

**MEGASTAR DEVELOPMENT CORP.
(THE "CORPORATION")**

**CORPORATE DISCLOSURE POLICY
ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION
ON SEPTEMBER 1, 2011**

Objective and Scope

The objective of this Disclosure Policy is to ensure that communications to the investing public about the Corporation are timely, complete, factual and accurate and broadly disseminated in accordance with all applicable legal and regulatory requirements.

This Disclosure Policy extends to all employees, consultants, officers, advisors and directors of the Corporation and its affiliates (each, an "Employee") and those individuals authorized to speak on behalf of the Corporation. It covers disclosure in documents filed with the securities regulatory authorities, financial and non-financial disclosure (including management's discussion and analysis) and written statements made in the Corporation's annual and quarterly reports, news releases, material change reports, letters to shareholders, presentations by senior management, information contained on the Corporation's website and other electronic communications. It also 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.

Corporate Governance Committee

The Corporate Governance Committee (the "Committee") of the Corporation's Board of Directors (the "Board") is responsible for overseeing the Corporation's disclosure practices.

The Committee will set standards for a preliminary assessment of materiality and will determine when developments justify public disclosure.

It is essential that the Committee be kept fully apprised of all pending material developments relating to the Corporation in order to evaluate and discuss those events and to determine the appropriateness and timing for public release of information. If it is deemed that the information should remain confidential, the Committee will determine how that information will be controlled and whether any regulatory filings on a confidential basis need to be made.

The Committee will review and update, if necessary, this Disclosure Policy on an annual basis or as needed to ensure compliance with changing regulatory requirements. The Committee will report to the Board as requested.

Disclosure of Material Information

Material information is information relating to the business, operations, assets, or securities of the Corporation that would reasonably be expected to have a significant effect on the market price or price of the Corporation or a security of the Corporation, and includes a decision to

implement a change made by the Board or senior management of the Corporation who believe that confirmation by the Board is probable.

Securities legislation requires that all material information must be disclosed to the public by way of news release as soon as practicable. In complying with the requirement to disclose forthwith all material information under applicable laws and stock exchange rules, the Corporation will adhere to the following basic disclosure principles:

1. Material information will be publicly disclosed as soon as practicable via news release disseminated through a widely circulated news or wire service. Examples of potential material information include but are not limited to the following:

Changes in Corporate Structure

- Changes in share ownership that may affect control of the Corporation;
- Major reorganizations, amalgamations, or mergers;
- Take-over bids, issuer bids, or insider bids.

Changes in Capital Structure

- 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;
- Possible initiation of a proxy fight;
- Material modifications to rights of security holders.

Changes in Financial Results

- Significant increase or decrease in near-term earnings prospects;
- 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 the Corporation's assets;
- Any material change in the Corporation's accounting policy.

Changes in Business and Operations

- Any development that affects the Corporation's resources, products or markets;
- A significant change in capital investment plans or corporate objectives;
- Major labour disputes or disputes with a major contractor or supplier;
- Significant new contracts, products, patents, or services or significant losses of contracts or business;
- Significant changes in the status of any of the Corporation's projects;
- Changes to the Board or executive management, including the departure of the Corporation's CEO, COO or CFO (or persons in equivalent positions);
- Commencement of, or developments in, material legal proceedings or regulatory matters;
- Departure from the Corporation's Code of Business Conduct and Ethics by officers, directors, and other key employees;
- Any notice that reliance on a prior audit is no longer permissible;
- 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;
- Acquisitions of other Companies, including a take-over bid for, or merger with, another company.

Changes in Credit Arrangement

- 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;
- Significant new credit arrangements.

An immediate statement containing the major points of the material information is the first objective. Additional details may follow in a further news release. When several significant actions are resolved or occur at one time, disclosure of all should be released as soon as practicable so that the full implications may be assessed by the public.

Certain developments will require disclosure at the proposal stage or before an event actually occurs if the proposal gives rise to material information at that stage. Announcement of an intention to proceed with a transaction or activity giving rise to material information should be made when a decision has been made to proceed by the Board or senior management with the expectation of concurrence from the Board. Updates should be announced on a regular basis unless the original announcement indicated that an update would be disclosed on a specific date. In addition, prompt disclosure is required of any material change to the proposed transaction or to the previously disclosed information.

While it is the responsibility of the Committee to determine what information is material in the context of the Corporation's business, the Committee may consult with market surveillance of the stock exchange on which the Corporation's shares are traded when in doubt as to whether disclosure should be made.

2. In certain circumstances, the Committee may determine that such disclosure may be unduly detrimental to the Corporation (for example if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be immediately brought to the attention of the Board and will be kept confidential until the Committee determines it is appropriate for public disclosure. In such circumstances, the Committee will cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every five days) review its decision to keep the information confidential (also see "Rumours" below). The Committee will only withhold material information from public disclosure where there is a reasonable basis to do so, and when the basis for maintaining confidentiality ceases to exist it will promptly disclose such material information to the public.

