



DISCLOSURE POLICY

OBJECTIVE & SCOPE

The objective of this Disclosure Policy ("DP") is to ensure communications of material information to the investing public about Power Americas Minerals Corp. (the "Company") are timely, balanced and accurate, and are broadly disseminated in accordance with all applicable legal, regulatory and stock exchange requirements.

The scope of the DP extends to all employees of the Company, its Board of Directors, consultants, applicable contractors and those individuals authorized to speak on behalf of the Company. It covers disclosures in:

- Documents filed with governmental, administrative, judicial and regulatory authorities
- Written statements made in the Company's annual and quarterly reports;
- Media releases
- Letters to shareholders
- Presentations by senior management
- Information contained on the Company's website and other electronic communications
- Oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media
- Oral statements made in speeches and conference calls

DISCLOSURE POLICY RESPONSIBILITY

The Chief Executive Officer ("CEO") will regularly convene meetings of senior management personnel to oversee the effective implementation of this DP.

MATERIAL INFORMATION

Material information is any information, whether historical or forward-looking, relating to the business and affairs of a Company that would reasonably be expected to have a significant effect on the market price or value of any of the Company's securities.

Although not intended to be a comprehensive list, the following are examples of information that could be material depending on its scale and magnitude:

- Changes in Corporate Structure
- Changes in Share Capital
- Changes in Management
- Changes in Financial Results
- Changes in Business Operations (including drill/exploration results)
- Acquisitions and Dispositions
- Changes in Credit Arrangements
- Change in Auditors or disagreements with Auditors
- Major litigation pending or threatened
- Relationships with business partners

DISCLOSURE OF MATERIAL INFORMATION

Disclosure of all material information to the investment community shall be in compliance with all applicable securities laws, regulations and rules and shall adhere to the following basic disclosure principles:

1. Material information shall be publicly disclosed immediately via media release through a recognized and approved wire service.
2. Unfavorable material information must be disclosed as promptly and completely as favorable material information. As well, disclosure must include any information the omission of which would make the rest of the disclosure misleading.
3. Disclosure must be corrected immediately if the Company subsequently learns earlier disclosure contained a material error. Any error detected should be brought forward to the Chairman of The Company on the nature and method of communication of the error.
4. If previously undisclosed material information is inadvertently disclosed to an analyst or any other person not bound by an express confidentiality obligation, such information must be broadly disclosed immediately via media release.
5. Disclosure on the Company's website alone does not constitute adequate disclosure of material information.
6. In circumstances where the Company determines disclosure would be unduly detrimental, such as release of information that would prejudice negotiations in a corporate transaction, the Company shall file a confidential material change report with applicable securities regulators and shall review its decision to keep the information confidential at least every ten days.

MAINTAINING CONFIDENTIALITY

Employees of the Company, its Board of Directors, consultants, applicable contractors and individuals authorized to speak on behalf of the Company who are privy to confidential information are prohibited from communicating such information unless it is necessary to do so in the ordinary course of business.

Outside parties privy to undisclosed material information concerning the Company shall be told that they must not divulge such information to anyone else other than in the necessary course of business and that they may not trade in securities of the Company until the information is publicly disclosed. Such outside parties shall confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

In order to prevent the misuse or inadvertent disclosure of material information, the following procedures should be observed at all times:

1. Documents and files containing confidential information should be kept in safe locations accessible only to designated individuals.
2. Confidential matters should not be discussed in public places where conversations may be overheard, e.g. elevators, hallways, restaurants, airplanes, and taxis.
3. Confidential matters should not be excessively discussed on non-secure wireless telephones, skype field reports, or other non-secure wireless devices.
4. Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
5. Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.

6. Transmission of documents by electronic means, such as by fax or by e-mail, should be made only where it is reasonable to believe the transmission can be made and received under secure conditions.
7. Access to confidential electronic data should be restricted through the use of passwords.
8. Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.

DESIGNATED SPOKESPERSONS

Only the CEO and the Vice President, Business Development (“VP”) of the Company shall be designated the official spokespersons for the Company and are authorized to discuss material information with the media, institutional and individual investment community.

