

## ORBITE TECHNOLOGIES INC.

**DISCLOSURE COMMITTEE CHARTER**

This Disclosure Committee Charter (“Rules”) has been adopted by Orbite Technologies Inc. (the “Company”) to set forth the policies and procedures of the Disclosure Committee (“Committee”). The Committee shall fulfill its responsibilities regarding disclosures to its security holders and the investment community in addition to managing insider trading policies and trading blackouts.

**I. PURPOSE**

The Committee will be responsible for (i) the identification and disclosure of material information (Material Information) about the Company and ensure the disclosure is made on a timely basis as required by applicable laws, regulations and stock exchange requirements, and (ii) managing insider trading and trading blackouts in order to ensure the strict compliance by all insiders of the Company with applicable insider trading obligations.

**II. RESPONSIBILITIES**

- Review and, as necessary, help revise the Company’s controls and other procedures to ensure that information required to be disclosed to the Toronto Stock Exchange (TSX) and written information disclosed to the public is recorded and reported accurately and in a timely manner.
- Review information and documents to determine “materiality” in accordance with securities laws and regulations. The Committee will give consideration to the nature of the information, the volatility of the Company’s securities and current market conditions.
- The Committee will consider limited exceptions to the restrictions on disclosure of Material Information where disclosure is made to Company’s auditors, legal counsel or other professional advisors in the necessary course of business.
- In certain circumstances the Committee will determine whether or not certain Material Information may be withheld from the public for legitimate business purposes and when the Material Information will be disclosed.
- All material news releases (except for promotional news), 43-101 compliant reports, Annual Information Forms, management proxy circulars and other material disclosure documentation shall be pre-approved by the Committee.
- All material news releases, material 43-101 compliant reports, Annual Information Forms, management proxy circulars and other material disclosure which includes technical, geological or mining information must be reviewed and approved, by a Qualified Person (as such term is defined in the Regulation 43-101) responsible for the disclosure.
- The Committee will notify certain individuals (who may temporarily have access to undisclosed Material Information) that they must obtain pre-clearance at any time prior to buying or selling Company securities.
- The Committee will from time to time prescribe a blackout period when insiders may not trade in Company securities. The Committee will be responsible for notifying all affected parties of the commencement and termination of the blackout dates.
- The Committee shall have such other responsibilities, consistent with the Committee’s purpose, as the Company may assign to it from time to time.

### III. Composition

The membership of the Committee shall consist of the Chief Executive Officer (“CEO”), the Chief Finance Officer (“CFO”), VP Engineering and Operations, the Director Legal Affairs and an independent Board member. Any technical or geological disclosure can be submitted for review to the Technical Committee, a sub-committee to the Committee, which shall be comprised of members nominated by the Committee.

### IV. MEETINGS

The Committee shall meet as frequently as circumstances dictate to (i) ensure the accuracy and completeness of the disclosure statements, (ii) evaluate the Company’s disclosure controls and procedures as necessary taking into account developments since the most recent evaluation including material changes in the Company, and (iii) to manage insider trading and trading blackouts.

On an annual basis, the Committee will review and recommend to the Governance and Nominating Committee of the Board, if necessary, changes to these Rules. The Committee will react quickly to developments and make recommendations to the Chairman of the Corporate Governance and Human Resources Committee. A written record of decisions made by the Committee will be maintained by the CFO.