



## Continuous Disclosure Policy

Energy Resources of Australia Ltd (the **Company**), is required to comply with the continuous disclosure obligations imposed under the ASX Listing Rules.

The Company has adopted this Policy for the purpose of ensuring that timely disclosure to ASX is made of Market Sensitive Information (defined below) and that all investors and other stakeholders have equal access to Market Sensitive Information.

### PART 1 – CONTINUOUS DISCLOSURE

#### 1.1 Obligation to disclose – Listing Rule 3.1

Under ASX Listing Rule 3.1, the Company is required to notify ASX immediately if it 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.”*

A reasonable person will be taken to expect particular 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 such securities in deciding whether to acquire or dispose of the securities. This is an objective test.

The information required to be disclosed pursuant to ASX Listing Rule 3.1 is called **“Market Sensitive Information”** in this Policy.

#### 1.2 What is Market Sensitive Information

In considering what is Market Sensitive Information it may be helpful to ask:

- (a) Would this information influence my decision to buy or sell securities in the Company at their current market price?
- (b) Would I feel exposed to an action for insider trading if I were to buy or sell securities in the Company at their current market price, knowing this information had not been disclosed to the market?

If the answer to either question is “yes”, then that should be taken to be a cautionary indication that the information may well be Market Sensitive Information and, if it does not fall within the carve-outs to immediate disclosure in Listing Rule 3.1A, may need to be disclosed to ASX under Listing Rule 3.1.

### 1.3 Exceptions to disclosure – Listing Rule 3.1A

ASX Listing Rule 3.1A provides a "carve-out" from the requirement for immediate disclosure under ASX Listing Rule 3.1. Immediate disclosure is not required for so long as each of the following conditions is satisfied:

- (a) one or more of the following 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 the Company's internal management purposes; 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.

The Company must disclose the information immediately as soon as any one of paragraph (a), (b) or (c) ceases to apply.

For example, Market Sensitive Information which is not confidential will require disclosure (even if the other exceptions in paragraphs (a) and (c) apply). It is therefore essential that potentially Market Sensitive Information, which is not disclosed, is and remains subject to strict confidentiality obligations and is not leaked. If the information has ceased to be confidential, even in breach of a duty of confidentiality, it is no longer confidential and immediate disclosure of the information to ASX will be required.

### 1.4 Correcting a false market

Under ASX Listing Rule 3.1B, if ASX considers that there is or is likely to be a false market in the Company's securities and asks the Company to provide information to it to correct or prevent a false market, the Company must provide the requested information.

The Company is required to give ASX this information even if the exceptions to disclosure (as set out in section 1.3 above) apply. If the Company is unable to comply with the request of ASX, it may request a trading halt (see section 2.4).



## 1.5 Awareness of information

Under the ASX Listing Rules, the Company becomes aware of information if a director or officer of the Company has, or ought reasonably to have, come into possession of information in the course of the performance of their duties as a director or executive officer of the Company.

That is, the disclosure obligation applies not only to information of which the directors or executive officers are *actually* aware, but also information of which those persons *ought reasonably to have been aware of*.

## 1.6 Contravention and Liability

A breach of the Australian continuous disclosure obligations can result in criminal and civil liability under the *Corporations Act 2001* (Cth) (including heavy fines and adverse publicity orders) and various types of actions for compensation by persons who have suffered loss as a result of the contravention.

In addition, officers (including directors and employees) and advisers who are involved in a contravention may also face criminal and civil liability. The criminal penalty for an individual may be a fine or imprisonment or both.

ASIC also has the power to issue administrative orders known as infringement notices (with financial penalties up to \$100,000) where ASIC considers a company has contravened the continuous disclosure regime.

## PART 2 – PROCESS FOR IDENTIFYING AND ASSESSING MARKET SENSITIVE INFORMATION

### 2.1 Disclosure Committee

The Board has established a Disclosure Committee consisting of:

- (a) Chairman of the Board;
- (b) Chair of the Audit and Risk Committee; and
- (c) Chief Executive.

The alternates for the Disclosure Committee are:

- (a) another Non-Executive Director (for either the Chairman of the Board or Chair of the Audit and Risk Committee); and
- (b) Chief Financial Officer (for the Chief Executive).

Any Director, the Chief Financial Officer and the Company Secretary may attend any meeting of the Disclosure Committee.



