

TALISON LITHIUM LIMITED
ACN 140 122 078



COMMUNICATIONS STRATEGY AND DISCLOSURE POLICY

1. Introduction

The Board of Directors of Talison Lithium Limited (**Company**) is committed to effective communication with its shareholders, market participants, customers, employees, suppliers, financiers, creditors, other stakeholders and the wider community. The Company will ensure that all stakeholders are informed appropriately of its activities and performance.

The Company will endeavour to make publicly available full information to ensure that trading in its shares takes place in an efficient, competitive and informed market.

This Communications Strategy and Disclosure Policy contains the Company's approach and commitment to communication. The goal of this Communications Strategy and Disclosure Policy is to ensure a consistent approach to the Company's disclosure practices throughout the Company and to ensure the Company complies with its continuous disclosure obligations.

2. Confidentiality

Information that the Company considers private and that is not generally available outside the Company (**Confidential Information**) and information that the Company owns, develops, pays to have developed or to which it has an exclusive right (**Proprietary Information**) must be treated by the Company and all employees as follows:

- (a) The Company and all employees must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other employee who do not have a valid business reason for receiving that information.
- (b) If Confidential Information or Proprietary Information is required to be provided to third parties or other employees for valid business purposes, the Company and its employees must:
 - (i) take adequate precautions to ensure that information is only used for those purposes for which it is provided and is not misused or disseminated to the Company's detriment; and
 - (ii) ensure that the information is returned or destroyed when the purpose is complete.



Such precautions include obtaining a confidentiality agreement or other undertaking. Advice about these measures can be obtained from the Company Secretary.

3. Continuous disclosure

The Company is a public company listed on the Toronto Stock Exchange (**TSX**). The Company may also list on the Australian Securities Exchange (**ASX**). It is subject to continuous disclosure requirements under the Corporations Act 2001 (Cth), the laws, rules and regulations applicable to companies listed on the TSX and, as and when applicable, the ASX Listing Rules, in addition to the periodic and specific disclosure requirements.

A fundamental component of the Company's Communications Strategy and Disclosure Policy is its continuous disclosure program. To ensure the Company complies with its continuous disclosure obligations the Board has adopted a Continuous Disclosure Compliance Policy (Schedule 1).

The Continuous Disclosure Compliance Policy requires the Company to immediately inform the market of any information, disclosure or major development related to the business of the Company which a reasonable person would expect to have a material effect on the price or value of its securities. The Company will do this by announcing the relevant information to the TSX, and as and when the Company is listed on ASX, to ASX. If the information falls within the scope of the exemption contained in the laws, rules and regulations applicable to companies listed on the TSX, or as and when applicable, the ASX Listing Rules, the Company may elect not to disclose the information.

4. Communications with the TSX and ASX

All communication with the TSX will be in accordance with the rules applicable to the TSX. As and when the Company is listed on ASX, all communication with ASX will be in accordance with the ASX Listing Rules. The Company Secretary (or in their absence, their nominee) is responsible for communications with the TSX and, as and when applicable, with ASX.

Information communicated to the TSX (and as and when applicable, to ASX) will also be placed on the Company's website.

For further information refer to the Continuous Disclosure Compliance Policy (**Schedule 1**).

5. Communication with shareholders and the market

The Company's Communications Strategy and Disclosure Policy is designed to ensure that the Company:

- (a) provides timely and accurate information equally to all shareholders and market participants regarding the Company including its financial situation, performance, ownership, strategies, activities and governance; and
- (b) adopts channels for disseminating information that are fair, timely and cost efficient.



In addition to those contained in the Continuous Disclosure Compliance Policy, the Company has implemented a number of processes to ensure achievement of these goals.

5.1 Company meetings

The meetings of shareholders of the Company (**Meetings**) represent an opportunity for the Company to provide information to its shareholders. The Company invites attendance at, and participation in, general meetings.

A Notice of a Meeting (**Notice**) will be sent to shareholders prior to the meeting including details of the time and place of the meeting, the resolutions to be considered and proxy voting procedures. To encourage participation in Meetings, the Company has adopted Guidelines for Notices of Meetings (Schedule 2). They provide procedures which the Company will follow to ensure that shareholders have the opportunity to attend and vote in a fully informed manner on the matters to be considered at Meetings.

