

Disclosure Policy

1. INTRODUCTION AND PURPOSE

This Disclosure Policy (**Policy**) sets out the policies and procedures which the Company will comply with in relation to continuous disclosure and external announcements generally.

The purpose of this Policy is to:

- (a) ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and ASX Listing Rules;
- (b) establish procedures for the release of external announcements, whether to ASX or otherwise;
- (c) provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
- (d) promote investor confidence in the integrity of the Company and its securities.

2. OUTLINE OF CONTINUOUS DISCLOSURE OBLIGATION

The Company is a public company listed on ASX. It is subject to continuous disclosure obligations under the Corporations Act and the ASX Listing Rules, in addition to periodic and specific disclosure requirements.

2.1 Continuous disclosure obligation

In accordance with ASX Listing Rule 3.1, once the Company 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 Company's securities, the Company must immediately (promptly and without delay) tell ASX that information. In this context the Company will not become "aware" of market sensitive information until its officers have, or ought reasonably to have, come into possession of sufficient information in order to be able to appreciate its market sensitivity.

A reasonable person is taken to expect information to have a material effect on the price or value of the Company's 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.

In this Policy, a reference to "material price sensitive information" is a reference to the type of information described in this paragraph 2.1.



2.2 **Company not to release information to others before ASX**

In accordance with ASX Listing Rule 15.7, the Company 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 that ASX has released the information to the market.

2.3 **Exception to the continuous disclosure obligation**

ASX Listing Rule 3.1A contains the only exception to ASX Listing Rule 3.1. Pursuant to ASX Listing Rule 3.1A, disclosure to the market is not required while all of the following are satisfied:

- (a) one or more of the following 5 situations applies:
 - (i) it would be a breach of a 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 internal management purposes of the entity; or
 - (v) the information is a trade secret; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

2.4 **False market**

If ASX considers that there is, or is likely to be, a false market in the Company's securities, and asks the Company to give it information to correct or prevent a false market, the Company must immediately give ASX that information.

3. **POLICY**

The Company's policy is to strictly comply with its continuous disclosure obligations (refer paragraph 2).

The Company will immediately notify ASX on becoming aware 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 (refer paragraph 2.3).

The Company has developed the following policy and procedures to ensure that it complies with its continuous disclosure obligations.

3.1 **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 half yearly and annual 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 ASX.

Any proposal to deviate from this policy is subject to approval in advance from the CEO and, if any briefings or meetings are held during a pre-results period, there must be no discussion or provision of financial or other information in breach of the Company's continuous disclosure obligation.

3.2 **Media and market speculation**

The Company has a general "no comments" 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 ASX for information.

Where the Company is relying on the carve-out in Listing Rule 3.1A so as not to disclose information about a market sensitive transaction it is negotiating, it will monitor media sources (including social media sources that regularly post comments about the Company) in order to determine whether the relevant information remains confidential. The Company will consider and adopt appropriate policies to assist in the monitoring of such sources.

Employees who are approached by the media or any external parties for information should observe the "no comments" policy and notify the CEO as soon as possible.

3.3 **Discussions with analysts or investors**

The following guidelines apply in relation to briefings or other conferences with analysts or investors:

- (a) information which is, or may be material price sensitive information, that has not been announced to ASX and the market must not be disclosed in these briefings, either verbally or in writing;
- (b) the Company will not selectively release information to any investor, analyst or media representative and all employees involved in conducting briefings or attending conferences shall take appropriate steps to ensure no selective information release occurs;
- (c) if a question raised during the briefing or conference can only be answered by disclosing material price sensitive information which has not been previously disclosed to ASX, the employee must decline to answer the question and take the question on notice;
- (d) if an employee present at a briefing or conference considers that material price sensitive information that was not previously disclosed may have been

inadvertently disclosed during the briefing or conference, he or she must immediately notify the CEO; and

- (e) a copy of all presentation material will be disclosed through ASX and placed on the Company's website.

3.4 **Responding to analyst reports and forecasts**

Stockbroking analysts frequently prepare reports on securities of listed entities, including the Company, which contain performance and financial forecasts.

The Company will not endorse any such reports, and will restrict its comments to factual matters and/or publically available information contained in the report. No comment will be made on analysts' conclusions, any assumptions made in the report or models used.

If a draft report has been sent to the Company for comments, it should be forwarded immediately to the CEO.

3.5 **Chatrooms and social media**

Company employees or associated parties must not participate in chatroom or other social media discussions on the internet where the subject matter relates to the Company unless authorised in writing to do so by the CEO.

Any such participation must clearly identify the participant both by name and as a Company spokesperson.

3.6 **Responding to unexpected questions**

When faced with an unexpected question about information which is or may be material price sensitive information, Company employees must respond only with information which has previously been disclosed to the market. If answering the question requires the disclosure of such information that has not been disclosed, or if employees are in doubt as to whether or not certain information has already been disclosed, employees must decline to answer the question. Employees must take the question on notice so that the formal process of releasing such information can operate.