Other employees or consultants may be designated by the CEO or VP to speak on behalf of the Company as back-ups or to respond to specific inquiries.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries shall be referred to the CEO and/or VP.

MEDIA RELEASES

Once a determination is made that a development is material, a news release shall be issued, unless it is determined that such development must remain confidential for the time being and appropriate control of that information is instituted. Should a material oral statement inadvertently be made in a selective forum, the Company shall immediately issue a news release in order to fully publicly disclose that information.

Prior notice of a media release announcing material information must be provided to the Investment Industry Regulatory Organization of Canada (“IIROC”), if the TSXV is open for trading at the time of a proposed announcement, to enable a trading halt if deemed necessary by IIROC. If a media release announcing material information is issued outside of trading hours, IIROC must be notified before the market opens. A copy of the proposed release is sent to all independent directors at this time.

Only upon approval of the annual and interim financial statements, management discussion and analysis, and annual report initially by the Company’s audit committee, then the board of directors, shall annual financial results be publicly released.

Media releases shall be disseminated through an approved newswire service that provides simultaneous national and/or international distribution. Media releases shall be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media and local media.

Media releases shall be posted on the Company’s website immediately after release over the newswire. The media releases page of the Company’s website shall include a notice that advises readers the information posted was accurate at the time of posting, but may be superseded by subsequent media releases.

Notification of Blackout Periods

The CEO or the Corporate Secretary will endeavour to notify the appropriate parties by e-mail of any blackout periods. If you are not certain of the current blackout status please confirm by contacting the above individuals prior to engaging in activities involving the Company’s securities.

CONTACTS WITH ANALYSTS, INVESTORS AND MEDIA

The Company recognizes meetings and/or discussions with analysts, significant investors and media are an important part of the Company's investor relations program. The Company shall meet with analysts and investors on an individual or small group basis as needed and shall initiate contacts or respond to analyst, investor and media calls in a timely, balanced and accurate manner in accordance with this DP.

If the Company intends to announce material information at an analyst or shareholders' meeting or a media conference or conference call, the announcement must be preceded by a media release. Disclosure in individual or group meetings does not constitute adequate disclosure of material information.

The Company shall provide only non-material or previously released information through individual and group meetings, in addition to regular publicly disclosed information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

REVIEWING ANALYST DRAFT REPORTS AND MODELS

The Company shall review, upon request, analysts' draft research reports or models for accuracy based on publicly disclosed information. It is the policy of the Company, when an analyst enquires with respect to his/her estimates, to question an analyst's assumptions if the estimate is a significant outlier among the range of estimates for the Company. The Company shall limit its comments in responding to such inquiries to non-material information.

In order to avoid appearing to "endorse" an analyst's report or model, the Company shall provide its comments orally or shall attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

RUMOURS

It is the policy of the Company not to comment on market rumours or speculation including those made via the internet. Should the TSXV request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Company shall consider the matter and decide whether to make a policy exception.

FORWARD-LOOKING INFORMATION

Should the Company elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines shall be observed:

1. The information, if deemed material, shall be broadly disseminated via media release, in accordance with this DP.
2. The information shall be clearly identified as forward-looking.
3. The Company shall identify all material assumptions used in the preparation of the forward-looking information.
4. The information shall be accompanied by a statement that identifies, in very specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement.
5. The information shall be accompanied by a statement that disclaims the intention or obligation of the Company to update or revise the forward-looking information, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially off target, the Company may choose to issue a media

release explaining the reasons for the difference. In this case, the Company shall update its guidance on the anticipated impact on revenue and earnings or other key metrics.

TRADING RESTRICTIONS WITH BLACKOUT PERIODS

It is illegal for anyone to purchase or sell securities of the Company with knowledge of material information affecting the Company that has not been publicly disclosed. Except in the necessary course of business, it is also illegal for anyone to inform any other person of material non-public information. Therefore, insiders and employees with knowledge of confidential or material information about the Company or counter-parties in negotiations of material potential are prohibited from trading securities of the Company or any counter-party until the information has been fully disclosed and a reasonable period of time has passed for the information to be widely disseminated.