5.2 Information on the website

The Company's website is one of the cornerstones of the Company's communications strategy with shareholders and the market. All information released to the TSX, (and as and when applicable, to ASX) will be posted on the Company website as soon as practicable after the TSX (and as and when applicable, ASX) has confirmed that it has received the information.

5.3 Institutional investors, brokers and analysts briefings

The Company recognises the importance of the relationship between the Company and its institutional investors, brokers and analysts. The Company will from time to time conduct briefings to these groups. In these cases, the following protocols will apply:

- (a) material information which is required to be disclosed under the Continuous Disclosure Compliance Policy will not be disclosed at these briefings unless it has been previously, or is simultaneously, released to the market;
- (b) if material information which has not been disclosed is inadvertently released, the Company will immediately release it to the market via the stock exchange and place it on the Company website;
- (c) questions at briefings that deal with material information that has not previously been disclosed will not be answered; and
- (d) the Company will place a copy of the presentation material on the Company website.

6. Communication with employees

The Company recognises that its employees are central to the Company's success. In order to enable staff to fulfil their role to the high standards required and to promote employee satisfaction, the Company aims to ensure effective communication with employees. Effective communication with employees starts with their direct manager and with accessibility to senior management. Informal communication forms an important part of the process. In addition, the Company



has adopted the following formal approaches to ensure that employees are informed of the activities of the Company.

6.1 Employee briefings

The Company will from time to time conduct employee briefings so that all staff are aware of activities within the Company. These briefings may be conducted by the CEO or an appropriate manager.

6.2 Electronic communication with employees

The Company email system allows staff to communicate simply and easily with each other and with management. The majority of employees have access to this system and are encouraged to use it to improve the flow of information and communication generally. The Company will use email to ensure a continued flow of the information and to communicate effectively with staff. Staff should feel free to communicate with any member of management by email. The Company will ensure that employees who work in areas of the site or plant with limited use of email communication receive written communication.

6.3 Website

The Company's website is an important communication tool for employees. It contains a range of information which relates to employees including relevant policies and codes, media and market announcements and presentations to shareholders and institutional investors. Employees are encouraged to view the website on a regular basis so that they can keep up to date with information concerning the Company.

7. Communications with other stakeholders

The Company is committed to ensuring that all stakeholders regularly receive information about the Company and its activities. While individual briefings may be held with key stakeholders such as financiers, the principal means of ensuring that the stakeholders have access to information will be through the Company's website.

8. Company website

The Company's website is the primary means to provide information to all stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.

The following will be available on the Company's website:

- (a) all announcements and releases to the TSX;
- (b) as and when the Company is listed on ASX, all announcements and releases to ASX;
- (c) copies of presentations to shareholders, institutional investors, brokers and analysts where possible;
- (d) any media or other releases;
- (e) all notices of meetings and explanatory material;



- (f) a copy of the Company's most recent annual report as well as previous annual, half yearly and quarterly reports;
- (g) information regarding the Company's corporate governance codes, policies and charters in accordance with the requirements of the TSX Guide to Good Disclosure for National Instrument 58-101 - *Disclosure of Corporate Governance Practices* and Multilateral Instrument 52-110 - *Audit Committees* and, as and when the Company is listed on ASX, the ASX Corporate Governance Principles and Recommendations, (2nd Ed); and
- (h) any other relevant information concerning non-confidential activities of the Company including business developments.

9. Disclosure Committee

The Company's Disclosure Committee (**Disclosure Committee**) is responsible for overseeing the Company's disclosure controls, procedures and practices.

The Disclosure Committee consists of the CEO, the Chief Financial Officer (**CFO**)/Company Secretary and the Executive Director, Corporate Affairs and Strategy.

9.1 Responsibilities

Subject to applicable laws, periodic disclosure matters (such as quarterly results), and any development determined by the Board of Directors as requiring immediate public disclosure, the Disclosure Committee is responsible for overseeing the Company's disclosure controls, procedures and practices.

