

# Disclosure Committee Charter

October 2020



## Objective

The Committee is established to support the primary disclosure obligation for the Company to disclose market sensitive information to the ASX and other exchanges on which it is listed promptly and without delay. The Committee provides assurance to the Board that all potentially market sensitive information has been considered for compliance with the Company's continuous disclosure obligations.

## Duties and Responsibilities

Unless the disclosure decision is reserved to the Board:

- Assess whether information concerning the Company should be disclosed to the market.
- Determine the substance of the market disclosure and when the disclosure must be made.
- Other than routine or incidental Market Releases (as defined in the *Market Releases and Investor Relations Policy*), review each Market Release for accuracy and completeness and approve each Market Release or recommend the Market Release to the Board for approval.
- Determine whether to request in particular circumstances a trading halt or voluntary suspension of trading.
- Respond to any requirement from an exchange or corporate regulator to disclose market sensitive information to correct or prevent a false market.

Oversee the following investor relations functions:

- Investor Relations events calendar
- Review of investor focused information for public release (presentations, speakers' notes)

- Investor Relations interaction with investment community
- Monitor analyst variations to consensus and consider any actions in response
- Scheduled and ad hoc Investor Relations blackout periods

Implement the *Market Disclosure Policy* and the *Market Releases and Investor Relations Policy* and ensure their consistent application.

Oversee the program of training and awareness of the Company's continuous disclosure obligations and the associated internal processes.

## Authority

The Board is responsible for compliance with the Company's continuous disclosure obligations. The *Market Releases and Investor Relations Policy* identifies the circumstances in which the Board has expressly reserved the disclosure decision. Other than where the disclosure decision is reserved to the Board, the Committee holds the full delegated authority of the Board in relation to the Duties and Responsibilities set out in this Charter.

## Membership

The Committee is comprised of two Executive Directors being the CEO & Managing Director and the CFO & Finance Director, as well as the Chief Legal Risk & Compliance Officer or, in each case, their duly appointed alternate. The Head of Investor Relations and Media may also attend by invitation. A member of the Committee may appoint an alternate by notice to the other members, and such appointment may be for a limited period or a standing appointment, provided that a member of the Committee may not act as an alternate for another member of the Committee.

## Meetings

Given the requirement in the ASX Listing Rules and the Canadian securities law and TSX requirements for timely disclosure, none of the Committee's processes or procedures can over-ride the primary obligation that the Company disclose market sensitive information promptly and without delay.

In addition to regular scheduled meetings, any Committee member may convene a meeting at any time, including at short notice.

A quorum of two members is required, including at a minimum:

- (a) the Managing Director and Chief Executive Officer or, in his absence, the Finance Director and Chief Financial Officer; and
- (b) the Chief Legal Risk and Compliance Officer (**CLRCO**) or in their absence, the Deputy Company Secretary or any other person nominated by the CLRCO, acting as their alternate.

A decision of the Committee may be made by meeting, teleconference or email communication, and can involve obtaining independent legal or technical advice.

The Secretary to the Committee will record each meeting and decisions to or not to release information to the market.

## Reporting

The Board will receive a report from the Committee at each scheduled Board meeting.

The Committee will annually review and report to the Board on the operation of the *Market Disclosure Policy* and the effectiveness of the Disclosure Committee.

*Approved by the Board: 8 October 2020*