

# **TIMAH RESOURCES LIMITED**

## **CONTINUOUS DISCLOSURE POLICY**

### **1. INTRODUCTION**

Timah Resources Limited (TML) is listed on the Australian Securities Exchange (“ASX”) and must comply with the Corporations Act 2001 and the ASX Listing Rules (“Listing Rules”).

This Policy applies to directors, senior executives, employees and contractors (“Personnel”) who are most likely to be in possession of, or become aware of, material information. All staff need to be aware of the existence of the Policy and to be familiar with its terms so that they can assist with reporting of potential material information to the appropriate persons within the Company.

### **2. PURPOSE**

The purpose of this Policy is to:

- a. Establish a procedure for the collection, assessment, and if required, release to the ASX, of material information;
- b. Ensure company announcements are timely, factual, complete and expressed in a clear and objective manner; and
- c. Ensure that the Company meets its obligations to keep the share market fully informed of information which may have a material effect on the price or value of its securities.

### **3. POLICY**

#### **3.1 Disclosure Principle**

Chapter 3 of the ASX Listing Rules deals with the continuous disclosure requirements that a listed company must satisfy. In particular, Listing Rule 3.1 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 inform the ASX of that information (“Material Information”).

There is, however, an exception to the disclosure of Material Information in Listing Rule 3.1. This exception applies when:

- a. A reasonable person would not expect the information to be disclosed;
- b. The information is confidential and ASX has not formed a view otherwise; and

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- c. One or more of the following applies:
- i. It would be a breach of 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.

Examples of information that would need to be disclosed under ASX Listing Rule 3.1 are set out in section 3.2 below.

### **3.2 Material Information**

Information is material if the information 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. Materiality is assessed against this qualitative test, considering the Company's business activities, size and place in the market. A quantitative assessment may also be undertaken by the Chairman as part of, but not in substitution for, the materiality test.

It is not possible to establish fixed rules for the type of information that might be material but some examples of events which may actually or potentially be material or have an impact on current and/or future production are:

- a. Significant interruptions to production which are likely to negatively impact market guidance;
- b. Major changes in financial performance or outlook other than as a result of changes to commodity prices;
- c. Formation or terminations of a farm-in or joint venture agreement;
- d. Major environmental incidents;
- e. Catastrophic or major accidents;
- f. Significant and material litigation, breach of contract or breach of statutory compliance matters;
- g. Adverse Government decisions that have the potential to materially impact the value of the Company.

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To ensure that there is no pre-judgment of the materiality test, directors, senior executives, employees and contractors must inform the Chairman or Company Secretary of any potentially material price or value sensitive information or proposal as soon as they become aware of it. If a director, senior executive, employee or contractor is in any doubt about whether particular information is potentially price sensitive, they should immediately disclose the information to the Chairman or Company Secretary.

#### **3.3 Procedures**

To ensure that the Company complies promptly with its continuous disclosure obligations, the Board has established an internal system for reporting any information which may require disclosure so that the information can be properly assessed and a decision made regarding disclosure.

Under the system, officers who are responsible for relevant areas of the Company's operations ("Responsible Officers") must report to the Chairman and Company Secretary any information which may possibly be material or of which the Responsible Officer is unsure as to its materiality. The information should be verbally reported immediately after a Responsible Officer becomes aware of it. The report should be promptly confirmed in writing by the Responsible Officer.

On receipt of potentially material information, the Chairman and Company Secretary will collaboratively:

- a. Review the information and take whatever steps are necessary to verify its accuracy;
- b. Assess whether any of the information is required to be disclosed to the ASX; and
- c. Where disclosure is required, coordinate the actual form of disclosure with relevant Responsible Officers, including verifying the accuracy of information contained within it, ensuring that any confidential information is properly safeguarded and not released prematurely, subject always to the obligations at law to make announcements in a timely fashion.

Where the Chairman and Company Secretary are convinced the information is not price sensitive, or does not have to be disclosed because it is covered by the exceptions in Listing Rule 3.1, the Company Secretary should record that the information has been brought to his attention and the reasons why the information is not price sensitive, or why the exceptions in Listing Rule 3.1 apply (as applicable).

