

DISCLOSURE COMMITTEE CHARTER

This Disclosure Committee Charter (“Charter”) has been adopted by Amera Resources Corporation (the “Company”) to set forth the policies and procedures of the Disclosure Committee (“Committee”). The Committee shall assist the Company in fulfilling its responsibilities regarding disclosures to its security holders and the investment community.

Purpose

The Committee will assist the Company in 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 and stock exchange requirements.

Responsibilities

- Review and, as necessary, help revise the Company’s controls and other procedures to ensure that (i) information required to be disclosed to the TSX Venture Exchange (TSX-V) and (ii) written information disclosed to the public is recorded and reported accurately and in a timely manner.
- Review information and documents (received from management) to determine “materiality” in accordance with National Policy 51-201 (see Appendix A). 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 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 news releases (except for promotional news) shall be pre-approved by the Committee.
- 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 notify all those affected when it will be necessary to suspend trading in Company securities. Notification will also be sent when the suspension is lifted.
- 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.

The membership of the Committee shall consist of the Chairman and the Chief Executive Officer of the Company. At the request of the Committee, the Chief Financial Officer may serve as an alternate member of the Committee. The Committee may designate two or more individuals, at least one of whom shall be knowledgeable about financial reporting and another about law, who can, acting together, review disclosure statements when time does not permit full Committee review.

The Committee shall meet as frequently as circumstances dictate to (i) ensure the accuracy and completeness of the disclosure statements and (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.

APPENDIX A

Excerpts from National Policy 51-201 “*Disclosure Standards*” regarding materiality.

Materiality Standard

The definitions of “*material fact*” and “*material change*” under securities legislation are based on a market impact test.

The definition of a “*material fact*” includes a two part materiality test. A fact is material when it (i) significantly affects the market price or value of a security; or (ii) would reasonably be expected to have a significant effect on the market price or value of a security.

Materiality Determinations

In making materiality judgements, it is necessary to take into account a number of factors that cannot be captured in a simple bright-line standard or test. These include the nature of the information itself, the volatility of the company's securities and prevailing market conditions. The materiality of a particular event or piece of information may vary between companies according to their size, the nature of their operations and many other factors. An event that is “significant” or “major” for a smaller company may not be material to a larger company. Companies should avoid taking an overly technical approach to determining materiality. Under volatile market conditions, apparently insignificant variances between earnings projections and actual results can have a significant impact on share price once released. For example, information regarding a company's ability to meet consensus earnings published by securities analysts should not be selectively disclosed before general public release.

We encourage companies to monitor the market's reaction to information that is publicly disclosed. Ongoing monitoring and assessment of market reaction to different disclosure will be helpful when making materiality judgements in the future. As a guiding principle, if there is any doubt about whether particular information is material, we encourage companies to err on the side of materiality and release information publicly.

Examples of Potentially Material Information

The following are examples of the types of events or information which may be material. This list is not exhaustive and is not a substitute for companies exercising their own judgement in making materiality determinations.

Changes in Corporate Structure

- changes in share ownership that may affect control of the company
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids
- 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
- 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 Company's assets;
- any material change in the company's accounting policy

Changes in Business and Operations

- any development that affects the company's resources, technology, products or markets;
- a significant change in capital investment plans or corporate objectives;
- major labour disputes or disputes with major contractors or suppliers;
- significant new contracts, products, patents, or services or significant losses of contracts or business;
- significant discoveries by resource companies;
- changes to the board of directors or executive management, including the departure of the Company's CEO, CFO, COO or president (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;
- de-listing of the Company'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 Arrangements

- the borrowing or lending of a significant amount of money;
- any mortgaging or encumbering of the company'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

External Political, Economic and Social Developments

Companies are not generally required to interpret the impact of external political, economic and social developments on their affairs. However, if an external development will have or has had a direct effect on the business and affairs of a company that is both material and uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry,

the company is urged to explain, where practical, the particular impact on them. For example, a change in government policy that affects most companies in a particular industry does not require an announcement, but if it affects only one or a few companies in a material way, such companies should make an announcement.

Exchange Policies

The Toronto Stock Exchange Inc. (the "TSX") has adopted timely disclosure policy statements which include many examples of the types of events or information which may be material. Companies should also refer to the guidance provided in these policies when trying to assess the materiality of a particular fact, change or piece of information.

The TSX policies require the timely disclosure of "material information". Material information includes both material facts and material changes relating to the business and affairs of a company. The timely disclosure obligations in the exchanges' policies exceed those found in securities legislation. It is not uncommon, or inappropriate, for exchanges to impose requirements on their listed companies which go beyond those imposed by securities legislation. We expect listed companies to comply with the requirements of the exchange they are listed on. Companies who do not comply with an exchange's requirements could find themselves subject to an administrative proceeding before a provincial securities regulator.