At any time when material information is withheld from the public, the Corporation is under a duty to take precautions to keep such information completely confidential. Such information should not be disclosed to any officers, consultants, employees or advisors of the Corporation except in the necessary course of business. The Corporation will also make sure that there is no selective disclosure of confidential information to third parties. The Corporation should ensure that when such information is disclosed in the necessary course of business all recipients are aware that it must be kept confidential. If the material information being treated as confidential becomes disclosed in some manner, the Corporation will promptly disclose the material information publicly in the proper manner.

3. Disclosure must include any information the omission of which would make the rest of the disclosure misleading (for example, half truths are misleading).

4. Unfavourable material information must be disclosed as promptly and completely as favourable information.

The guiding principle should be to communicate clearly and accurately the nature of the information, without including unnecessary details, exaggerated reports or editorial commentary designed to colour the investment community's perception of the announcement one way or the other.

5. There must not be any selective disclosure. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an interview with an analyst or in a telephone conversation with an investor). If previously undisclosed material information has been inadvertently disclosed to an analyst or any other person not bound by an express confidentiality obligation, such information must be broadly disclosed immediately via news release.
6. Disclosure should be consistent among all audiences, including the investment community, media and Corporation personnel.
7. Disclosure on the Corporation's website alone does not constitute adequate disclosure of material information.
8. Disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure by the Corporation contained a material error at the time it was given.

Trading Restrictions and Blackout Periods

It is illegal for anyone to purchase or sell securities of any public company with knowledge of material information affecting that 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 Corporation or counter-parties in negotiations of material potential transactions, are prohibited from trading in securities of the Corporation or any counter-party until the information has been fully disclosed and a reasonable period of time, as such period is determined by the Committee or the Board in writing to the respective insiders and employees and counter parties as the case may be, has passed to allow for the information to be widely disseminated.

Blackout periods may be prescribed from time to time by the Committee or the Board as a result of special circumstances relating to the Corporation, and during such periods insiders and employees of the Corporation will be precluded from trading in securities of the Corporation. All parties with knowledge of such special circumstances will be covered by the blackout and the Committee or the Board will communicate the implementation and lifting of the blackout to such parties in writing. Such parties may include external advisors such as legal counsel, investment bankers and counter-parties in negotiations of material potential transactions.

Maintaining Confidentiality

Any insider or employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Communication by e-mail leaves a physical track of its passage that may be subject to subsequent decryption attempts. All confidential information being transmitted over the Internet must be secured by the strongest encryption methods available. Where possible, employees or insiders should avoid using e-mail to transmit confidential information.

Outside parties privy to undisclosed material information concerning the Corporation will be told that they must not divulge such information to anyone else, other than in the necessary course of business. Such outside parties will 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 procedures set forth below should be observed at all times:

1. 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. Code names should be used if necessary.
2. Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
3. Confidential matters should not be discussed on wireless telephones or other 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 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.
7. 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.
8. Access to confidential electronic data should be restricted through the use of passwords.

Designated Spokespersons

The Corporation will designate a limited number of spokespersons responsible for communication with the investment community, regulators or the media. The Chairman, CEO, CFO and senior investor relations/communications officer for the Corporation (if any) will be the official spokespersons for the Corporation. Individuals holding these offices may, from time to time, designate others within the Corporation to speak on behalf of the Corporation as backups or to respond to specific inquiries.

Personnel 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 will be referred to the Chairman, CEO, CFO or senior investor relations/communications officer.

News Releases

Once the Committee determines that a development is material it will authorize the issuance of a news release, unless the Committee determines that such development must remain confidential for the time being. If the Committee determines this to be the case, appropriate confidential filings will be made and control of the inside information will be instituted. Should material information inadvertently be disclosed in a selective forum, the Corporation will immediately issue a news release in order to fully disclose that information.

If the stock exchange(s) upon which shares of the Corporation are listed is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information may be provided to the market surveillance department to enable a trading halt, if deemed necessary by the stock exchange(s). If a news release announcing material information is issued outside of trading hours, market surveillance may be notified before the market opens.

Annual and interim financial results will be publicly released as soon as practicable following Board approval or review.

News releases will be disseminated through an approved news or wire service that provides simultaneous widespread distribution. News releases may also be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media and, at the option of the Corporation, the local media in areas where the Corporation has its headquarters or operations.

News releases will be posted on the Corporation's website immediately after release over the news wire. The news release page of the website will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

Insider Reports

Insiders will be personally responsible for filing, accurate and timely insider trading reports as required by applicable securities regulatory authorities.