In particular, the Disclosure Committee is responsible for:

- (a) overseeing that a reasonable investigation of the Company's information and developments is conducted on an ongoing basis for disclosure purposes;
- (b) assessing Company information and developments for materiality and determining if and when such material information requires public disclosure;
- (c) ensuring that the Company is compliant with its continuous disclosure obligations;
- (d) all communications with the TSX;
- (e) as and when the Company is listed on ASX, all communications with ASX;
- (f) reviewing proposed external announcements, and consulting with appropriate members of the Board, senior executives and/or external advisors;
- (g) implementing reporting processes and determining divisional guidelines (financial or qualitative) for the materiality of information;
- (h) keeping a record of all TSX (and as and when applicable, ASX) and other announcements that the Company has made;



- (i) monitoring the effectiveness of the Communications Strategy and the Continuous Disclosure Policy, including the understanding by employees in general of the principles and spirit of continuous disclosure; and
- (j) regularly reviewing the Communications Strategy and the Continuous Disclosure Policy for legislative changes or development of best practices, and communicating any amendments to the Company's employees.

9.2 Meetings

The Disclosure Committee shall meet periodically with all officers and such senior operational employees as the Disclosure Committee may deem appropriate to review and discuss, as applicable, the Company's information and developments, the Company's disclosure compliance system and this Communications Strategy and Disclosure Policy. Such meetings shall be in addition to, and not in lieu of, any meetings between the Audit and Risk Management Committee and such officers and employees.

9.3 Written record of meeting

The members of the Disclosure Committee making the determination should keep a written record of their meetings, noting what issues were discussed and decided, and what actions, if any, were recommended. Minutes of meetings will be prepared by the Corporate Secretary. It is essential that the Disclosure Committee be kept fully apprised of all pending Company information and developments that are or may be material in order for the Disclosure Committee to evaluate those events and to determine whether disclosure is necessary or appropriate and, if so, the timing for public release of such information. If it is deemed that the information is material but should remain confidential, the Disclosure Committee will determine the manner of safeguarding such information, will arrange for any necessary filings with the securities regulators and will determine when that information should be disclosed in accordance with Communications Strategy and the Continuous Disclosure Policy.

9.4 Disclosure record

The Disclosure Committee will maintain a disclosure record. This consists of a six-year file containing all public information about the Company, available in respect of the Company, including continuous and annual disclosure documents (including, without limitation, the Annual Report, the Annual Information Form, Notice and Management Proxy Circular, Quarterly Reports to Shareholders and Material Change Reports, if any), press releases issued by the Company, and transcripts or tape recordings of conference calls.

10. Additional information

Any questions arising from the Company's Communications Strategy and Disclosure Policy should be directed to a member of the Disclosure Committee.

Adopted: November 10, 2009

Reviewed: June 2011



Schedule 1

Continuous Disclosure Compliance Policy

1. Purpose

The purpose of the Continuous Disclosure Compliance Policy (**Policy**) is to:

- (a) ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Australian Corporations Act 2001, Canadian securities laws, rules and regulations applicable to companies listed on the TSX, and as and when the Company is listed on ASX, the ASX Listing Rules, and as much as possible seeks to achieve and exceed best practice;
- (b) provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
- (c) promote investor confidence in the integrity of the Company and its securities.

2. Legal requirements

2.1 Legal requirement to disclose information

Subject to limited exceptions, the Company is required to immediately disclose information concerning the Company that it is, or it becomes aware of, and that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

2.2 Circumstances where information not required to be disclosed to the ASX

As and when the Company is listed on ASX, the following information will be relevant. Information will not need to be disclosed, if each of the following applies:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
 - (i) it would be a breach of the law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for the internal management purposes of the Company; or
 - (v) the information is a trade secret.



2.3 Disclosure to the ASX and the TSX first

Listing Rule 15.7 of the ASX Listing Rules requires that the Company must not disclose any information for release to the market to any person until the information has been given to the ASX, and the Company has received an acknowledgement from the ASX that the information has been released to the market. This will apply as and when the Company is listed on ASX.

Similarly, information should not be disclosed to the public before it has been disclosed to the TSX and the company has received an acknowledgement from the TSX that the information has been released to the market.

2.4 ASX may request information to correct a false market

ASX may also require the Company to provide information under Listing Rule 3.1B of the ASX Listing Rules, if it considers that there is, or is likely to be, a false market in an entity's securities and requests the entity to correct or prevent the false market. This will apply as and when the Company is listed on ASX.

2.5 Material price sensitive information

Material information is any development or 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 listed securities. Information is also "material" if a reasonable investor would consider the information important to a decision to buy, hold or sell the Company's listed securities.

Either positive or negative information may be material and unfavourable material information must be disclosed as promptly and completely as favourable material information.

As a general rule, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the issuer. However, if an external development will have, or has had, a direct effect on the business and affairs of the Company that is both material and uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry as the Company, the Company should disclose the impact on it.

