

## Continuous Disclosure Policy

### 1. Purpose

Carnaby Resources Limited (the “**Company**”) is committed to conducting its business ethically and in accordance with the highest standards of corporate governance. In determining these standards, the ASX Corporate Governance Council’s Corporate Governance Principals and Recommendations (as amended from time to time) (the “**ASX Corporate Governance Principles**”) have been referred to.

This policy outlines the disclosure obligations of the Company and its subsidiaries (together the “**Carnaby Group**”) as required under the Corporations Act 2001 (Cth) (the “**Corporations Act**”) and the ASX Listing Rules. This policy is designed to ensure that Carnaby complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules such that:

- all investors have equal and timely access to material information; and
- Carnaby announcements are factual and presented in a clear and balanced manner.

All Carnaby Group directors, officers and employees should observe the requirements set out in this policy.

### 2. Legal Obligations

#### ASX Listing Rule 3.1

The general continuous disclosure rule is contained in ASX Listing Rule 3.1.

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, then the entity must immediately tell the ASX that information.

In effect, Carnaby is obliged (subject to specific exceptions) to advise the ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of Carnaby’s securities. Carnaby is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.

#### Definitions

“**becomes aware**” means Carnaby is deemed to have become aware of information where a director or executive officer has, or ought to have, come into possession of the information in the course of the performance of his duties as a director or executive officer.

“**material effect**” means Information will be expected to have a material effect on the price or value of Carnaby’s securities, if a reasonable person would expect the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell, Carnaby’s securities.

#### Exception to Listing Rule 3.1

Listing Rule 3.1 does not apply to particular information where all of the following are satisfied:

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

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### 3. Continuous Disclosure Guidelines

Carnaby Group employees should abide by the Code of Conduct in relation to confidential and price sensitive information, at all times.

#### Determining if disclosure is required

Decisions regarding whether something should be announced on the ASX platform and to the market by virtue of the Corporations Act and Listing Rules requirements will be made by the Carnaby Managing Director and/or the Carnaby Chairman, in consultation with the Carnaby Company Secretary (the "**Disclosure Officers**").

The Disclosure Officers are responsible for ensuring that announcements are factual, complete and balanced, and expressed in a clear and objective manner.

The Disclosure Officers are required to report matters to the Carnaby Board they consider might require disclosure to the market, at all times.

#### Communication of disclosable information

All ASX disclosures and media releases will be released to the ASX by the Carnaby Company Secretary, on approval by the Carnaby Managing Director and/or the Carnaby Chairman.

#### Board Meetings

Continuous disclosure matters will be on the agenda at all Board meetings.

#### New Directors and Executive Management

As part of their induction, all new directors and executive management team members of the Carnaby Group are to be made aware of Carnaby's continuous disclosure obligations and provided with applicable Carnaby Group corporate governance policies.

### 4. Specific Issues in Relation to Continuous Disclosure

#### Authorised spokespersons and the Media

The Carnaby Group's authorised spokespersons are the Carnaby Managing Director, Chairman and Company Secretary.

In relation to queries from the media, the primary spokespersons for the Carnaby Group are the Carnaby Managing Director and Chairman and, where appropriate, the Company Secretary.

The Carnaby Managing Director and Chairman are the primary spokespersons in responding to queries from institutional and other large shareholders and from stockbrokers and analysts. The Carnaby Company Secretary is the primary spokespersons for responding to enquires from retail shareholders in the Carnaby Group.

This policy refers to "primary spokesperson". Where that spokesperson is not available to answer any particular enquiry, then one of the other of the authorised spokespersons shall take on the responsibility for that enquiry, as appropriate.

No Carnaby Group employees or consultants are permitted to comment publicly on matters confidential to the the Carnaby Group. Any information that is not public must be treated by Carnaby Group employees and consultants as confidential, until publicly released.

#### Analysts' reports and forecasts

Stockbroking analysts frequently prepare reports on listed companies that typically detail strategies, performance and financial forecasts. Carnaby may sometimes be requested to review draft analyst's reports prior to their publication.

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To avoid inadvertent disclosure of information that may affect Carnaby value or share price, the Carnaby Group's comments or review of an analyst reports will be restricted to:

- amending factual errors; and/or
- reviewing and providing guidance on underlying assumptions.

