be expected to have a significant effect on the market price or value of any of its securities. It includes a decision to implement the change made by the board of directors or by senior management who believe that confirmation of the decision by the board of directors is probable.
- A "material fact" is a fact that would reasonably be expected to have a significant effect on the market price or value of Cub's securities.

Materiality Determinations – What is material information cannot be captured in a simple bright-line standard or test. The nature of the information, the volatility of the Corporation's securities and prevailing market conditions are relevant factors. The materiality of a particular change or fact may vary between companies according to their size, the nature of their operations and many other factors. A change or fact that is material for a smaller company may not be material to a larger company. Examples of potentially material information are set out in Schedule A to this policy.

#### Disclosure Obligations under Securities Law and Stock Exchange Policies

- Securities Law – Canadian securities law makes a disclosure distinction between "material changes" and "material facts".
  - Material Changes – Material changes must be immediately disclosed. This is accomplished by promptly issuing and filing a news release and then filing a material change report within ten days.
  - Material Facts – Material facts do not have to be immediately disclosed. They may be kept confidential, but eventually must be disclosed. In the meantime, persons with knowledge of the material fact cannot trade in the Corporation's securities.
- Stock Exchange Policies – TSX Venture Exchange timely disclosure obligations exceed those found in securities legislation. The TSXV requires the timely disclosure of "material information", which includes both material changes and material facts.

In restricted circumstances, material information may be kept confidential if immediate release of the information would be unduly detrimental to the interests of Cub. The test is whether the potential harm to the Corporation or to investors caused by immediate disclosure outweighs the undesirable consequences of delaying disclosure. Examples are:

- Release of the information would prejudice the Corporation's ability to pursue specific and limited objectives or to complete a transaction. For example, premature disclosure of the fact that the Corporation intends to make a significant acquisition may increase the cost of making the acquisition.
- Disclosure of information concerning the status of ongoing negotiations would prejudice the successful completion of those negotiations.
- Disclosure would provide competitors with confidential corporate information that would be of significant benefit to them. The information may be kept

confidential if the detriment to Cub resulting from disclosure would outweigh the detriment to the market in not having the information.

If material information is kept confidential, then consideration should be given to advising IIROC so that trading in the Corporation's shares can be monitored.

## 5. MAINTAINING CONFIDENTIALITY

### Internal and External Communications

- Internal Personnel – Any director, officer, employee or consultant who is privy to confidential information is prohibited from communicating that information to anyone else, other than in the necessary course of business. Efforts will be made to limit access to confidential information to only those who need to know the information. Those persons should be advised that the information is to be kept confidential.
- External Persons – Outside parties privy to confidential information concerning Cub should be told that they must not divulge this information to anyone else, other than in the necessary course of business. Outside parties may be asked to sign a confidentiality agreement.

Procedural Safeguards – To prevent the misuse or inadvertent disclosure of material confidential information, the following procedures should be observed:

- Access to confidential information should be restricted to persons who "need to know" that information in the necessary course of business.
- Documents and files containing confidential information should be kept in a safe place. Code names should be used if necessary.
- Access to confidential electronic data should be restricted through the use of passwords.
- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- Confidential matters should not normally be discussed on cell phones or other wireless devices.
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
- Persons must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- Transmission of documents by electronic means, such as by e-mail and fax, should be made only if it is reasonable to believe that the transmission can be made and received under secure conditions.
- Unnecessary copying of confidential documents should be avoided. Documents containing confidential information should be removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.

## 6. INSIDER TRADING AND TIPPING

Insider Trading – It is illegal for a person in a "special relationship" with Cub to purchase or sell its securities with knowledge of material non-public information about the Corporation. This is called "insider trading". Trading can occur only after the information has been generally disclosed and a reasonable period has passed for it to be widely disseminated. A news release is the typical manner of dissemination.

The special relationship definition is broad and complex. Key special relationship persons are:

- directors, officers and employees
- shareholders who own more than 10% of the voting securities of Cub
- persons engaging in professional or business activities with or on behalf of Cub
- persons proposing a take-over bid, business combination or substantial property acquisition with the Corporation
- "tippees" who receive the information from another special relationship person.