The Disclosure Committee will endeavour to ensure that the Company's approach to materiality is consistent. The Disclosure Committee or its nominee, when assessing the materiality of information, will include consideration of the proximity, probability and significance of the information in the context of the total information generally available about the Company.

To assist in determining whether information regarding the Company is, or may be, material, the Board has adopted the following materiality guidelines. Whether a matter is material must be considered from both a quantitative and qualitative viewpoint. Some guidance is also given to assist in identifying material contracts.

Quantitative materiality

Matters are likely to be considered material from a quantitative viewpoint if the financial effect of the item or transaction represents a potential variance of more than 10% against any line item within the actual or budgeted Consolidated Income



Statement or Consolidated Balance Sheet for the Company group of companies. The minimum variance which triggers this requirement is A\$1 million.

Qualitative materiality

Matters are likely to be considered material from a qualitative viewpoint if:

- (a) they could adversely affect the reputation of the Company (eg retail marketing campaigns);
- (b) they involve a breach of legislation which carries a substantial monetary penalty or imprisonment;
- (c) they relate to the Company's involvement in a new and potentially important market;
- (d) they involve new developments which may have a material impact on the Company's business in the future;
- (e) they are outside the ordinary course of business;
- (f) if accumulated, they would satisfy the quantitative test;
- (g) they involve a contingent liability that would have a probable effect of 10% or more on balance sheet or profit and loss items; or
- (h) they would have an effect on operations which is likely to result in an increase or decrease in net income or dividend distribution of more than 10%.

Material contracts

Contracts will be considered material if:

- (a) they are outside the ordinary course of business;
- (b) they cannot be terminated without penalty on less than 12 months' notice;
- (c) they contain exceptionally onerous provisions in the opinion of the Board;
- (d) they are between or for the benefit of related parties;
- (e) there is a likelihood that either party will default and the default may trigger the quantitative test;
- (f) they are essential to the activities of the Company and cannot be replaced or cannot be replaced without an increase that may trigger the quantitative test; or
- (g) they otherwise satisfy the quantitative test.

The determination of whether certain information is material price sensitive information which is subject to continuous disclosure necessarily involves the use of judgement. There will inevitably be some situations where the issue is less than clear. Information which potentially falls within the category of price sensitive



information should be treated it as if it is material price sensitive information and referred to the Disclosure Committee to resolve.

If a director, officer or employee of the Company is unsure at any time as to whether he/she is in possession of material information about the Company, he/she should contact the Disclosure Committee for clarification.

3. Roles and responsibilities

The responsibilities under this Policy are divided as follows:

(a) Disclosure Committee

The Company's Disclosure Committee (**Disclosure Committee**) is responsible for overseeing the Company's disclosure controls, procedures and practices. For more detailed information regarding the role of the Disclosure Committee, see section 9 of the Communications Strategy and Disclosure Policy.

(b) Board

The Board has adopted this Policy and will be responsible for signing off on any subsequent amendments recommended by the Disclosure Committee. The Disclosure Committee will review and sign-off all TSX announcements and, as and when the Company is listed on ASX, all ASX announcements.

(c) Company Secretary

The Company Secretary will be responsible for the overall administration of this Policy and all communications with the TSX (and as and when applicable, with ASX).

(d) Other employees

Other employees are required to report any material price sensitive information to the Company Secretary.

4. Procedure for company announcements

The management of the Company's external announcements depends largely on an effective system of internal reporting and announcement preparation.

The following procedures will apply in relation to all external announcements:

(a) Identification and notification of material price sensitive information

As soon as a director, officer or employee becomes aware of material price sensitive information which has not been previously released by the Company, he or she should immediately notify the Company Secretary and the Disclosure Committee.

"Continuous disclosure issues" will be a permanent item on the agenda for every Board meeting, Board Committee meetings and all other meetings.



(b) **Review of material price sensitive information**

After receiving the material price sensitive information, the Disclosure Committee will determine whether the information is required to be disclosed.

The analysis as to whether or not to make such disclosure, together with the contents of any public disclosure, in appropriate circumstances, may involve consultation with legal counsel. Legal counsel should be consulted prior to disseminating announcements containing material information.

Once the Disclosure Committee determines, in consultation with the Board of Directors, that a development or information is material information and that such development or information must be disclosed, then before distributing the material information to the public, it must be disclosed to the Board of Directors, to the TSX (and, as and when applicable, to ASX or any other exchange upon which the securities of the Company are listed).

