



FIREFINCH LIMITED

DISCLOSURE POLICY

DATE	ACTION	CHANGE	REVISION
	Adoption of Policy	N/A	-
30.03.2022	Review and update	Update for consistency across policies and the Corporate Governance Principles and Recommendations and appoint a Disclosure Officer	1

1 APPLICABILITY

This policy applies to the Managing Director as the Responsible Officer, the Company Secretary and each director of Firefinch Limited ABN 11 113 931 1005 (**Company**).

2 PURPOSE

As the Company is listed on the Australian Securities Exchange (**ASX**), it must comply with disclosure obligations under ASX Listing Rules 3.1, 3.1A and 3.1B – the continuous disclosure regime.

The purpose of this policy is to ensure that information about the Company which may be market sensitive, and which may require disclosure under Listing Rule 3.1, is promptly assessed to determine whether it requires disclosure, and if it does, it is given to ASX promptly and without delay.

This policy must be read in conjunction with the ASX Listing Rules (**Listing Rules**) and the ASX Guidance Notes, particularly ASX Guidance Note 8 Continuous Disclosure and ASX Guidance Note 16 Trading Halts and Voluntary Suspensions.

3 RESPONSIBLE OFFICER

The Company has appointed a Responsible Officer who is primarily responsible for ensuring that the Company complies with its continuous disclosure obligations. The Responsible Officer is Dr Michael Anderson, the Managing Director, and in that person's absence, Mr Nathan Bartrop, the Company Secretary.

4 KEY PROCEDURES

4.1 Immediate disclosure of information

Listing Rule 3.1 requires “immediate” disclosure of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of its securities. Immediately means promptly and without delay. This means doing it as quickly as can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay).

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose of those securities. Information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities is referred to in this policy as **market sensitive information**.

It is not possible to exhaustively list the information that will be market sensitive information. However, information extends beyond matters of fact and includes matters of opinion and intention and may include the information set out in the Appendix to this policy. Market sensitive information is not limited to information that is generated by, or sourced from within, the Company, nor is it limited to information that is financial in character or that is measurable in financial terms.

ASX Guidance Note 8 suggests the following two questions may be helpful to ask yourself when considering whether information may be market sensitive information:

- (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?”

4.2 Exception to the requirement to disclose immediately

Listing Rule 3.1 does not apply to particular information if each of the following requirements set out in Listing Rule 3.1A is satisfied in relation to the information:

- (a) one or more of the following five 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 the 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.

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: Listing Rule 3.1B. This is the case even if the exceptions outlined above apply.

4.3 Approval process for significant announcements

The Responsible Officer must ensure that all Significant Company Announcements are submitted to the full Board for approval, or if time does not permit the convening of the full Board, to the Chairman for joint approval. **Significant Company Announcements** are announcements that address matters of particular significance affecting the Company which would include:

- (a) annual and half-yearly financial statements;
- (b) market updates;
- (c) earnings guidance;
- (d) equity capital raisings;
- (e) control transactions (as acquirer or target) (e.g. takeovers, schemes of arrangement);
- (f) corporate actions (e.g. buy backs, capital reductions, demergers, restructures);
- (g) related party transactions requiring shareholder approval;
- (h) other matters or transactions requiring shareholder approval; and
- (i) matters where the Board is making a recommendation to the Company’s shareholders.

Before submitting a Significant Company Announcement to the full Board for approval (or to the Chairman if time does not permit the convening of the full Board) the Responsible Officer should consider if the announcement should be submitted to the Company’s lawyers for legal sign-off, particularly if the announcement contains references to legal terms or statements as to legal matters.

4.4 Drafting announcements

All Company announcements must be factual and presented in a clear and balanced way, including both positive and negative information.

- (a) Are all the statements in the announcement accurate, complete and not misleading?
- (b) Are any opinions in the announcement honestly held and balanced and clearly identified as a statement of opinion rather than a statement of fact?
- (c) Do any forward-looking statements in the announcement have a reasonable basis? If a person makes a representation with respect to any future matter and the person does not have reasonable grounds for making the representation, the representation is taken to be misleading. ASX also encourages the inclusion of material assumptions and qualifications as it provides context and will help the market understand the basis for the forward-looking statements. Reference should also be made to ASIC Information Sheet 214 Mining and resources – forward looking statements.
- (d) Has any material information been omitted?
- (e) Is the announcement expressed clearly and objectively to allow investors to assess the impact of the information when making investment decisions?
- (f) Is the header fair, accurate and focussed on sensitive information?
- (g) Has a lawyer checked references to legal terms used in the announcement such as statements concerning the enforceability of agreements?