The Disclosure Committee has the authority to:

- (a) make assessments of whether information is Market Sensitive Information and whether it requires immediate disclosure to ASX;
- (b) approve the form of a proposed disclosure to ASX; and
- (c) request a trading halt from ASX (see 2.4 below).

In exceptional circumstances where none of the Chairman of the Board, the Chair of the Audit and Risk Committee or another Non-Executive Director are readily available and, having regard to the ASX Listing Rules, a matter requires urgent action, the Chief Executive, the Chief Financial Officer and the Company Secretary shall proceed and their deliberations and decisions shall not be invalidated by such absence.

## **2.2 Disclosure Committee processes**

Where Market Sensitive Information is to be disclosed relating to financial matters, the Chief Financial Officer must be consulted before the disclosure is given to ASX, except in exceptional circumstances.

Where appropriate and practicable, the Disclosure Committee may also refer a matter to the Board for its consideration (for example, matters going to financial forecasts for future periods, matters of strategic significance to the Company or matters of reputational significance).

## **2.3 Identifying and reporting Market Sensitive Information**

It is essential that there is ongoing monitoring and assessment by all employees of information for the purposes of disclosure. The aim is twofold – to identify new potential Market Sensitive Information and to ensure that Market Sensitive Information that has previously been withheld from disclosure on the basis of the exceptions is released immediately, as soon as the exceptions no longer apply.

If, in the performance of their duties, a director or employee becomes aware of information that may be Market Sensitive Information, they should immediately notify that information:

- (a) in the case of a director, to the Chairman or the Chief Executive; and
- (b) in the case of an employee, to the employee's immediate manager who should then promptly and without delay report it to the Chief Executive, Chief Financial Officer or Company Secretary.

In the case of doubt, the immediate contact point should be the Company Secretary.

It is critical that information is communicated by employees as soon as they become aware of that information.



In all circumstances, should an employee have any doubt as to whether the information requires disclosure, they should err on the side of caution and notify that information as set out above.

Some examples of information that may be Market Sensitive Information are set out in the **Annexure**.

#### **2.4 Trading Halts**

There may be times when the Company will request a trading halt in respect of its securities to prevent trading in the Company's securities on an uninformed basis.

For example, a trading halt may be necessary because the Company is in possession of Market Sensitive Information that must be disclosed to ASX but further time is required to prepare an announcement that properly informs the market.

The Disclosure Committee will determine whether to seek a trading halt. If a trading halt is requested, the Company Secretary is responsible for communicating that request to ASX.

#### **2.5 Persons authorised to deal with ASX**

The Company Secretary and, in their absence, the Chief Financial Officer, are authorised to liaise with ASX in relation to Listing Rule matters. Any inquiries received from ASX concerning disclosure matters must be referred to the Company Secretary and, in their absence, the Chief Financial Officer.

#### **2.6 Process for the release of information to ASX**

The Company Secretary is responsible for:

- (a) lodging announcements with ASX where those announcements have been approved in accordance with this Policy; and
- (b) receiving confirmation from the ASX that an announcement has been received and has been released by ASX to the market.

### **PART 3 – OTHER MATTERS**

#### **3.1 No disclosures to third parties until information has been released to ASX**

The Company must not release Market Sensitive Information to any other person (such as the media, brokers or analysts) until it has first given the information to ASX and received an acknowledgment that ASX has released the information to the market.

The Company will not disclose Market Sensitive Information to analysts or the media on an embargoed basis.



### **3.2 Inadvertent disclosures**

All instances of inadvertent disclosure of Market Sensitive Information to a third party before its release to ASX should be reported to the Company Secretary as soon as they become known. This is to ensure that the Company can promptly determine whether any correcting statement should be issued and to respond to requests by ASX.

### **3.3 Authorised spokespersons**

The only persons authorised to speak to the media or any other person outside the Company about material Company information, information that is subject to this Policy or market rumours regarding the Company are:

- (a) the Chairman;
- (b) the Chief Executive;
- (c) the Chief Financial Officer (in regard to analysts, brokers and shareholders);
- (d) the Company Secretary (in regard to ASX); and
- (e) a person expressly authorised by any of the above spokespersons.

### **3.4 Referral of enquiries**

Any queries made by ASX, the media, analysts, brokers, shareholders or the public about a market rumour concerning the Company or regarding information that is subject to this Policy must be referred to the Company Secretary. Where appropriate, the matter will be referred to the Disclosure Committee.