Confidential Information

As and when the Company is listed on ASX, if the Disclosure Committee comes to the conclusion that material price sensitive information is confidential and otherwise satisfies the requirements of non-disclosure, the Company is not required to disclose the information pursuant to the ASX Listing Rules.

However, pursuant to Canadian law, where the Disclosure Committee, on a reasonable basis, decides that disclosure of a development or information may, in accordance with Canadian securities laws and the TSX requirements, be kept confidential until the Committee determines it is appropriate or necessary to publicly disclose the information, the Disclosure Committee does not have to immediately disclose the development or information to the TSX, but must, in that case, determine whether the undisclosed material information constitutes a “material change” (as defined under applicable securities laws). If the Disclosure Committee decides the information is a material change, it shall cause a confidential material change report to be filed with the applicable securities regulators. The Disclosure Committee will periodically (at least every 10 days) review its decision to maintain the confidentiality of the material information and, in the case of an undisclosed material change, must advise the applicable securities regulators where it believes the report should continue to remain confidential. If the basis for confidentiality ceases to exist, the Disclosure Committee must ensure that the material information is promptly disclosed in accordance with applicable law.

(c) **Preparation of announcement**

If the information is required to be disclosed, the Company Secretary will prepare a draft announcement with the assistance of the Board. The announcement should be factual, relevant, and expressed in an objective and clear manner. The use of emotive and intemperate language should be avoided.



The announcement issued in respect of material information shall contain sufficient detail to enable the media and investors to understand the substance and importance of such information while avoiding exaggerated reports or promotional commentary.

Pending the public release of material information, the Company should:

- (i) satisfy itself that persons who have knowledge of the material information are aware that it has not been generally disclosed and remains confidential; and
- (ii) that such persons are subject to the requirements of applicable securities laws relating to such persons:
 - trading securities with knowledge of a material fact or material change in respect of the Company that has not been generally disclosed; and
 - informing another person or company of such a material fact or material change until the material information is publicly disclosed or is no longer material.

(d) **Review of announcement**

Prior to disclosure, the Disclosure Committee shall review the text of public oral statements and documents that contain material information or that will be filed with the securities regulators or with the government or an agency of the government under applicable securities or corporate law or with any stock exchange or quotation and trade reporting system under its bylaws, rules or regulations (the **Stock Exchange Requirements**) in order to ensure that the statement or document, as the case may be, does not contain a “misrepresentation” (“misrepresentation” has the meaning given under applicable securities laws). Such review shall be in addition to, and not in lieu of, the review of such statements or documents by other directors, officers or employees of the Company otherwise responsible for the matters discussed in such statements or documents and/or the review of such statements or documents.

The Audit and Risk Management Committee shall review all announcements containing:

- financial information based on or taken from the Company’s financial statements/the Company’s quarterly and annual financial results and/or financial statements; or
- any earnings guidance (or updates to any previously issued earnings guidance), prior to the issuance of such announcements.

(e) **Obtain sign off**

The draft announcement must be signed off by the Board or any other person nominated by the Board.



(f) **Lodge announcement**

Only the Company Secretary (or, in their absence, the CEO or the Company Secretary's nominee) is permitted to lodge the announcement with the TSX and, as and when applicable, with ASX.

The announcement will be transmitted to the TSX (and as and when applicable, to ASX) and all stock exchanges on which the Company's securities are listed. The announcement will also be transmitted to the relevant regulatory bodies in accordance with the relevant rules, as well as business wires, national financial media and local media in areas where the Company has its offices and operations, all as considered appropriate from time to time by the Disclosure Committee or the Board of Directors.

If the TSX is open for trading at the time of a proposed announcement, prior notice of a press release announcing material information must be provided to Investment Industry Regulatory Organization of Canada (Phone: 416-646-7200; Fax: 416-646-7265; Email: surveillance@iiroc.ca).

(g) **Post announcement**

After receiving an acknowledgement from the TSX (and as and when applicable, from ASX) that the announcement has been released to the market, post the announcement onto the Company's website. However, it should be noted that disclosure on the Company's website alone does not constitute adequate disclosure of undisclosed material information.

5. Joint announcements

In situations where the Company needs to issue a joint announcement with a joint venture or project partner, the Company will seek to give the partner the opportunity to review the announcement prior to its release, provided that it does not compromise the Company's ability to comply with its disclosure obligations.