3.7 **Inadvertent disclosure of information**

Disclosure of material price sensitive information to an external party prior to disclosure to ASX constitutes a breach of ASX Listing Rule 15.7. To prevent such a breach and to minimise the consequences should such a breach occur, the following procedures apply.

If a Company employee becomes aware that:

- (a) there may have been inadvertent disclosure of material price sensitive information (which has not been disclosed to ASX) during any communication with external parties; or
- (b) confidential Company information may have been leaked (whatever its source),

he or she should immediately notify the Company Secretary. In such a situation, the Company will need to consider a formal ASX announcement.

Where the confidential information disclosed during external communications is not material price sensitive information, the Company will still ensure equal access to that information by posting it on its website.

3.8 Trading halts and suspensions

In order to facilitate an orderly, fair and informed market, it may be necessary from time to time for the Company to request a trading halt or suspension from ASX.

The CEO and Chairman, in consultation with the Company Secretary, will make all decisions in relation to trading halts and suspensions. No other employees are authorised to request a trading halt or suspension on behalf of the Company.

4. ROLES AND RESPONSIBILITIES

4.1 Board of Directors

The Board has an overriding responsibility for ensuring the Company's compliance with its continuous disclosure obligations. Continuous disclosure issues will be a standing agenda item for every Board meeting, committee meetings and all other meetings from business unit level upwards.

The Board will be informed of all ASX announcements before their release.

The CEO and Chairman are responsible for the overall administration of this Policy. In particular, the CEO and Chairman are responsible for:

- (a) ensuring that the Company is compliant with its continuous disclosure obligations;
- (b) all communications with ASX;
- (c) reviewing proposed external announcements, and consulting with appropriate members of the Board, senior management and/or external advisers as necessary;
- (d) implementing reporting processes and determining divisional guidelines (financial or qualitative) for materiality of information;
- (e) reporting on continuous disclosure issues regularly to the Board;
- (f) keeping a record of all ASX and other announcements that the Company has made;
- (g) monitoring the effectiveness of this Policy, including the understanding by employees in general of the principles and spirit of continuous disclosure; and
- (h) regularly reviewing this Policy for legislative changes or development of best practice, and communicating any amendments to the Company employees.

The CEO and Chairman may delegate aspects of the administration of this Policy to Company employees. Delegation is subject to the limitations below:

- (i) the determination of whether information should be disclosed to ASX must be made with the input of the CEO and Chairman or in the absence of the CEO and Chairman by the Company Secretary;
- (j) the sign off of any final ASX announcement can only be made by one of the individuals designated under this Policy; and
- (k) a trading halt or suspension may only be requested by one of the individuals designated under this Policy.

4.2 **Company Secretary**

Only the Company Secretary, or in the absence of the Company Secretary, the CEO, has the authority to lodge announcements with ASX.

4.3 **Authorised spokespersons**

The only Company officers and employees authorised to speak on behalf of the Company to the market or other external parties referred to in this Policy (as relevant) are the CEO and Chairman and other persons authorised by the CEO and Chairman from time to time.

Authorised spokespersons should be briefed by the Company Secretary about relevant prior disclosures by the Company before speaking with external parties. When communicating with external parties, an authorised spokesperson:

- (a) should ensure all comments relate to information within the public domain and/or are not material, as the disclosure of confidential information, even if inadvertent, may result in the information no longer falling within the exception to ASX Listing Rule 3.1 and therefore becoming disclosable to ASX immediately;
- (b) may clarify information that the Company has released to ASX but must not comment on material price sensitive information that has not previously been released;
- (c) should limit any comments to his or her area of expertise as much as possible; and
- (d) should liaise with the Company Secretary after the external communication is made, if it is possible that any confidential information has been disclosed which may require disclosure to ASX.

4.4 **Disclosure Officers**

The Company operates a global business, primarily in Russia. In order to ensure that material price sensitive information is identified and notified to the CEO or Company Secretary, a Disclosure Officer has been appointed to report on each of the following business units:

- (a) Business Development;

- (b) Project management for each project site;
- (c) Exploration;
- (d) Finance and Treasury;
- (e) Investor Relations and Communications; and
- (f) Health Safety, Environment and Community.

Disclosure Officers are responsible for reporting any material price sensitive information within their business unit to the CEO.

4.5 **Employees**

As soon as an employee of the Company becomes aware of information which may be material price sensitive information and which has not been previously released to ASX, he or she must immediately notify:

- (a) in the case of Directors, senior management and Disclosure Officers - the CEO or Chairman; and
- (b) in the case of all
- (c) other employees - the Disclosure Officer of their business unit, who will in turn notify the CEO.

