

Dover Industries Limited

CORPORATE DISCLOSURE POLICY

OBJECTIVE AND SCOPE

The objective and goal of this disclosure policy is to ensure that communications with the investing public about the Company are:

- Timely, factual and accurate; and
- Broadly disseminated in accordance with all applicable legal and regulatory requirements.

and confirms in writing the Company's existing disclosure policies and practices to ensure awareness of, and compliance with, the Company's approach to disclosure among the Board of Directors, senior management and employees.

This policy extends to all employees of the Company, its Board of Directors, those authorized to speak on its behalf and all other insiders. It covers disclosures in documents filed with the securities regulators, financial and non-financial disclosure, including management's discussion and analysis (MD&A) and written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Company's web site 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 and conference calls.

DISCLOSURE POLICY COMMITTEE

The Board of Directors has assigned responsibility for the scope and currency of this policy in light of all regulatory disclosure requirements to the Corporate Governance Committee, and for overseeing the Company's disclosure practices to the Audit Committee, and for implementation of the policy to the Disclosure Policy Committee (DPC). The Audit Committee oversees the Disclosure Policy Committee.

The DPC is composed of the President & C.E.O., the Senior V.P. & C.F.O., and the Corporate Secretary of Dover Industries Limited. The DPC sets benchmarks for a preliminary assessment of materiality and determines when developments justify public disclosure. The DPC will meet as conditions dictate and the Corporate Secretary will maintain minutes of the meetings. It is essential that the DPC be kept fully apprised of all pending material Company developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that material information should remain confidential, the DPC will determine how that inside information will be controlled.

The DPC will review and, if necessary, recommend amendments to this disclosure policy annually or as needed to ensure compliance with changing regulatory requirements. The DPC will submit a report to the Audit Committee regarding the content and application of this policy at least annually.

PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION

Material information is any information relating to the business and affairs of the Company that

results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's securities, or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. Without limiting the generality of the foregoing, in complying with the requirement to disclose on a timely basis all material information under applicable laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:

- Material information will be publicly disclosed via press releases through a TSX-approved newswire service.
- In certain circumstances, the DPC may determine that such disclosure would be unduly detrimental to the Company. In these circumstances, the Committee will immediately file a confidential material change report with the applicable securities regulators. In the event the applicable securities regulators agree, the Committee will periodically (at least every 10 days) review its decision to keep the information confidential (see "Rumours"). In the event the applicable securities regulators do not agree, the Committee will properly disclose the information immediately.
- Disclosure must include any information the omission of which would make the rest of the disclosure misleading.
- Unfavourable material information must be disclosed as promptly and completely as favourable information.
- Previously undisclosed material information will not be disclosed to selected individuals.
- If previously undisclosed material information is inadvertently disclosed, this information must be broadly disclosed immediately via press release.
- Disclosure should be consistent among all audiences, including the investment community, the media, customers, suppliers and employees.
- Disclosure on the Company's web site alone does not constitute adequate disclosure of material information.
- Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure contained a material error at the time it was given.

TRADING RESTRICTIONS AND BLACKOUT PERIODS

It is illegal for anyone with knowledge of material information affecting a public company that has not been publicly disclosed to purchase or sell securities of that company. 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 potentially material transactions are prohibited from trading securities of the Company or any counter-party until the information has been fully disclosed and the applicable period has passed for the information to be widely disseminated.

Insiders are required to comply with the Company's *Insider Trading Policy*. Insiders are personally responsible for filing accurate and timely insider trading reports on the System for Electronic Disclosure by Insiders (SEDI). Insiders are required to provide a copy of all insider reports to the Corporate Secretary concurrent with their filing to regulatory authorities.

Trading blackout (or 'quiet') periods will apply to insiders and those employees with access to material undisclosed information during periods when financial statements are being prepared but results have not yet been publicly disclosed. In general, the blackout period will commence on the first day following the end of a quarter and end on the second day following the issuance of a news release disclosing quarterly financial results.

Blackout periods may be prescribed from time to time by the DPC as a result of special circumstances relating to the Company when insiders would be precluded from trading in its securities. All parties with knowledge of such special circumstances will be covered by the blackout. These parties may include external advisors such as legal counsel, investment bankers, investor relations consultants and other professional advisors, and counter-parties in negotiations of material potential transactions.

The Company's *Insider Trading Policy* states in part:

An insider can only trade Dover securities during an open period if the insider does not possess privileged information, and in any case only after first seeking approval of the proposed transaction from the Corporate Secretary.

MAINTAINING CONFIDENTIALITY

Any 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 confidential information to only those who need to know the information and those persons will be required to sign a confidentiality agreement to confirm their understanding that the information is to be kept confidential.

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

To prevent the misuse or inadvertent disclosure of confidential information, the following procedures should be observed at all times:

- Documents and files containing confidential information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business. Code names may be used if necessary.
- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.

- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
- Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- Transmission of documents by electronic means, such as by fax, e-mail 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.
- 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.
- Access to confidential electronic data may be restricted through the use of passwords.