6. Pre-result periods

To prevent inadvertent disclosure of material price sensitive information, during the periods between the end of its financial reporting periods and the actual results release, the Company will not discuss any financial information, broker estimates and forecasts, with institutional investors, individual investors, stockbroking analysts, or the media unless the information being discussed has previously been disclosed to the TSX and, as and when applicable, to ASX.

7. Media and market speculation

The Company has a general "no comment" policy in relation to market speculation and rumours, which must be observed by employees at all times. However, the Company may issue an announcement in response to a market speculation or rumour where it is necessary to comply with the continuous disclosure obligations, for example, for the purpose of correcting factual errors or responding to a formal request from the ASX for information.

The Company will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing



that information to the TSX (and as and when applicable, to ASX). It will also not provide any information "off the record".

Employees who are approached by the media or any external parties for information should observe the "no comment" policy and notify the Company Secretary (or in their absence the CEO) as soon as possible.

8. Briefings/meetings/conference calls with analysts or investors

As part of the Company management of investor relations and to enhance stockbroking analysts' understanding of its background and technical information, it conducts briefings with analysts or investors from time to time. The Company's policy for conducting these briefings is not to disclose any information which is, or potentially is, material price sensitive information, that has not been announced to the TSX (and as and when applicable, to ASX) and the market generally.

In addition, the following protocols will be followed in relation to such briefings:

- (a) there will be no discussion of price sensitive information not already disclosed to the market generally;
- (b) questions raised in relation to price sensitive information not previously disclosed will not be answered and should be recorded by the Company Secretary or an authorised representative attending the briefing;
- (c) if price sensitive information is inadvertently released during the briefing, it will immediately be released to the TSX (and as and when applicable, to ASX) and placed on the Company's website;
- (d) the Company Secretary or an authorised representative of the Company will attend all open briefings;
- (e) all briefing and presentation materials will be disclosed to the market via the TSX (and as and when applicable, the ASX) and placed on the Company's website prior to commencement of the briefing;
- (f) the Managing Director or an authorised representative of the Company participating in the briefing should conduct a post-briefing review on the same day to identify whether any Confidential Information was disclosed. If an employee present at a briefing considers that any material price sensitive information that was not previously disclosed, was disclosed during the briefing, he or she must immediately notify the Managing Director and Company Secretary; and
- (g) following the briefing, the Company will post all material used or made available for the briefing on the Company's website.

9. Responding to analyst reports and forecasts

Stockbroking analysts frequently prepare reports on securities of listed entities, which contain performance and financial forecasts. The Company acknowledges the importance of analyst reports in facilitating the operation of the market in an informed and efficient manner.

However, the Company is independent and will do all things necessary to be seen as independent to analysts. The Company will not endorse any such reports, and will restrict its comments to factual matters and information which has been



previously disclosed to the TSX (and as and when applicable, to ASX) and the market generally.

In particular, the Company:

- (a) will not generally comment on analyst forecasts or disclose its own earnings projections. However, it may comment on analyst reports by:
 - acknowledging the report's range of estimates; and
 - correcting factual errors or assumptions where the relevant information has already been disclosed;
- (b) will not include any analyst reports in its own corporate information but may use the reports internally;
- (c) will include a disclaimer that the Company is not responsible for, and does not endorse, the analyst report, in any response made to an analyst; and
- (d) may consider issuing a profit warning/statement if it becomes apparent that in general the market's earnings projections on it materially differ from its own estimates.

If a draft report has been sent to the Company for comments, it should be forwarded immediately to the Company Secretary (or in their absence the CEO).

10. Becoming aware of misrepresentations

If a person to whom this Policy applies becomes aware that:

- (a) any information publicly disclosed by the Company contained or may have contained a misrepresentation, or
- (b) there has been or may have been a failure to make timely disclosure of material information,

then he or she should immediately notify the Company Secretary who will refer the issue to the Disclosure Committee. The Disclosure Committee after conducting a reasonable investigation of the information shall then endeavour to ensure that the material information, or correction thereof, as the case may be, is promptly disclosed in accordance with applicable laws and Stock Exchange Requirements.

11. Inadvertent disclosure of information

If previously undisclosed material information has been inadvertently disclosed to any person outside the Company that is not bound by an express confidentiality obligation or disclosed on some other unauthorised basis, the Company will cause such information to be publicly disclosed as soon as possible after learning of the inadvertent or unauthorised disclosure.