Tipping – It is also illegal to inform another person of material non-public information, other than in the necessary course of business. This is called "tipping". What constitutes the necessary course of business must be determined on a case-by-case basis, but it can include communications with:

- directors, officers, employees and consultants
- legal counsel, auditors, lenders, underwriters and financial and other professional advisors to the Corporation
- parties to negotiations
- vendors, suppliers and strategic partners
- credit rating agencies
- securities commissions, stock exchanges and other regulators

## 7. DISCLOSURE PRINCIPLES

Cub will adhere to the following basic disclosure principles:

- Material information will be generally disclosed by immediate news release.
- If the Disclosure Committee determines that disclosure would be unduly detrimental to the interests of Cub, then the information will be kept confidential until the Committee determines it is appropriate to disclose. The Committee will take steps to preserve confidentiality, periodically review any decision to keep information confidential and be alert to rumors.
- Disclosure must be factual, balanced and sufficiently detailed. Information will not be omitted if the result would be to make the rest of the disclosure misleading.
- Unfavorable material information must be disclosed as promptly and completely as favorable information. Unnecessary detail, exaggeration and overly promotional language should be avoided.
- A website posting does not by itself constitute general disclosure of material information.
- There must be no selective disclosure. Material information must not be disclosed to selected individuals (for example, in an investor meeting or during a telephone conversation with an analyst). If unintentional selective disclosure occurs, then IIROC will be contacted and the material information will be generally disclosed by immediate news release. In the meantime, recipients of selective disclosure must be told that the information is material and has not been generally disclosed.
- Disclosure must be corrected immediately if it is subsequently learned that earlier disclosure contained a material error at the time it was given.

## 8. NEWS RELEASES

### Authorization

- Disclosure Committee – The Disclosure Committee will review and authorize the issue of all Cub news releases.
- Financial Results or Earnings Guidance – News releases announcing financial results, containing financial information based on unreleased financial results or providing earnings guidance will also be reviewed by the audit committee or board of directors.

### Release Procedures

- Immediate Dissemination – News releases will be issued immediately after authorization by the Disclosure Committee and, if the news release contains financial information or earnings guidance, the audit committee or board of directors.
- IIROC Pre-Notification if Material Information
  - If a news release announcing material information is to be issued during stock exchange trading hours, then prior notice must be provided to IIROC. IIROC may impose a trading halt to allow the information to be disseminated.
  - If a news release announcing material information is issued outside of trading hours, then IIROC must be notified promptly and in any event before the market reopens.
  - A draft of each news release announcing material information should be provided to IIROC and the stock exchange before release.
- Newswire Dissemination – News releases will be disseminated through a newswire service that provides simultaneous national distribution. The Corporation may also send a news release directly to selected analysts, investors, media and others after newswire release.
- Securities Commission Filings – All news releases will be filed with Canadian securities commissions via SEDAR (the System for Electronic Document Analysis and Retrieval) after dissemination over the newswire. If a news release relates to a material change, then a material change report will be filed via SEDAR within ten days.
- Website Posting – News releases will be posted on Cub's website immediately after confirmation of dissemination over the newswire. The website will advise the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

## 9. AUTHORIZED SPOKESPERSONS

Authorized Spokespersons – A limited number of people will be authorized to speak on behalf of Cub to analysts, investors and the media. The official spokespersons for the Corporation will be the following officers:

- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer
- Director of Investor Relations

These officers may, from time to time, designate others within Cub with authority to speak on behalf of the Corporation as back-ups or to respond to specific enquiries.

Enquiries Made to Others – Directors, officers, employees and consultants who are not authorized spokespersons must not respond to enquiries from analysts, investors, the media or others, unless specifically asked to do so by an authorized spokesperson. All enquiries should be referred to an authorized spokesperson.