Where the Chairman and Company Secretary are not certain whether the information is price sensitive, or whether it falls within an exception, the Company Secretary should seek external legal or financial advice.

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The Company Secretary is responsible for ensuring that Company announcements:

- a. Are factual;
- b. Do not omit material information; and
- c. Are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

The procedure to be followed in relation to the lodgement of announcements, including Trading Halts, with the ASX is as follows:

- a. The Company Secretary will liaise with the Chairman and any other relevant Personnel as appropriate, as to the timeliness of any release as events occur.
- b. The Company Secretary will coordinate the actual form of disclosure and obtain the approvals for the ASX announcement from the Chairman in accordance with this policy.
- c. Once the ASX announcement has been approved and the timing for release has been confirmed, the Company Secretary or his or her delegate will upload the announcement to ASX online.

### **3.4 False Share Market**

The Company recognises that it has a positive obligation to make disclosure if that is necessary to prevent a false share market being formed. The ASX interprets Listing Rule 3.1 as requiring the Company to make a clarifying statement or announcement to the ASX in circumstances where the Company becomes aware that media comment or speculation is affecting the price or volume of trading in the Company's securities.

If the Company Secretary identifies circumstances where a false share market may have emerged in the Company's securities, the Company Secretary will, in consultation with the Chairman and other Responsible Officers as appropriate, determine whether an announcement, including a Trading Halt, should be made to the ASX.

### **3.5 Analyst and Media Briefings, Shareholder Enquiries and Conference Presentations**

Material Information must not be selectively disclosed (i.e. to analysts or the media) prior to being announced to the ASX. Any new information to be provided to analysts or journalists or as part of a Company presentation, is to be assessed in line with this Policy and if it is considered to be Material Information must be released to the ASX at first instance.

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Personnel must not release material information to any person if that information is required to be disclosed to the ASX, until cleared by the ASX. The Company Secretary or a nominee of the Company Secretary will advise all relevant parties when the ASX release has been released by the ASX. All relevant announcements disclosed to ASX is to be promptly placed on the Company's investor web site after clearance by ASX.

All planned conference presentations and briefings with analysts and large investment institutions must first be approved by the Chairman or Company Secretary or the VP - Investor Relations and Business Development, prior to its presentation. If appropriate, arrangements are to be made with the Company Secretary to release a copy to the ASX prior to the presentation commencing.

### **4. MANAGEMENT OF THIS POLICY**

TML has nominated the Company Secretary as the person with primary responsibility for compliance with this Policy and making all Responsible Officers aware of this Policy.

The Company Secretary is responsible for:

- a. Liaising with the ASX in relation to continuous disclosure issues;
- b. Ensuring that the system for the disclosure of all Material Information to the ASX in a timely fashion is operating;
- c. Coordinating the actual form of disclosure, including reviewing proposed announcements to the ASX and liaising with the Chairman and other relevant Personnel in relation to the form of any ASX releases;
- d. Liaising with executives and the Board of Directors, to ensure that they are fully aware of and conversant with this Policy, their own specific obligations in relation to it and the handling and disclosure of information;
- e. Ensuring that Continuous Disclosure is included as an item on the agenda for each Board meeting;
- f. Keeping a record of all ASX and other releases that have been made; and
- g. Periodically reviewing the Company's disclosure procedures in light of changes to the ASX Listing Rules or to the Corporations Act and recommending any necessary changes to the procedures;

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### **REVIEW OF POLICY**

The Policy will be reviewed periodically and updated in accordance with the needs of the Company and any new regulation that may have an impact on the discharge of the Board's responsibilities.

The Policy is made available for reference in the Company's website at [www.timahresources.com.au](http://www.timahresources.com.au)

### **VERSION CONTROL**

<b>Version</b>	<b>Date</b>	<b>Author</b>	<b>Changes</b>
1.0	27.9.2016	The Board	First establish
1.0	17.11.2016	The Board	Reviewed
1.0	15.9.2017	The Board	Reviewed
1.0	28.8.2018	The Board	Reviewed
1.0	23.8.2019	The Board	Reviewed
1.0	26.2.2020	The Board	Reviewed
1.0	22.2.2021	The Board	Reviewed