Further guidelines on the contents of announcements under Listing Rule 3.1 can be found in ASX Guidance Note 8, ASX Guidance Note 14 ASX Market Announcements Platform and ASX Guidance Note 20 ASX Online (paragraph 9).

4.5 Correcting or preventing a false market

The term false market refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery. This may arise, for example, where:

- (a) listed entity has made a false or misleading announcement;
- (b) there is other false or misleading information, including a false rumour, circulating in the market; or
- (c) a segment of the market is trading on the basis of market sensitive information that is not available to the market as a whole.

The Company has in place the following procedures to seek to correct or prevent a false market in its securities:

Share price monitoring	The Responsible Officer is responsible for monitoring changes the market price or traded volumes of the Company's securities to identify any unusual fluctuations which may signal a false market.
Leak or inadvertent disclosure	If there is a leak or inadvertent disclosure of market sensitive information, the Company must immediately give the information to ASX under Listing Rule 3.1 in a form suitable for release to the market. The Responsible Officer must notify the Board of the announcement and the leak or inadvertent disclosure (either

	contemporaneously with or as soon as possible after such announcement).
Media/analyst report or market rumour	<p>If the Company becomes aware of a media or analyst report or market rumour about it circulating in the market that could lead to a false market in the Company's securities, Responsible Officer will contact the Company's ASX listings adviser to discuss the situation.</p> <p>The Company's policy is not to comment on speculation in media or analysts' reports or market rumours about it circulating the market. However, where a media or analyst report or market rumour appears to contain, or to be based on credible market sensitive information (whether that information is accurate or not) and:</p> <ul style="list-style-type: none"> • there is a material change in the market price or traded volume of the Company's securities which appears to be referable to the report/rumour (in the sense that it is not readily explicable by any other event or circumstance); or • if the market is not trading at the time but the report/rumour is of a character that when the market does start trading, it is likely to have a material effect on the market price or traded volume of the Company's securities, <p>the Responsible Officer will consider if an announcement is required. If an announcement is required and the Company needs time to prepare the announcement, the Responsible Officer should request a trading halt.</p>

4.6 Trading halts

If the market is or will be trading at any time after the Company first becomes obliged to give market sensitive information to ASX under Listing Rule 3.1 and before it can give ASX an announcement with that information for release to the market, a trading halt may be required.

If the Company is unsure about whether it should be requesting a trading halt (or voluntary suspension) to cover the period required to prepare an announcement, the Responsible Officer should contact the Company's listing adviser at ASX to discuss the situation or seek legal advice.

Only the Responsible Officer may request, or authorise a person to request, a trading halt. The Responsible Officer is referred to ASX Guidance Note 16 for guidance on how to apply for a trading halt (or voluntary suspension).

If a decision is made **not** to request a trading halt (or voluntary suspension) ahead of an announcement, the Responsible Officer should monitor the market price of the Company's securities; major national and local newspapers; if it has access to them, major news wire services such as Reuters and Bloomberg; any investor blogs, chat-sites or other social media it is aware of that regularly posts comments about the Company; and enquiries from analysts or journalists, for signs that the information to be covered in the announcement may have leaked and, if it detects any such signs, contact ASX immediately to discuss whether it is appropriate to request a trading halt.