Conference Calls

Conference calls may be held for major corporate developments, such as quarterly financial results, whereby discussion of key aspects is 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. A conference call will be preceded by a news release containing all relevant material information. At the beginning of the call a Corporation spokesperson will provide appropriate cautionary language with respect to any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the information being discussed.

The Corporation will provide advance notice of the conference call and/or webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and/or webcast. The Corporation may also send invitations to analysts, institutional investors, the media and others invited to participate. Any non-material supplemental information provided to participants will also be posted to the Corporation's website for others to view. A tape recording of the conference call and/or an archived audio webcast on the Internet will be made available following the call for a minimum of 30 days, for anyone interested in listening to a replay.

The Committee will hold a debriefing meeting immediately after the conference call and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Corporation will immediately disclose such information broadly via news release.

Rumours

The Corporation will generally not comment, affirmatively or negatively, on rumours. This will also apply to rumours on the Internet. The Corporation's spokespersons will respond consistently to any rumours, by saying, "It is our policy not to comment on market rumours or speculation."

Should the stock exchange on which the Corporation's shares are traded request that the Corporation make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Committee will consider the matter and decide whether to make a policy exception.

Contacts with Analysts, Investors and the Media

The Corporation recognizes that meetings with analysts and significant investors are an important element of the Corporation's investor relations program. The Corporation will meet with analysts and investors on an individual or small group basis as needed, and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Disclosure Policy.

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material information. If the Corporation intends to announce material information at an analyst or shareholder meeting, a press conference or conference call, the announcement must be preceded by a news release.

The Corporation will provide only non-material information through individual and group meetings, in addition to regular publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The Corporation cannot alter the materiality of information by breaking down the information into smaller, non-material components.

The Corporation will provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors, primarily by posting the information on its website.

Spokespersons will keep notes of telephone conversations with analysts and investors and where practicable more than one Corporation representative will be present at all individual and group meetings. A debriefing with the Committee will be held after such meetings and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Corporation will immediately take steps to ensure that a full public announcement is made. Such steps will include contacting the market surveillance department of the stock exchange(s) on which the Corporation's shares are traded and requesting that trading be halted pending the issuance of a news release and pending such issuance of the news release notifying all parties who have knowledge of the information that such information is material and that it has not been generally disclosed.

Reviewing Analyst Draft Reports and Models

It is the Corporation's policy to review, upon request, analysts' draft research reports or models. The Corporation will review the report or model for the purpose of pointing out errors in fact based on publicly disclosed information. It is the Corporation's policy, when an analyst inquires with respect to its estimates, to question an analyst's assumptions if the estimate is significantly outside of the range of "street" estimates or the Corporation's published earnings guidance. The Corporation will limit its comments in responding to such inquiries to non-material information. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model and earning estimates.

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

Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Corporation of the report. For these reasons, the Corporation will not provide analyst reports through any means to persons outside of the Corporation, including a posting of such information on the Corporation's website. The Corporation may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Corporation.

Forward-Looking Information

Generally, the Corporation should not disclose forward looking information ("FLI") unless required by law to do so, or unless the Corporation believes such disclosure will enhance a reasonable investor's investment decision, whether positively or negatively.

Should the Corporation determine it has a reasonable basis for the disclosure of FLI and so elects to disclose it (in continuous disclosure documents, speeches, conference calls, etc.), the following guidelines will be observed.

1. If deemed material, FLI will be broadly disseminated via news release in accordance with this Disclosure Policy.
2. The FLI will be clearly identified as forward looking.
3. The Corporation will identify all material, assumptions and factors used in preparation of the FLI.
4. The FLI will be accompanied by a reasonable, meaningful cautionary statement that identifies, in very specific terms, the risks, uncertainties and material factors that may cause the actual results to differ materially from those projected in the statement.
5. The FLI will be accompanied by a statement that disclaims the Corporation's intention or obligation to update or revise the FLI, 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 Corporation may choose to issue a news release explaining the reasons for the difference. In this case, the Corporation will update its guidance on the anticipated impact on revenue and earnings (or other key metrics).
6. Any oral FLI (such as that disclosed in conference calls, analyst interviews or "road shows") must be accompanied by a statement:
 - (a) that the statement is "forward-looking";
 - (b) that actual results may differ materially from those projected in the forward looking statement; and
 - (c) that additional information concerning factors that could cause actual results to differ from those projected is contained in an identified, readily available written document.
7. The Committee will continuously monitor all FLI contained in its continuous disclosure record to ensure it does not become misleading over the passage of time.

If the Corporation has issued a forecast or projection in connection with an offering document, the Corporation will update that forecast or projection periodically, as required by the rules and policies of governing regulatory authorities.

Managing Expectations

The Corporation will try to ensure, through its regular public dissemination of quantitative and qualitative information that analysts' estimates are in line with the Corporation's own expectations. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

If the Corporation has determined that it will be reporting results materially below or above publicly held expectations, it will disclose this information in a news release in order to enable discussion without risk of selective disclosure.