Any correction of factual inaccuracies by the Carnaby Group does not imply the endorsement of the contents of the analyst's report. Forecasts are complex and based upon a wide range of assumptions beyond the control of the Carnaby Group. Under no circumstance should Carnaby Group officers expressly or impliedly approve or disapprove financial forecasts.

### Private briefings and roadshows

The Carnaby Group will not disclose price sensitive information at any meeting with an investor or stockbroking analyst before formally disclosing it to the market.

Private briefings and roadshows conducted for investor/analysts/institutions and/ or stockbrokers are encouraged by the Carnaby Group to enhance a greater understanding of the Carnaby Group. They are considered an important part of pro-active investor relations. These private briefings must not involve the disclosure of price-sensitive information. Any written materials containing new price-sensitive information to be used in briefing analysts, institutions and stockbrokers are to be lodged with the ASX prior to the briefing commencing.

If price-sensitive information is inadvertently disclosed at a private briefing, then the information must be announced to the ASX as soon as practicable.

If an analyst asks a question at a private briefing which touches on a price-sensitive area, then the Carnaby spokesperson can only use publicly available information in the answer. Where this is not possible, then the spokesperson should decline to answer the questions or take it on notice and answer it after a general disclosure to the ASX has been made.

### Market speculation and rumours

Any information relating to market rumours or leaks relating to the Carnaby Group must be advised to the Carnaby Managing Director and Company Secretary, as soon as possible. The Managing Director and Company Secretary will then take steps to ascertain as far as practicable the veracity of the leak or rumour and the degree that the leak or rumour exists in the market place.

As a guiding principle, the Carnaby Group does not respond to speculation and market rumours unless required to do so by law. Carnaby Group employees must observe this at all times. Notwithstanding this, Carnaby may issue a statement where:

- Carnaby considers it has an obligation to make a statement particularly where the speculation or rumour is having, or is likely to have, an impact on the price of Carnaby's securities; or
- Carnaby is required to respond to a formal request from the ASX.

The Carnaby Managing Director and Chairman (in consultation with the Company Secretary) and, where appropriate, other directors, will oversee the response to an ASX enquiry. Given that such enquiries usually require a quick response, some flexibility is needed in this process to ensure a timely response is provided to the ASX.

### Trading halts

It may be necessary to request a trading halt from the ASX to ensure orderly trading in Carnaby's securities, including:

- if confidential information about the Carnaby Group is inadvertently made public, to enable it to prepare an appropriate announcement to the market;

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- if preparing for a major announcement, Carnaby may need to arrange briefings in advance of the formal announcement to avoid market uncertainty;
- to prevent an uninformed market pending announcement of a material matter

The Carnaby Chairman, Managing Director and Company Secretary will make all decisions in relation to trading halts. No other person is authorised to seek a trading halt except with the approval of the Carnaby Chairman, Managing Director or Company Secretary. For avoidance of doubt the Company Secretary is authorised in exceptional circumstances where the Chairman and/or the Carnaby Board cannot be contacted immediately for approval to seek a trading halt or issue a statement on behalf of the Board that Carnaby will respond once it has had an opportunity to consider the situation fully (for example in the event of a takeover bid being made).

### **Web-based communication**

Material announcements lodged with the ASX will be made available on the Carnaby website as soon as practicable after the ASX confirms receipt of that information. All website information will be regularly reviewed and updated to ensure all information is current or clearly dated and archived.

Carnaby shareholders are offered the option of receiving information via email instead of post. Email messages may provide information directly, or advise that the Carnaby website has been updated with a new announcement or other information.

### **Periods prior to release of financial results**

During the period between the end of the financial year or half year and the release of actual results, Carnaby will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless that information has already been disclosed to the ASX.

If during the preparation of the financial statements, it appears that price sensitive information has not previously been disclosed, that information will be disclosed immediately and will not be held back for disclosure in the financial statements.

## **5. Compliance and Review**

Breaches of this policy may lead to disciplinary action being taken against Carnaby Group employees, including dismissal in serious cases.

This policy will be reviewed by the Carnaby Board annually, to ensure that it continues to reflect the letter and spirit of all applicable laws and regulations and the Carnaby Group's commitment to its employees and the community.