**10. RUMORS**

Basic Principle: No Comment – Cub will not comment, positively or negatively, on rumors. This also applies to rumors on the Internet. Corporation spokespersons will respond consistently to any rumors by saying, "It is our policy not to comment on market rumors or speculation."

Exception: Forced Response – If IIROC or a stock exchange requests that Cub make a definitive statement in response to a market rumor that is causing significant volatility in the trading of its common shares, then the Disclosure Committee will consider the matter. If the rumor is true in whole or in part, this may be evidence of a leak, and Cub will immediately issue an appropriate news release.

**11. CONFERENCE CALLS**

Basic Principle – Conference calls may be held after issuing news releases for quarterly earnings and major corporate developments (but are not mandatory).

Procedure

- Conference calls will be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet.
- Advance notice will be provided by a news release announcing the date, time and topic and how to access the call and webcast. These details will be posted on Cub's website. Any non-material supplemental information provided to participants will also be posted to the website for others to view.
- Invitations may be sent to analysts, investors, the media and others.
- At the beginning of the call, a cautionary statement will be made regarding any forward-looking information. Participants will be directed to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.
- Where practical, statements and responses to anticipated questions should be scripted in advance.
- A tape replay of the conference call will be made available for a minimum of seven days and an archived audio webcast and/or text transcript will be made available on Cub's website for a minimum of 30 days.
- The Disclosure Committee should hold a debriefing meeting immediately after the conference call. If the Committee determines that selective disclosure of previously undisclosed material information has occurred, then the material information will be generally disclosed by immediate news release.

**12. CONTACTS WITH ANALYSTS, INVESTORS AND THE MEDIA**

Investor Relations – Meetings and calls with analysts and investors are an important element of Cub's investor relations program. The Corporation will from time to time meet with analysts and investors individually or in small groups and will initiate contacts or respond to calls. Materials supplementary to Cub's public filings with securities commissions may be provided to analysts

and investors. Those materials can include fact sheets, fact books, maps, slides of investor presentations and transcripts of speeches and webcasts.

All meetings and calls with analysts and investors will be conducted in a timely, consistent and accurate fashion in accordance with this policy. All analysts will receive fair treatment regardless of whether they are recommending buying, holding or selling Cub's securities.

Selective Disclosure – Disclosure in individual or group meetings or calls does not constitute adequate disclosure of material information. If material information is to be announced at an analyst or shareholder meeting or a press conference or conference call, then the announcement must be preceded by a news release.

The materiality of information cannot be altered by breaking it down into smaller, non-material components. An analyst or investor could construct this information into a mosaic that results in material information.

Cub will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors and may post this information on its website.

Notes of Meetings and Calls – Notes should be kept of meetings and calls with analysts, investors and the media. Where practicable, more than one Cub representative will be present at meetings. A debriefing should be held after meetings. If selective disclosure of previously undisclosed material information has occurred, then the material information will be generally disclosed by immediate news release.

### **13. ANALYST REPORTS**

Review of Reports and Models – If requested, Cub may review analysts' draft research reports or financial models. Any review will be limited to confirming factual accuracy based on publicly disclosed information. Cub will not confirm an analyst's opinions or conclusions and will not express comfort with or provided guidance on the analyst's report, financial model or earnings estimates.

To avoid appearing to endorse an analyst's report or model, Cub will provide its comments orally or will attach a disclaimer to written comments to indicate that the report was reviewed only for factual accuracy.

Distributing Analyst Reports – Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing website links to them, might be viewed as an endorsement by Cub of the reports. The Corporation will not provide analyst reports to persons outside of the Corporation. Analyst reports will not be posted on its website, but the Corporation may post a complete listing, regardless of recommendation, of all the investment firms and analysts who have provided research coverage on Cub over the previous twelve months. If provided, this list will not include links to the analysts' or any other third party websites or publications.

Monitoring Analyst Reports – Analyst reports will be provided to the Corporation's directors and senior officers, but not generally to employees. This will permit Cub to monitor its communications and assist in understanding how the marketplace values the Corporation and how corporate developments affect the analysis. Analyst reports may also be provided to Cub's financial and professional advisors in the necessary course of business.

