

Shareholder Communications Policy

1. Introduction

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 Principles and Recommendations (as amended from time to time) (the “**ASX Corporate Governance Principles**”) have been referred to.

The Board aims to ensure that shareholders are informed of all major developments affecting the Company’s state of affairs.

The Chairman, the Managing Director and the Company Secretary have the primary responsibility for communication with shareholders.

Information will be communicated to shareholders through:

- continuous disclosure to relevant stock markets of all material information;
- periodic disclosure through the annual, half year and quarterly financial reports;
- notices of meetings and explanatory material;
- investor presentations;
- the annual general meeting; and
- the Company’s website at www.carnabyresources.com.au

2. Electronic Communication and Website

The Company believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner.

The Company’s website includes the following relevant information for shareholders:

- announcements section, containing copies of ASX announcements made by the Company and press releases;
- reports section, containing copies of annual, half yearly, quarterly reports and other investor material;
- presentation section;
- media section, containing copies of news articles and other media releases on the Company; and
- section on the Company’s corporate governance policies and practices.

The Company’s website will be updated with material announcement released to the ASX as soon as practicable after confirmation of release by the ASX.

All website information will be continuously reviewed and updated to ensure that information is current and older or superseded information is appropriately dated and archived.

The Company will place the full text of notices of meeting and explanatory material on its website.

3. Annual Report

The Company’s annual report is delivered by post to those electing to receive a hard copy and is also placed on the ASX company announcement platform and the Company’s website.

Shareholder Communications Policy

4. Annual General Meeting

The Company recognises the rights of shareholders and encourages the effective exercise of those rights through the following means:

- notices of meetings are distributed to shareholders in accordance with the provisions of the Corporations Act 2001 (Cth);
- notices of meeting and other meeting material are drafted in concise and clear language;
- shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions (shareholders may submit their questions in advance of the meeting and, if appropriate, a response will be provided at the meeting);
- notices of meetings encourage voting on proposed resolutions by lodgement of proxies, if shareholders are unable to attend the meeting; and
- it is both the Company's policy and the policy of the Company's auditor for the lead engagement partner to be present at the annual general meeting and to answer any questions regarding the conduct of the audit and the preparation and content of the auditors' report.

5. Application of the Shareholder Communications Policy

This policy applies to all employees, directors and officers of the Company and its subsidiaries. Breach of this policy is treated seriously and those who breach the policy will be subject to disciplinary action.

6. Investor Relations Program

The Company is committed to a two-way dialogue with its investors. The Managing Director and Chairman are responsible for the Carnaby investor relations programs.

7. Review

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