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. If an employee comes across information which potentially falls within the category of material price sensitive information, they should treat it as if it is material price sensitive information, notify the CEO and leave the question for the CEO and/or Chairman to resolve.

As a guide, a list of the matters which generally require disclosure is set out in Annexure A.

The CEO and/or Chairman may from time to time develop further guidelines to assist in assessing what is material price sensitive information for a particular division of the Company, and will make these guidelines available to all employees.

4.6 **Advisers and Consultants**

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

5. **PROCEDURE FOR ASX AND OTHER EXTERNAL ANNOUNCEMENTS**

5.1 **ASX Announcements**

The following procedures will apply in relation to the approval and release of all ASX announcements:

- (a) **Review of material price sensitive information** - after receiving notification of information which is material price sensitive or potentially material price sensitive, the CEO and Chairman will review the information in a timely manner to determine whether the information needs to be disclosed to ASX. Where there is doubt as to whether certain information should be disclosed, the CEO and Chairman will discuss the issue with appropriate senior executives and/or members of the Board and, if necessary, seek external advice.
- (b) **Prepare ASX announcement** - if the information is required to be disclosed, the Company Secretary and/or relevant members of management (as appropriate) will prepare a draft ASX announcement. ASX announcements must be factual, relevant, and expressed in an objective and clear manner. The use of emotive or intemperate language should be avoided.
- (c) **Obtain sign off** - the draft ASX announcement must be signed off by the CEO and/or Chairman
- (d) **Lodge announcement** - the Company Secretary will, on behalf of the Company, lodge the announcement with ASX electronically.
- (e) **Advise Directors** - immediately after receiving an acknowledgement from ASX that the announcement has been released to the market, the Company Secretary will copy the announcement to each Director.
- (f) **Post announcement on the Company website** - within 24 hours of receiving an acknowledgement from ASX that the announcement has been released to the market, the Company Secretary will post the announcement onto the Company's website.

Having regard to the Company's obligation to disclose any material price sensitive information "as soon as it becomes aware" of the information, the above steps, where required, should be taken as a matter of urgency.

The Company must not release material price sensitive information publicly until it has disclosed this information to ASX and received confirmation of its release by ASX.

If information is to be released by the Company's Head Office and simultaneously in another geographical location (for example, by a foreign joint venture partner), the Company Secretary will consult with the relevant parties to determine how the requirement of the ASX Listing Rules will impact on the timing of the disclosure.

5.2 **Other external announcements**

All other external announcements (including speeches, presentations, journal articles and submissions (other than those to be released to ASX)), whether verbal or written, must be approved by the CEO and/or Chairman.

5.3 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 obligation.

6. BREACH

(a) Penalties for non-compliance

Non-compliance with continuous disclosure obligations may constitute a contravention of the Corporations Act and/or the ASX Listing Rules.

This may result in fines for the Company, personal liabilities for directors, officers, employees or any other person involved in the contravention, and damage to the Company's reputation.

A breach of this Policy by an employee may also result in disciplinary action against the employee including dismissal in serious cases.

(b) Infringement notices

If ASIC has reasonable grounds to believe that the Company has contravened its continuous disclosure obligations and has followed certain specified procedures, ASIC may issue an infringement notice to the Company.

7. FURTHER INFORMATION

Directors, officers and employees should read this Policy carefully and familiarise themselves with the policy and procedures detailed.

If you have any questions on the Policy, or require further information, contact the Company Secretary.

8. REVIEW BY THE BOARD

The Company will review this Policy annually as legislative requirements change and best practice for continuous disclosure evolves.

The Company Secretary will communicate any amendments to Company employees.

This Revision 1 approved by the Board of Directors on 23rd April 2013.



ANNEXURE A

MATTERS GENERALLY REQUIRING DISCLOSURE

Any information concerning the Company which would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities must be disclosed to ASX in accordance with the Policy.

Set out below is a list of examples of the type of information that could be market sensitive. This is not an exhaustive list.

- (a) a transaction that will lead to a significant change in the nature or scale of the entity's activities;
- (b) a material mineral or hydrocarbon discovery;
- (c) a material acquisition or disposal;
- (d) the granting or withdrawal of a material licence;
- (e) the entry into, variation or termination of a material agreement;
- (f) becoming a plaintiff or defendant in a material law suit;
- (g) the fact that the entity's earnings will be materially different from market expectations;
- (h) the appointment of a liquidator, administrator or receiver;
- (i) the commission of an event of default under, or other event entitling a financier to terminate, a material funding facility;
- (j) under subscriptions or oversubscriptions to an issue of securities (a proposed issue of securities is separately notifiable to ASX under Listing Rule 3.10.3);
- (k) giving or receiving a notice of intention to make a takeover; and
- (l) any rating applied by a rating agency to an entity or its securities and any change to such a rating.