#### 14. **EARNINGS GUIDANCE AND FORWARD-LOOKING INFORMATION**

Earnings Guidance – Cub will try to ensure, through its regular public disclosure, that analysts' estimates are in line with the Corporation's expectations. If Cub determines that it will be reporting results materially below or above publicly held expectations, then it may disclose this information in a news release to enable discussion without risk of selective disclosure.

Forward-Looking Information – Forward-looking information is disclosure regarding possible events, conditions or results of operations that is based on assumptions about future economic conditions and courses of action. It includes future oriented financial information with respect to prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection.

If forward-looking information is disclosed, including through an earnings guidance news release, then the following guidelines will be observed:

- Cautionary Language and Material Risk Factors – When material forward-looking information is disclosed:
  - The information will be identified as forward-looking.
  - Users will be cautioned that actual results may vary from the forward-looking information.
  - The material risk factors that could cause actual results to differ materially from the forward-looking information will be identified.
  - The material factors or assumptions used to develop the forward-looking information will be stated.
- Previously Disclosed Material Forward-Looking Information – After material forward-looking information is disclosed:
  - If subsequent events or circumstances occur that are reasonably likely to cause actual results to differ materially from material forward-looking information, then Cub will discuss the expected differences in, depending on the degree of materiality, a news release or in the management's discussion and analysis for Cub's next interim or annual financial statements. If disclosed in a news release, then the next management's discussion and analysis will identify the news release, state its date and state that it is available on [www.sedar.com](http://www.sedar.com).
  - If Cub decides to withdraw previously disclosed material forward-looking information, then Cub will disclose the decision and discuss the events and circumstances that led to that decision, including a discussion of the assumptions underlying the forward-looking information that are no longer valid. The disclosure will be in, depending on the degree of materiality, a news release or in the management's discussion and analysis for Cub's next interim or annual financial statements. If disclosed in a news release, then the next management's discussion and analysis will identify the news release, state its date and state that it is available on [www.sedar.com](http://www.sedar.com).

#### 15. **QUIET PERIODS**

Commencement and Duration – To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, Cub will observe quiet periods prior to quarterly and annual earnings announcements or when material changes are pending. Regular quiet periods will:

- commence on the earlier of (a) if known, one week before the directors' meeting to approve quarterly or annual financial results and (b) one week before the filing deadline for the quarterly or annual financial results; and
- end with the news release disclosing results for the quarter or year.

Restricted Activities – During a quiet period, Cub will not initiate any meetings or telephone contacts with analysts and investors, but will respond to unsolicited enquiries concerning factual matters. If the Corporation is invited to participate, during a quiet period, in investment meetings or conferences organized by others, then the Disclosure Committee will determine, on a case-by-case basis, if it is advisable to accept these invitations. If accepted, caution will be exercised to avoid selective disclosure of any material, non-public information.

## 16. TRADING BLACKOUT PERIODS

Quarterly and Annual – Trading blackout periods will apply to all directors, officers, employees and consultants during periods when financial statements are being prepared but results have not yet been publicly disclosed. Regular trading blackouts will:

- commence on the earlier of (a) if known, three weeks before the directors' meeting to approve quarterly or annual financial results and (b) three weeks before the filing deadline for the quarterly or annual financial results; and
- end after one full day of trading following the news release disclosing quarterly or annual financial results.

Special – Trading blackout periods may be prescribed from time to time by the Disclosure Committee as a result of special circumstances. All persons with knowledge of the special circumstances will be covered by the blackout.

Exception – Trading blackout periods will not apply to trades by a participant in an automatic securities purchase plan or an automatic securities disposition plan.

## 17. ELECTRONIC COMMUNICATIONS

Website Responsibility – The Disclosure Committee will appoint a person to be responsible for the investor relations section of Cub's website and to ensure that all posted information is accurate, complete, up-to-date and in compliance with relevant securities laws. The responsible person will work with the Disclosure Committee and seek the advice of outside counsel when appropriate.

