

CORPORATE GOVERNANCE

CONTINUOUS DISCLOSURE POLICY

EFFECTIVE AS AT 15 March 2023
REVIEWED: 13 March 2024

CONTINUOUS DISCLOSURE POLICY

1. PURPOSE

The purpose of the Continuous Disclosure Policy is to:

- ensure that the Company and individual officers, as a minimum, comply with their continuous disclosure obligations under the Corporations Act and ASX Listing Rules and as much as possible seeks to achieve and exceed best practice;
- provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
- promote investor confidence in the integrity of the Company and its securities.

This Policy contains all continuous disclosure requirements under the ASX Listing Rules, in particular ASX Listing Rule 3.1, and the Corporations Act, and incorporates best practice guidelines.

2. PERSONS TO WHOM THIS POLICY APPLIES

This Policy applies to all directors and full-time, part-time and casual employees, contractors and consultants of the Company, and all group companies (the Group) (each being Company personnel).

The Company Secretary is the Responsible Person and, in his or her absence, the Managing Director will act as the Responsible Person.

3. LEGAL REQUIREMENTS

The Company is a public company listed on ASX. It is subject to continuous disclosure requirements under the Corporations Act and the Listing Rules (which are given legislative force under section 674 of the Corporations Act), in addition to the periodic and specific disclosure requirements.

The Rule: The primary continuous disclosure obligation is contained in Listing Rule 3.1, which states that:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."

The Exception: Listing Rule 3.1A contains the only exception to Listing Rule 3.1:

"Listing Rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 *One or more of the following 5 situations applies:*

- *It would be a breach of a law to disclose the information.*
- *The information concerns an incomplete proposal or negotiation.*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure.*
- *The information is generated for internal management purposes of the entity.*
- *The information is a trade secret.*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential.*

3.1A.3 *A reasonable person would not expect the information to be disclosed."*

Disclose to ASX first: Listing Rule 15.7 further requires that an entity must not release information that is for release to the market to anyone until it has given the information to ASX, and has received an acknowledgement from ASX that the information has been released to the market.

Continuous Disclosure Policy continued

What is material price sensitive information?: Section 677 of the Corporations Act states that, a reasonable person would be taken to expect information to have a "material effect on the price or value" of securities if the information "*would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of*" those securities.

Correction of false market: Listing Rule 3.1B provides that if ASX considers that there is, or is likely to be, a false market in an entity's securities, and requests information from the entity to correct or prevent the false market, the entity must give ASX the information needed to correct or prevent the false market.

4. DISCLOSURE PRINCIPLE

The Company will immediately notify ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, unless exempted by the ASX Listing Rules. The Company's securities include all shares and options issued and granted by the Company.

Disclosure of material price sensitive information

Any information concerning the Company which would, or would be likely to, influence investors in deciding whether to acquire or sell the Company's securities (material price sensitive information) must be disclosed to ASX in accordance with this Policy.

The Managing Director is responsible for determining what information is to be disclosed. Where there is doubt as to whether certain information should be disclosed, the full Board will be consulted, and if necessary, seek external advice. The following provides a guide as to the type of information that is likely to require disclosure. This is not an exhaustive list. The determination of whether certain information is material price sensitive information which is subject to continuous disclosure necessarily involves the use of judgment. There will inevitably be situations where the issue is less than clear.