Quiet Periods

In order to avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Corporation will observe quiet periods when necessary, during which the Corporation will not initiate or participate in any meetings or telephone contacts with analysts and investors and no information or guidance will be provided to anyone, other than responding to unsolicited inquiries concerning factual matters. Without limitation, quiet periods will be observed commencing two business days before the end of a financial quarter and ending two business days after the end of the respective financial quarter.

Disclosure Record

The Committee will maintain a five year file containing all public information about the Corporation, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles, if any.

Responsibility for Electronic Communications (including the Corporation's Website)

This Disclosure Policy also applies to electronic communications. Accordingly, persons responsible for written and oral public disclosures will also be responsible for electronic communications.

The senior investor relations/communications officer (if any) will be responsible for updating the investor relations section of the Corporation's website and for monitoring all Corporation information placed on the website to ensure it is accurate, complete, up-to-date and in compliance with relevant securities laws.

All data posted to the website, including text and audiovisual material, will show the date such material was issued. Any material changes in information will be updated immediately, following issuance of a news release. The Corporation's website will 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. The senior investor relations/communications officer will maintain a log indicating the date that material information is posted and/or removed from the investor relations website. The minimum retention period for material corporate information on the website will be two years.

Disclosure on the Corporation's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the Corporation's website will be preceded by the issuance of a news release.

The senior investor relations/communications officer will also be responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this Disclosure Policy will be utilized in responding to electronic inquiries.

In order to ensure that no material undisclosed information is inadvertently disclosed, personnel are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Corporation's activities or its securities. Personnel who encounter a discussion pertaining to the Corporation should advise the Committee immediately, so the discussion may be monitored.

Links from the Corporation's website to a third party website should be considered with care. When such a link is provided, a notice must be clearly posted that advises readers that they are leaving the Corporation's website and that the Corporation is not responsible for the contents of the other site. No material produced by research analysts and no links to such material will be provided on the Corporation's website.

Liability to Investors in the Secondary Market

Proposed securities legislation would give investors in the secondary market the right to sue any public company and key related people for making public misrepresentations about the Corporation or for failure to make timely disclosure as required by law.

The proposed legislation would provide secondary market investors with a limited right of action against an issuer of securities, its directors, responsible senior officers, "influential persons" (i.e., large shareholders with influence over disclosure), auditors and other responsible experts. Secondary market investors would have the right to seek limited compensation for damages suffered at a time when the issuer had made, and not corrected, public disclosure (either written or oral) that contained an untrue statement of a material fact or failed to make required material disclosure.

An issuer and other possible defendants would have varying defences based on the responsibility for the disclosure. For some types of disclosure, a person would have a defence if that person conducted due diligence. For other types of disclosure, a person would not be liable unless the plaintiff proves that the person knew about the misrepresentation, deliberately avoided acquiring knowledge or was guilty of gross misconduct in making the misrepresentation.

In order to limit potential exposure, the Committee will conduct or cause to be conducted a reasonable investigation of the proposed disclosure to enable the Committee to be satisfied that there would be no reasonable grounds to believe that the document or oral statement contains any misrepresentation. The Committee will also conduct or cause to be conducted a reasonable investigation to ensure that there would be no reasonable grounds to believe that a failure to make timely disclosure would occur.

Strict adherence to the Corporation's Disclosure Policy will minimize exposure to potential liabilities under current and proposed legislation.

Communication and Enforcement

New directors, officers, consultants and employees of the Corporation will be provided with a copy of this Disclosure Policy and will be directed to review this Disclosure Policy. This Disclosure Policy will be circulated to all personnel of the Corporation whenever changes to it are made.

Any personnel of the Corporation who violate this Disclosure Policy may face disciplinary action up to and including termination of his or her employment or relationship with the Corporation without notice. The violation of this Disclosure Policy may also violate certain securities laws. If it appears that a violation of securities laws has occurred, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment for the violator.

Definitions

In addition to the definitions contained above, in this Disclosure Policy:

- (a) **"Corporate Governance Committee"** means the committee of the Board constituted from time to time that is responsible for, amongst other things, overseeing the Corporation's disclosure and corporate governance practices;
- (b) **"insider"** has the meaning ascribed to it in applicable securities law including the *Securities Act* (British Columbia), as amended from time to time; and
- (c) **"writing"** means communication by hardcopy, facsimile or e-mail.

I, _____ an Employee as defined in this Disclosure Policy, confirm that I have read and understand the terms and conditions of this Disclosure Policy, and agree to abide by the terms of the said Disclosure Policy.

Dated: this _____ day of _____, _____.

(Signature)

(Name - Please Print)

(Address - Please Print)