4.7 Safeguarding confidentiality

The Company has in place the following procedures to safeguard confidentiality of information, and avoid premature disclosure:

<p>Disclosure Policy and code of Conduct</p>	<p>This Disclosure Policy along with the Code of Conduct, which is distributed to all directors, officers, employees and contractors of the Company, its subsidiaries (Group) and joint ventures under the Group's operational control (together referred to as Firefinch), and sets out their responsibilities with regards to the Company's continuous disclosure obligations and confidentiality.</p> <p>When the Company is involved in a market sensitive transaction or other event that may constitute market sensitive information, the Responsible Officer should remind all parties who are aware of the market sensitive transaction or other event of their confidentiality and other obligations as outlined in the Continuous Disclosure Policy.</p>
<p>Third parties involved in market sensitive transaction or otherwise in receipt of confidential information</p>	<p>The Responsible Officer will make sure that all third parties (such as advisers (legal, tax, accountants etc.), or other service providers (brokers, registries, printers etc.) involved in a market sensitive transaction, or otherwise in receipt of confidential information about Firefinch are bound by obligations of confidentiality before any confidential information is provided to them.</p>
<p>Access to, and protection of, market sensitive transaction</p>	<p>The Company will limit the number of people within the Company with access to market sensitive information to the minimum number possible in the circumstances. The Company will also implement such physical document management and information barriers and information technology controls as are considered necessary in the circumstances of the market sensitive transaction or other event that may constitute market sensitive information.</p>
<p>Canvassing of existing of potential investors</p>	<p>Where the Company's banks or advisers intend to seek direct market feedback from potential or existing investors about a market sensitive transaction on behalf of the Company, the Company should seek to have a good understanding of the process that their banks or advisers intend to undertake so that formal procedures can be put in place to ensure that there is no breach of continuous disclosure or insider trading laws.</p>
<p>Reliance on Listing Rule 3.1A</p>	<p>The Responsible Officer should monitor the market price of the Company's securities and of the securities of any other listed entity involved in the transaction; major national and local newspapers; if the Company or the Company's advisers have access to them, major news wire services such as Reuters and Bloomberg; any investor blogs, chat-sites or other social media the Company is aware of that regularly post comments about the Company; and enquiries from analysts or journalists, for signs that information about a market sensitive transaction may no longer be confidential.</p>

	The Responsible Officer should have a draft letter to ASX requesting a trading halt, and a draft announcement ready to send to ASX if they are no longer confidential.
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4.8 Communicating with the media and public

Only the Chairman and the Responsible Officer, or another person authorised by the Board, is authorised to speak on behalf of the Company to any external party, including the media and the public. Only information which has been released to the market through ASX can be discussed. No comment should be made to any external party that could result in rumours or market speculation, or result in unauthorised disclosure of market sensitive information.

The Company has in place the following procedures in place in relation to communicating with the media and the public:

<p>Briefings and discussions with external parties including brokers, analysts and shareholder</p>	<p>Only non-materially price sensitive information or information which has been released to the market through ASX can be discussed.</p> <p>If a question can only be answered by disclosing market sensitive information, the person speaking must decline to answer the question or take it on notice. If the question is taken on notice and the response would involve the disclosure of market sensitive information, the information must be released through ASX before responding.</p> <p>Avoid any response that may suggest that the Company's or the market's current projections are incorrect. Refrain from expressing 'comfort' with analysts' consensus forecasts or a range of analysts' forecasts.</p> <p>The Responsible Officer should be aware of all information disclosures in advance of them being made, including information to be presented at private briefings and answers to investor questions. The Responsible Officer should review any information that is to be provided at private briefings to analysts and others to assess whether the information constitutes market sensitive information. If it is determined by the Responsible Officer that the information requires disclosure to the market, the Responsible Officer must immediately make the appropriate announcement to ASX.</p> <p>Any slides and presentations used in briefings must be given to ASX before the briefing, and posted on the Company website. Slides and presentations used in briefings that are not materially different from those used previously, and released to ASX, do not need to be released to ASX or posted on the Company website.</p>
<p>Responding on analyst's financial projections and reports</p>	<p>Comments provided to an analyst on their financial projections must be confined to errors in factual matters and underlying assumptions. Seek to avoid any response which may suggest that the Company's or the market's current projections are incorrect. The way to manage earnings expectations is by publicly announcing any change in expectations before commenting to anyone outside the Company.</p>

Pre-results period	The Company has a policy of not holding briefings with analysts, brokers or institutional investors or otherwise discussing financial performance or earnings estimates (except to the extent information has already been released to the market) in the period from last day of the operative period to release of results.
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5 KEY RESPONSIBILITIES