Queries from ASX, particularly under the "false market" rules, are likely to be directed to the Company Secretary and will require a timely response.

### **3.5 Market speculation and rumours**

The Company's general policy is not to respond to market speculation or rumours. The Company may, however, decide (or be compelled) to respond to market speculation or rumours if:

- (a) the Company forms the view that it may be required in order to prevent a false market in the Company's securities;
- (b) ASX or another regulator has formally requested that the Company provide information; or

- (c) where the Disclosure Committee otherwise believes it is in the best interests of the Company to do so, notwithstanding that there is no continuous disclosure obligation to do so.

### **3.6 Employees must not speak on behalf of the Company unless expressly authorised**

To ensure that the Company approaches its continuous disclosure obligations consistently, and that information is not released publicly prior to its disclosure to ASX, it is important that:

- (a) no one other than the Company's authorised spokespersons (see 3.3 above) is permitted to release information to, or communicate with, ASX unless expressly authorised to do so by the Chairman or Chief Executive. This includes responding to market rumours, leaks of sensitive information and inadvertent disclosures; and
- (b) employees avoid making comments publicly in relation to the Company, including via social networking, media or content sharing sites.

If an employee is to speak about, or represent, the Company to people outside the Company (for example, at a meeting with third parties or external stakeholders, at a public conference, etc), the employee must:

- (c) seek the prior approval of the Company Secretary or the Chief Financial Officer before disclosing any information;
- (d) only discuss information that has been released to ASX or is not of a material nature;
- (e) decline to respond to, or take on notice, any question the answer to which would require disclosure of Market Sensitive Information until the information has been disclosed to ASX; and
- (f) particularly in discussions with analysts or the media, not comment on any financial projections or forecasts, unless specifically authorised to do so (generally, only the Chief Executive and Chief Financial Officer will be authorised to do so). A written record shall be taken at all meetings between Company representatives and investors or financial analysts.

### **3.7 Protecting the confidentiality of the Company's information**

If Market Sensitive Information is confidential and the other elements of the carve-out in Listing Rule 3.1B apply (see 1.3 above), the Market Sensitive Information need not be disclosed to ASX at that time.



Accordingly, each director and employee (as well as each adviser and consultant) who possesses confidential information of the Company (including non-public Market Sensitive Information) must preserve the confidentiality of that information, including by:

- (a) refraining from discussing that information with, or divulging that information to, any person without authority to do so; and
- (b) ensuring that any documents or other written material in their possession in relation to that information are properly and securely stored and are not disclosed to an unauthorised person.

### **3.8 Regular Review of this Policy**

The following process has been determined for the Board's ongoing review of the Company's compliance with its continuous disclosure obligations:

- (a) conduct a regular review of the adequacy of this Policy and the procedures established under it to ensure the Company identifies in a timely manner all Market Sensitive Information, that the Company Secretary, Chief Executive or Chief Financial Officer are promptly made aware of such events and that the Company's disclosure obligations are met;
- (b) keep up to date with any changes in the Company's continuous disclosure obligations and update this Policy to reflect any developments; and
- (c) further develop policies that promote a considered and consistent approach to disclosure.

### **3.9 Raising Awareness of Continuous Disclosure Obligation**

The Company Secretary will arrange for training and briefing sessions to be conducted for directors and relevant employees to provide information about the Company's continuous disclosure obligations, to describe the operation of this Policy and to raise awareness of the principles underlying continuous disclosure, as well as providing assistance and advice as required.

### **3.10 Queries**

If, at any time, directors or employees have any queries regarding their information reporting obligations, or the Company's continuous disclosure obligations, they should contact the Company Secretary.





**ERA**

## **ANNEXURE**

### **DISCLOSURE GUIDELINES**

The following guidelines are provided to employees in identifying matters that may require disclosure.

A non-exhaustive list of the types of matters which may require disclosure to ASX is set out below:

- (a) financial performance of the Company;
- (b) an awareness that production or earnings for a period will materially differ (either downwards or upwards) from any production or earnings guidance the Company may have previously given for the period;
- (c) major developments in connection with the Company's key projects or its reserves and resources;
- (d) major new contracts or projects, and significant developments with existing material contracts or projects;
- (e) market or media speculation (irrespective of accuracy);
- (f) significant acquisitions, divestments, alliances or dealings with Company assets;
- (g) material litigation; and
- (h) industry wide changes, including decisions by government, regulators or competitors that materially affect the Company.