A review should be done following any communications with an external party. If an employee becomes aware that:

- (a) there may have been inadvertent disclosure of material price sensitive information which has not previously been disclosed to the TSX (and as and when applicable, to ASX) during any communication with external parties; or



(b) confidential information may have been leaked (whatever its source),

they should immediately notify the Company Secretary. In such circumstances, the Company will take immediate steps to ensure that disclosure is made to the public via press release. The Company will assess whether a trading halt of the Company's listed securities on the TSX and, as and when the Company is listed on ASX, on ASX (or any other exchanges on which securities of the Company are listed) should be requested until proper disclosure has been made.

12. **Advisors and consultants**

The Company will require consultants and professional advisors engaged by the Company or any of its subsidiaries to adhere to this Policy. The Company may ask such consultants and professional advisors to sign a confidentiality agreement.

13. **Trading restrictions and quiet periods**

(a) **Blackout periods**

It is illegal for certain persons, including directors, officers, employees and insiders of a public company, to purchase or sell securities of the public company with knowledge of material information affecting that company that has not been publicly disclosed. Therefore, directors, officers and employees with knowledge of material confidential information about the Company, counterparties in negotiations with the Company involving potential material transactions, and financial and other professional advisors, are prohibited from trading securities of the Company or any such counterparty (as well as other securities the value of which might be affected by changes in the price of securities of the Company or any such counterparty) until the information has been fully disclosed and a reasonable period of time has passed for the information to be widely disseminated. The Company's regularly scheduled blackout period, during which time directors, officers and employees of the Company with knowledge of material information affecting the Company that has not been publicly disclosed may not trade in the Company's securities, commences the fifteenth day of the last month of a calendar quarter through to the second business day after the public release disclosing results for that quarter. The Disclosure Committee or the Board of Directors from time to time may:

- impose additional blackout periods, which will be communicated to affected individuals by email or other communication considered appropriate by the Disclosure Committee, or
- provide at its sole discretion exemptions from the restrictions on trading during the blackout period as may be permitted by applicable laws upon the request of a director, officer or employee.

(b) **Quiet periods**

It is illegal for a public company and certain persons, including directors, officers, employees and insiders of a public company, to inform, other than in the necessary course of business, another person of material information affecting that company that has not been publicly disclosed. To avoid the potential for selective disclosure, the Company observes a regularly scheduled "quiet period". The quiet period commences on the week prior to the planned release date for disclosing the financial results



for the financial period through to the issuance of a press release disclosing the financial results for that financial period. During its quiet period, the Company's management will reduce the level of discussions or other forums for communication with members of the investment community in respect of forward-looking statements as well as any developments in the Company's business or the market for its securities subsequent to the commencement of the quiet period, and will not initiate any such discussions or communications, unless so authorised by the Disclosure Committee or the Board of Directors. As well, during the quiet period, the Company restricts discussions by its employees with such persons to general and publicly disclosed information concerning the Company, including its historical financial results. No comments concerning the current financial period, nor any comments respecting past or present guidance, are permitted during the quiet period. Any press release to be issued by the Company during the quiet period should be reviewed and authorised by the Disclosure Committee, unless such release has been separately reviewed and authorised by the Board of Directors.

(c) **Reporting trades**

It is illegal for persons to trade in securities of a public company while in possession of material information affecting that company that has not been publicly disclosed. To avoid the risk of directors, officers or other insiders of the Company trading in securities of the Company while the Company has undisclosed material information, directors, officers and other insiders of the Company are prohibited from trading securities of the Company unless such trades are first pre-approved in writing by the CFO. The Company's Securities Trading Policy should be consulted in relation to what constitutes inside information, and what the procedures for trading approval are.

14. Consequences of contravention

The Company takes its disclosure obligation very seriously. Any officer or employee who does not comply or violates this Continuous Disclosure Compliance Policy may face disciplinary action up to and including termination of his/her employment with the Company. Non compliance with or violation of this Continuous Disclosure Compliance Policy may also constitute a breach of the Corporations Act 2001 (Cth) the rules and regulations applicable to entities listed on the TSX and, as and when the Company is listed on ASX, the ASX Listing Rules. This may result in the Company referring the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

15. Review of policy

This Continuous Disclosure Compliance Policy will be reviewed periodically by the Audit and Risk Management Committee. Any amendments to this Disclosure Policy shall be subject to approval by the Board of Directors.