### Website Principles

- All public filings with securities commissions will be posted to the investor relations section of Cub's website or made available through a hyper-link to the SEDAR website. Materials supplementary to public filings will in most cases also be posted. These materials can include fact sheets, fact books, maps, slides of investor presentations and transcripts of speeches and webcasts.
- All information posted 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.
- A website posting does not by itself constitute general disclosure of material information. Any disclosure of material information on the website will be preceded by a news release.

- A log will be maintained indicating the date that material information is posted and removed from the investor relations section of the website. Continuous disclosure documents filed with securities regulators will be maintained on the website for a minimum of two years.
- The Disclosure Committee must approve all links from the Corporation's website to third party websites. A notice will advise readers that they are leaving Cub's website and that the Corporation is not responsible for the contents of the other website.

Electronic Enquiries – Cub's website will provide an e-mail link for investors to communicate directly with an investor relations representative. An authorized spokesperson will be responsible for responses to electronic enquiries. Only public information or information that could otherwise be disclosed in accordance with this policy will be used to respond to electronic enquiries. An e-mail distribution list may be established, permitting website users to subscribe for electronic delivery of news directly from the Corporation.

Chat Rooms and Bulletin Boards – Directors, officers, employees, consultants and spokespersons are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to Cub's activities or its securities.

## **18. COMMUNICATION, EDUCATION AND ENFORCEMENT**

Communication and Education – New directors, officers, employees and consultants of Cub will be directed to this disclosure policy and educated about its importance. This policy will be posted on the Corporation's internal website and changes will be communicated to persons bound by it.

Enforcement – Any employee or consultant who violates this disclosure policy may face disciplinary action up to and including termination of employment or contract with Cub without notice. A violation of this policy may also violate certain securities laws, which could expose directors, officers, employees or consultants to personal liability. If a person appears to have violated those laws, then Cub may refer the matter to the appropriate regulatory authorities.

## **SCHEDULE A – EXAMPLES OF POTENTIALLY MATERIAL INFORMATION**

The following are examples of the types of changes or facts that may be material. This list is not exhaustive and is not a substitute for the Disclosure Committee exercising its own judgement in making materiality determinations.

### **Changes in Corporate Structure:**

- changes in share ownership that may affect control of the Corporation;
- 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 the Corporation's dividend payments or policies;
- the possible initiation of a proxy fight; and
- material modifications to rights of security holders.

### **Changes in Financial Results:**

- a significant increase or decrease in near-term earnings prospects;
- unexpected changes in the financial results for any periods;
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs;
- changes in the value or composition of the Corporation's assets; and
- any material change in the Corporation's accounting policy.

### **Changes in Business and Operations:**

- any development that affects the Corporation's resources, technology, products or markets;
- a significant change in capital investment plans or corporate objectives;
- major labor disputes or disputes with major contractors or suppliers;
- significant new contracts, products, patents or services or significant losses of contracts or business;
- significant resource discoveries;
- significant changes to the board of directors or executive management (including the departure of the Corporation's president and chief executive officer, chief financial officer, chief operating officer or persons in equivalent positions);
- the commencement of, or developments in, material legal proceedings or regulatory matters;
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees;
- any notice that reliance on a prior audit is no longer permissible; and

- de-listing of the Corporation's securities or their movement from one quotation system or exchange to another.

Acquisitions and Dispositions:

- significant acquisitions or dispositions of assets, property or joint venture interests; and
- acquisitions of other companies, including a take-over bid for, or merger with, another company.

Changes in Credit Arrangements:

- the borrowing or lending of a significant amount of money;
- any mortgaging or encumbering of the Corporation's assets;
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors;
- changes in rating agency decisions; and
- significant new credit arrangements.

**CUB ENERGY INC.**  
**Disclosure Policy**  
**Acknowledgement**

I acknowledge that I have read and understand Cub Energy Inc.'s Disclosure Policy and agree to conduct myself in accordance with the Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print name

\_\_\_\_\_  
Date