DESIGNATED SPOKESPERSONS

The Company designates a limited number of spokespersons with authority for communication with the investment community, regulators and the media. The CEO, CFO and Corporate Secretary shall be the official spokespersons for the Company. The CEO may, from time to time, designate others with authority to speak on behalf of the Company.

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 the CEO. All such inquiries are to be referred to the CEO.

NEWS RELEASES

Once the DPC determines that a development is material, it will authorize the issuance of a news release unless the Committee determines that such developments must remain confidential (refer to the second bullet in the *Principles of Disclosure of Material Information* section on page 2 of this policy). If developments are to remain confidential, appropriate confidential filings must be made and control of the inside information must be instituted. Should a material statement inadvertently be made in a selective forum, the Company will immediately issue a news release to fully disclose that information.

The Board of Directors will review news releases containing financial information prior to issuance. Financial results will be publicly released immediately following Board approval of the MD&A, financial statements and notes. The Audit Committee will review all other public disclosure documents prior to issuance.

If the Toronto Stock Exchange is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to its market surveillance division to enable a trading halt, if deemed necessary by the stock exchange. If a news release announcing material information is issued outside of trading hours, the exchange must be notified promptly and in any event before the market opens.

News releases will be transmitted to all relevant regulatory bodies.

News releases will be posted on the Company's web site immediately after confirmation of dissemination over the news wire. The web site will advise the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

CONFERENCE CALLS

The Company historically has not released information via conference calls. In the event it does so, the following guidelines will apply:

- Conference calls may be held to report earnings and major corporate developments, accessible simultaneously to all interested parties. The call will be preceded by a news release containing all relevant material information.
- The Company will provide advance notice of the conference call by issuing a news release announcing the date and time and providing information on how interested parties may access the call. These details will be provided on the Company's web site. In addition, the Company may invite analysts, institutional investors, the media and others.
- The DPC will hold a debriefing meeting immediately after the conference call and if it determines that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

RUMOURS

The Company does not comment, affirmatively or negatively, on rumours, unless required to do so by a relevant regulatory authority. The Company's spokespersons will respond consistently to any rumours, saying, it is our policy not to comment on market rumours or speculation.

CONTACTS WITH ANALYSTS, INVESTORS AND THE MEDIA

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

The Company recognizes that meetings with analysts and significant investors may become an important element of its investor relations program. The Company will meet with analysts and investors individually or in small groups 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.

The Company will provide only non-material information through individual and group meetings, in addition to publicly disclosed information, recognizing that an analyst or investor may

construct this information into a model that could result in material information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

The Company will provide the same sort of detailed, non-material information to analysts, investors and the media consistently and may post this information on its web site.

Spokespersons will keep notes of telephone conversations with analysts and investors and where practicable more than one Company representative will be present at all individual and group meetings. A debriefing will be held after these meetings and if it is determined that selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

REVIEWING ANALYST REPORTS AND FINANCIAL MODELS

It is the Company's intent to review, upon request, analysts' draft research reports or financial models for factual accuracy based on publicly disclosed information. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates.

To avoid appearing to "endorse" an analyst's report or model, the Company will provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy. It is the Company's practice not to give guidance to the investment community.

LIMITS ON DISTRIBUTING ANALYST REPORTS

Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing links to them, may be viewed as an endorsement by the Company of the reports. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company or generally to employees of the Company, including posting such reports on its web site. Notwithstanding the foregoing, the Company will distribute analyst reports to its directors and senior officers to monitor the communications of the Company and to assist them in understanding how the marketplace analyzes the Company and how corporate developments affect the analysis. Analyst reports may also be provided to the Company's financial and professional advisors in the normal course of business. The Company may post on its web site a complete listing, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, this list will not include links to the analysts' or any other third party web sites or publications.

FORWARD-LOOKING INFORMATION

Should the DPC determine that the Company may be disclosing any forward-looking information within the meaning of applicable securities laws including the "safe harbour" provisions of the Securities Act (Ontario), in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- The information will be clearly identified as forward-looking; and

- The information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date; that the Company disclaims any intention to update or revise any such statement of forward-looking information, whether as a result of new information, future events or otherwise; and cautioning the reader against placing undue reliance on the forward-looking information in view of the inherent risks and uncertainties thereof.

COMMUNICATIONS VIA INTERNET

The CEO must approve all links from the Company web site to third-party websites. The web site will include a notice that advises readers they are leaving the Company's web site and that the Company is not responsible for the contents of the other site.

The CEO will also be responsible for responses to electronic inquiries. Only public information or information that could otherwise be disclosed in accordance with this disclosure policy shall be used to respond to electronic inquiries.

In accordance with this disclosure policy, employees (including designated spokespersons) are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Company's activities or its securities.

COMMUNICATION, EDUCATION AND ENFORCEMENT

This disclosure policy extends to all employees of the Company, its Board of Directors and its authorized spokespersons. New directors, officers and certain employees will be provided with a copy of this disclosure policy and educated about its importance. This disclosure policy will be posted on the Company's web site and changes will be communicated to all relevant employees whenever changes are made.

May 26, 2006