Blackout periods may be prescribed from time to time by the Board of Directors as a result of special circumstances relating to the Company pursuant to which insiders of the Company would be precluded from trading in securities of the Company. All parties with knowledge of such special circumstances are covered by the blackout. Such parties may include consultants, employees, external advisors, such as legal counsel, investment bankers and counter-parties in negotiations of material potential transactions.

The following additional conditions apply to directors and senior officers of the Company. A director or senior officer of the Company must file an insider report with the Canadian provincial and territorial securities regulations within 5 days of a purchase or sale of the Company's securities or grant of stock option. In order to reduce the likelihood of the violation of these trading and tipping restrictions, the Company has adopted the following policy:

- i. Trading in the Company's securities, or related securities such as options, must not take place during blackout periods. Each blackout period begins one business day before the issuance of a news release and ends at the end of the second business day after the day the Company issues the release publicly. If there are any doubts whether or not any particular day is within a blackout period contact the Corporate Secretary. In addition, when the director or senior officer is aware of a material fact that has not yet been disclosed to the public, they must remain in blackout until the material change has been reported publicly.
- ii. Each year the Company holds an annual shareholder meeting. In connection with these meetings, it mails out a proxy circular to its shareholders giving notice of the shareholder meeting and providing information to shareholders with respect to matters of business to be dealt with at the meeting. A director or senior officer must not trade from the date of mailing until the end of the fifth business day following the date of mailing of a proxy circular to shareholders. This restriction also applies to special or extraordinary shareholder meetings. If there are any doubts as to when this period applies, contact the Corporate Secretary.
- iii. Directors and senior officers are encouraged to give prior notice to the Corporate Secretary of their intention to exercise a stock option and obtain confirmation that any sale of securities in connection with the exercise of a stock option will not occur during a blackout period.

DISCLOSURE RECORD

The Company shall maintain files containing public information about the Company including continuous disclosure documents, media releases and analysts' reports in accordance with the applicable laws.

RESPONSIBILITY FOR ELECTRONIC COMMUNICATIONS

Information to be included on the Company's website shall include, but not be limited to, the following:

1. Financial reports
2. The Company's stock information
3. Investor presentations
4. Media releases

Investor relations material shall be contained within a separate section of the Company's website and shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All data posted to the Investor Relations section of the website, including text and audiovisual material, shall show the date such material was issued. Any material changes in information must be updated immediately. The minimum retention period for material corporate information on the Company's website shall be one year.

Disclosure on the Company's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on its web site shall be preceded by the issuance of a media release.

Employees are prohibited from participating in internet chat rooms or newsgroup discussions on matters pertaining to activities of the Company or its securities, in order to ensure no material undisclosed information is inadvertently disclosed.

SOCIAL NETWORKING POLICY

This DP applies to all communications, including those made on social networking sites, whether the communications are posted during personal time at home or at work. Social networking discussions should not disclose confidential proprietary or business information. All Company representatives are expected to use caution and good judgment when posting comments or information on social networking sites that can be identified or associated with the Company.

COMMUNICATION AND ENFORCEMENT

New directors, officers, employees, consultants and applicable contractors shall be provided with a copy of this DP and shall be educated about its importance.

Any director, officer, contractor, employee or other person who wishes to report allegations of suspected improper conduct and wrongdoing under or violation of this DP should refer the matter to the Corporate Secretary.

Any Company Representative who violates this DP may face disciplinary action up to and including termination without notice of his or her employment with the Company.

Violation of this DP may also violate certain securities laws. If it appears that an employee has violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities which could lead to penalties, fines and/or imprisonment.

ANNUAL ACKNOWLEDGEMENT AND CONFIRMATION

All Representatives will acknowledge and confirm in writing on an annual basis that they are fully compliant with this DP or will report in writing to the Corporate Secretary the details where they are not compliant.