Responsible Officer – primarily responsible for ensuring that the Company complies with its continuous disclosure obligations	<ul style="list-style-type: none"> • Identifying any potentially market sensitive information. • Subject to the next bullet point, assessing and deciding what information will be disclosed, and vetting and authorising all Company announcements. In carrying out this responsibility, the Responsible Officer is entitled, where appropriate, to consult with other senior executives, the Board and any other relevant party (for example, external advisers). • Ensuring that all Significant Company Announcements (see section 4.3) are submitted to the full Board for approval, or if time does not permit the convening of the full Board, to the Chairman for joint approval. • Reviewing, overseeing and coordinating information provided to ASX and any external party (including analysts, brokers, shareholders, the media and the public). • Remaining up to date with the <i>Corporations Act 2001</i> (Cth) and Listing Rule requirements in relation to continuous disclosure, including ASX Guidance Note 8. • Providing information to the Company Secretary to enable the Company Secretary to maintain a record of disclosure decision making (see the responsibilities of the Company Secretary below). • Ensuring compliance with these procedures and maintaining the control and overall conduct of these procedures.
Board	<ul style="list-style-type: none"> • Approving this policy, and any amendments to this policy. • Addressing continuous disclosure as a standing agenda item for each Board meeting. At each Board meeting, the Board should: (a) note all announcements made to ASX since the last Board meeting and decide whether any additional information concerning those announcements needs be disclosed to ASX; and (b) consider if any other information requires disclosure to the market or should be flagged for potential disclosure. • Approving all Significant Company Announcements where time permits the convening of the full Board. • Appointing the person (or persons) under ASX Listing Rule 12.6 to be responsible for communications with ASX in

	<p>relation to ASX Listing Rule matters and ensuring that the person: (a) has the organisational knowledge to have meaningful discussions on disclosure matters; (b) can request a trading halt and issue an announcement to the market, if that is what is required; and (c) (or at least one of the persons) is readily contactable by ASX by telephone and available to discuss any pressing disclosure issues that may arise during normal market hours and for at least one hour either side thereof (i.e. from 9am to 5pm Sydney time) on each day that ASX is trading.</p>
Company Secretary	<ul style="list-style-type: none"> • Co-ordinating all communication with ASX. • Releasing announcements electronically to ASX (or arranging for their release) in accordance with the directions of the Responsible Officer. • Circulating to the each member of the Board a copy of all announcements released to ASX. • Promptly posting (or arranging for the posting of) a copy of each announcement released to ASX on the Company's website after confirmation of receipt has been received from ASX. • Establishing and maintaining a record of all information disclosed to ASX. • Remaining up to date with the <i>Corporations Act 2001</i> (Cth) and Listing Rule requirements in relation to continuous disclosure, including ASX Guidance Note 8. • Educating all Company personnel about continuous disclosure and confidentiality and ensuring the Company's Continuous Disclosure Policy is distributed to all directors, officers, employees and contractors of the Company.
Chairman	<p>In addition to his/her responsibilities as outlined above, approving all Significant Company Announcements where time does not permit the convening of the full Board.</p>

6 CONSEQUENCES OF BREACH

If there is a breach of this policy, the person who becomes aware of the breach must immediately notify the Responsible Officer. The Responsible Officer must then take such steps as are required to remedy the breach as soon as possible (including making an appropriate announcement to the market through ASX if necessary and notifying the Board).

7 REVIEW

The Responsible Officer will review this policy at least annually and make recommendations to the Board about any proposed changes, including in response to changes to the *Corporations Act 2001* (Cth), Listing Rules or the Company's circumstances.

8 CONTACT DETAILS

If you are in any doubt regarding this policy, you should contact the Company Secretary at:

Firefinch Limited,
Level 3, 31 Ventnor Avenue
West Perth, WA 6005

Phone: +61 8 6149 6100

Email: cosec@firefinchltd.com

APPENDIX – EXAMPLE OF MARKET SENSITIVE INFORMATION¹

- (a) A transaction that will lead to a significant change in the nature or scale of the Company'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 Company'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 financing facility;
- (j) under subscriptions or over subscriptions to an issue of securities;
- (k) giving or receiving a notice of intention to make a takeover;
- (l) any rating applied by a rating agency to the Company or its securities and any change to such a rating.

¹ This list is not exhaustive. In considering whether information is market sensitive the matters noted in section 3.1 and 3.2 should be noted.