Matters which generally require disclosure include:

- significant exploration or mining results;
- a change in the quantum or nature of the Company's mineral resources and/or ore reserves;
- a change in the Company's financial forecasts or expectations. As a guide, a variation in excess of 10% may be considered material. If the Company has not made a forecast, a similar variation from the previous corresponding period may be considered material;
- a recommendation or declaration of a dividend or distribution, or a decision one will not be declared;
- changes in the Board of directors, senior executives or auditors.
- a change in the Company's accounting policy;
- an agreement between the Company (or a related party or subsidiary) and a director (or a related party of the director).
- events regarding the Company shares, securities, financing or any default on any securities (e.g. under or over subscriptions to an issue of securities, share repurchase program);
- giving or receiving a notice of intention to make a takeover offer;
- a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets (an amount of 5% or more would normally be significant but a smaller amount may qualify in a particular case);
- mergers, acquisitions/divestments, joint ventures or changes in assets;
- significant developments in regard to new projects or ventures;

Continuous Disclosure Policy continued

- major new contracts, orders, or changes in suppliers or customers;
- legal proceedings against or allegation of any breach of the law, whether civil or criminal, by the Company;
- natural disasters or accidents that have particular relevance to the businesses of the Company; or
- the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by the Company or any of its subsidiaries.

5. SIGN OFF PROCESS FOR ASX RELEASES

All ASX releases

In addition to the disclosure responsibilities above, all ASX releases should be reviewed and checked for accuracy, completeness, balance and consistency by the Managing Director, and prior to being transmitted to the ASX, authorised by:

- the Managing Director and the Responsible Person; and
- if they relate to significant exploration or mining results, financial results, forecasts or expectations of the Company, changes to the Board, senior executive composition or roles, significant transactions by the Company (such as material asset acquisitions or disposals, fundraisings or takeover bids) or developments which may impact upon the corporate standing or reputation of the Company (such as material litigation by or against the Company, major OH&S occurrences or major environmental breaches), the Board.

Trading halts

The ASX requires the Company to consider whether a trading halt or suspension of quotation of securities is appropriate where it is not possible to properly inform the market without disclosing highly sensitive or confidential information, or where further time is required to finalise an announcement. the Company views the trading halt mechanism as:

- a tool of good disclosure process, to be used in the interests of a fully informed, fair and transparent market;
- an appropriate way of managing an unexplained price and/or volume change until an announcement can be made; and
- being specifically designed by ASX to protect listed entities from premature disclosure in cases where a more detailed announcement is imminent.

Before any request for a trading halt is made, the Responsible Person must first make an assessment as to whether the particular information is market sensitive information and therefore needs to be disclosed under Listing Rule 3.1. If the Company is unsure about whether it should be requesting a trading halt (or voluntary suspension) to cover the period required to prepare an announcement, the Responsible Person should contact the Company's listing adviser at ASX to discuss the situation. Only the Managing Director and the Responsible Person may request, or authorise another person to request, a trading halt.

Process to verify the integrity of quarterly reports

The information in the Company's quarterly reports, which are not subject to audit or review, are reviewed against the Company's exploration results released during the quarter and the Company's internally generated monthly reports and provided to the Board for approval to ensure the Company is satisfied that each report is materially accurate, balanced and provides investors with appropriate information.

6. SPECULATION, RUMOUR AND CORRECTING A FALSE MARKET

Generally, the Company will not respond to reports or rumours published by analysts, fund managers or reporters. However, ASX may require the Company to make a clarifying statement or

Continuous Disclosure Policy continued

announcement in circumstances where there may be a “false market” affecting the price or volume of trading in the Company’s securities.

The term “false market” refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery; this might include, for example, a reasonably specific rumour which has not been confirmed or clarified by the Company in an announcement. The Company has a positive obligation to make disclosures necessary to prevent a false market in the Company’s securities.

If ASX requires the Company to give it information to correct or prevent a false market under Listing Rule 3.1B, the Responsible Person must respond to such request immediately. If an announcement is required, and the Company needs time to prepare the announcement, the Responsible Person should request a trading halt.

7. INVESTOR AND ANALYST PRESENTATIONS

When the Company is planning to give a new and substantive investor or analyst presentation, the Company will release a copy of the new presentation materials on the ASX Market Announcements Platform prior to making the presentation.

8. PERIODIC REVIEW OF POLICY

This policy will be reviewed on an annual basis to check that it is operating effectively and whether any changes are required to the policy.