



**POLICY RESPECTING DISCLOSURE
AND INSIDER TRADING**



PURPOSE OF THIS POLICY

The purpose of this Policy is to ensure that Atacama Pacific Gold Corporation and its subsidiaries (collectively, “Atacama”) 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, ensuring that all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information and ensuring that all appropriate parties who have Undisclosed Material Information are prohibited from Insider Trading and Tipping 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 Atacama’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on Atacama’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 Atacama's Officers, Employees, Contractors and Directors and its affiliates. For a complete list see Schedule "A" attached hereto.

1.2. RESPONSIBILITY FOR THIS POLICY

1.2.1. Disclosure Committee. Atacama has created a committee (the "**Disclosure Committee**") consisting of the 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.

1.2.2. Compliance Officer. Atacama has also appointed a Compliance Officer, being the Chief Financial Officer, 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 ATACAMA

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

1.3.2. Alternates. The Chairman, Chief Executive Officer and Chief Financial Officer of Atacama may designate other Board Members, Officers, Employees and Contractors to speak on behalf of Atacama, 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 Atacama, must refer all inquiries to an Authorized Spokesperson.

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



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 Atacama’s securities. A “**material change**” means a change in Atacama’s business, operations or capital that would reasonably be expected to have a significant effect on the market price or value of any of Atacama’s securities and includes a decision to implement such a change if such a decision is made by the Board of Directors or by Atacama’s senior management. 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.
- 2.2. Disclosure. Material Information is required to be disclosed to the public. The Disclosure Committee, in consultation with the Board of Directors and others, shall determine what is deemed to be Material Information and the appropriate public disclosure. Disclosure must be corrected if Atacama subsequently learns that earlier disclosure by Atacama contained a material error at the time it was given.
- 2.3. Dissemination. News releases disclosing Material Information will be transmitted to the TSX Venture Exchange or any other exchange on which Atacama’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. Atacama 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. Atacama 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, Atacama will:
- include reasonable cautionary language identifying the forward-looking information as forward-looking;
 - identify material factors that could cause actual results to differ materially from a conclusion, forecast, or projection in the forward-looking information;



- include the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection; and
- 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 Atacama will comply with the disclosure requirements of NI 43-101 – *Standards of Disclosure for Mineral Projects.*

4. **PROHIBITION ON SELECTIVE DISCLOSURE AND TIPPING**

4.1 What is Selective Disclosure? Selective disclosure, which is prohibited, occurs when a reporting issuer (i.e. a publicly traded company, such as Atacama), discloses Material Information to select groups of individuals (such as analysts or institutional investors) that has not generally been disclosed to the public.

4.2 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, shareholders 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.

4.3 Unintentional Disclosure of Material Information. If it becomes apparent that the prohibition against selective disclosure has been violated, an Authorized Spokesperson shall immediately be informed and such Material Information shall be disclosed to the public in accordance with the Policy. Pending the public release of Material Information, an Authorized Person 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.

4.4 Notice of Listen-Only Conference Calls with Analysts. The Authorized Spokespersons shall ensure that all conference calls with analysts are made available to all investors (listening capability only) on Atacama’s website or via other available technology.

4.5 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 Atacama which has not been Generally Disclosed. When market participants are allowed to visit Atacama’s mine sites, an Authorized Spokesperson or an employee of Atacama 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.

4.6 Mining Industry Professional Presentations. Any 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 Atacama's business or operations, will submit their papers, presentations and speaking notes to the Disclosure Committee for approval prior to the presentation. 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.

- 4.7 Market Rumors. As a matter of principle, no comment will be issued by Atacama to respond to market rumors unless a clarification is reasonably required in light of the circumstances.
- 4.8 Tipping. Atacama and/or a person or a company in a special relationship with Atacama, may not inform, other than in the necessary course of business, another person or company of Material Information with respect to Atacama before the Material Information has been generally disclosed.
- 4.9 Persons in a Special Relationship. Persons in a special relationship with Atacama include:
- Atacama's Directors, Officers, or Employees;
 - Insiders, affiliates or associates of Atacama;
 - Persons or companies engaged in any business or professional activity with Atacama;
 - A person or company that learns of Material Information about Atacama while a Director, Officer, Employee, insider, affiliate or associate of Atacama; and
 - A person or company that learns of Material Information about Atacama from anybody else and knows, or reasonably should have known, that they are a person or company in a special relationship.
- 4.10 Tipping Exception. There is an exception to the prohibition of Tipping 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 Atacama;
 - Parties to negotiations; and
 - Government agencies and non-governmental regulators.

5. **ELECTRONIC DISCLOSURES**

Applicable Disclosure Rules Relating to Electronic Communications

- 5.1 General. 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 Atacama through electronic communications is still subject to the rules and regulations noted in this Policy.



5.2 Electronic Communications Cannot be Misleading. Material Information posted on Atacama's website must not be misleading. Material Information is misleading if it is incomplete, incorrect or omits a fact so as to make another statement misleading.

5.3 Website. Atacama's Director of Investor Relations is responsible for creating and maintaining Atacama's website. Atacama'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;
- A notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures; and
- All News Releases.

The website must contain an e-mail link to an investor relations contact for Atacama to facilitate communication with investors. Inaccurate information must be promptly removed from the website. Information contained on the website must be removed or updated when it is no longer current. A list of all (but not less than all) analysts known to follow Atacama may be posted on the investor relations page, but analysts' reports must not be posted on Atacama's website. No links will be created from Atacama's website to chat rooms, newsgroups, blogs or bulletin boards.

5.4 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 Atacama.

5.5 Electronic Communications must Comply with 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. 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.

5.6 Posting of Information Electronically. All investor relations information, including all material public documents should be posted on, or made accessible through, Atacama's website as soon as possible following dissemination that has been made in accordance with this Policy.

5.7 Chatroom Participation Prohibited. Employees are prohibited from participating in Internet chat rooms, or news groups in discussions relating to Atacama or its securities.



PART III

PROCEDURES RELATED TO INSIDER TRADING

6. UNDISCLOSED MATERIAL INFORMATION

- 6.1. **“Undisclosed Material Information”** of Atacama is Material Information about Atacama 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. 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. General. 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 of Atacama's securities (a "**General Blackout**"). All Board Members, Officers, Employees and contractors who are so advised by the Disclosure Committee, shall be prohibited from trading Atacama's securities during a General Blackout.
- 7.2. Lifting. 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 ATACAMA**

- 8.1. "**Insider Trading**" which refers to persons in a special relationship with Atacama purchasing or selling or otherwise monetizing securities of Atacama 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 Atacama 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 Atacama is required to file an initial and subsequent insider reports within time limits established by regulators having jurisdiction.
- 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 Atacama. As described below, all Board Members, Officers, Employees and Contractors are also Persons in a Special Relationship with Atacama.

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

“Insider” means:

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

“Persons in a Special Relationship with Atacama” 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 Atacama or its subsidiaries and who comes into contact with Material Information;
- Each person or company that learned of Material Information with respect to Atacama 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 Atacama.

Changes in corporate structure such as major reorganizations, amalgamations, or mergers.

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 Atacama's assets; and
- Any material change in Atacama's accounting policies.

Changes in Business and Operations

- Any development that affects Atacama'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 in and around the operation who are affected by Atacama's activities; and
- Any significant notice, demand, or administrative proceeding imposed by regulatory authorities in relation to Atacama's activities.

Changes in Credit Arrangements

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