16. Further information

Should any person subject to this Policy have any questions or wish information concerning the above, please contact the CEO, CFO/ Company Secretary or the Executive General Manager Corporate Affairs and Strategy.



Schedule 2

Guidelines for Notices of Meetings

To ensure that shareholders are encouraged to attend, and that they are able to properly participate in, general meetings, the Board has adopted the following guidelines for notices of a meeting (Notice):

1. Place and time of meeting

The Board will set a reasonable time and place for meetings.

Meetings will be held during normal business hours and at a place convenient for the greatest possible number of shareholders to attend.

This will usually be Toronto, Canada or Perth, Australia which is the location of the Company's head office.

2. Notices

The Company places the full text of notices and accompanying explanatory material on the Company's website.

The Company releases full notice documentation to the TSX and, as and when the Company is listed on ASX, the ASX Companies Announcements Office, and will place this material on its website.

3. Content

Notices will be honest, accurate and not misleading. All relevant information will be provided and presented in a manner designed to fully and accurately inform shareholders or the market as a whole.

Notices will be prepared in compliance with the Australian Corporations Act 2001 (Cth) (**Australian Corporations Act**), the common law, the Canadian securities laws, rules and regulations applicable to companies listed on the TSX and, as and when the Company is listed on ASX, the ASX Listing Rules and will clearly state and, where necessary, explain, the nature of the business of the meeting.

If the resolutions are required by the Australian Corporations Act, the Company's constitution or the ASX Listing Rules, explanatory notes on each resolution will be provided to shareholders.

4. Length of notice

The Company will give shareholders at least twenty eight days notice of a meeting, unless that meeting is a continuation of a meeting which has previously been adjourned.

If a meeting has been adjourned for a period less than twenty eight days no further notice will be given. However if the meeting has been adjourned for a period exceeding twenty eight days then at least three days' notice of the meeting will be given.



5. Executive summary of independent expert reports

Independent experts will be requested to preface their reports with a concise executive summary of their findings. The Company will not provide its own summary of an expert report.

6. Directors' recommendations

The Company will ensure that Notices give clear guidance on directors' recommendations on resolutions and ensure that:

- (a) if recommendations are specifically required, that the Notice contains representation of the views of all assenting and dissenting directors on specific resolutions; and
- (b) the Notice presents a balanced view on the merits of the proposal.

Guidance on directors' recommendations will be placed at the end of any explanatory statement on each resolution.

7. Electing or removing directors

The Company will give clear guidance to shareholders in Notices containing resolutions for the election or removal of directors. To ensure that guidance is clear each candidate for election or removal will be considered separately in a distinct resolution. If the number of candidates for election exceeds the number of available positions on the Board, the Notice will provide clear guidance both on the voting method by which the successful candidates will be selected at the meeting and on the method to be used to count votes.

Notices on election or removal of directors will fairly and equitably represent the views of the candidates.

8. Bundling resolutions

The Company understands that bundling or grouping resolutions together may be confusing and reduce shareholder choice. Therefore the Company will seek to limit the use of bundled resolutions to circumstances where the resolutions are interdependent or linked. If resolutions are bundled the Notice will explain the purpose of the bundled resolution and the material implications of each of its components.

9. Proxies

Notices will encourage shareholders to participate by appointing proxies. All Notices will include a clear reference to the shareholders' rights to appoint a proxy.

The Company will encourage shareholders appointing a proxy to consider how they wish to direct the proxy to vote by drafting proxy forms carefully. That is, enabling the shareholders to state whether:

- (a) they wish their proxy to vote "for" or "against", or to "abstain" from voting on, each resolution; or
- (b) to leave the decision to the appointed proxy after discussion at the meeting.



Proxy forms will be drafted to ensure that shareholders clearly understand how the chairperson of the meeting intends to vote undirected proxies.

10. Conflicts of interest

The Company ensures that Notices give clear guidance on conflicts of interest to the extent that they are known to the Company and state if any shareholders will be excluded from voting or have their votes disregarded. Therefore:

- (a) any conflicts of interest of directors and their associates and senior management will be clearly outlined;
- (b) voting exclusion statements will be contained in the Notice; and
- (c) if appropriate, voting exclusion information will also be contained in any explanatory statement.