



Continuous Disclosure Policy

Contents

	Page
1 Purpose	1
2 Definition and meaning of information	1
3 Appointment of an Authorised Officer	2
4 Disclosure Committee	3
5 Review	3
Annexure	4

1.0 Purpose

- 1.1 This Policy sets out the obligations of AKORA Resources Limited (hereafter referred to as the “Company”) in terms of continuous disclosure and communications, in general to the market and more specifically shareholders.
- 1.2 As an Australian incorporated entity and an entity listed on the Australian Securities Exchange, the Company has a responsibility to ensure it complies with both the *Corporations Act 2001 (Cth)* and the ASX Listing Rules in relation to continuous disclosure and communications.
- 1.3 Continuous disclosure is an obligation under Ch 6CA of the Corporations Act and Chapter 3 of the ASX Listing Rules. The Corporations Act 2001 imposes strict continuous reporting obligations on disclosing entities. Disclosing entities carry continuous reporting obligations, which arise when certain material events occur in relation to the operation or financial position of an Australian entity. The information that must be disclosed is that which is likely to affect the price or value of the securities of the company.
- 1.4 Under s.674(1) if a company is a disclosing entity it has an obligation to make disclosures in accordance with listing rules and under a.674(2) the disclosing entity must make disclosure to the market if:
- (i) the information is not generally available; and
 - (ii) the information is of a nature that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities of the company;

the entity must notify the market operator of that information in accordance with those provisions.

- 1.5 Under ASX Listing Rule 3.1, and subject to the exception set out in Paragraph 2.4, the Company is required to notify ASX immediately once 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 securities of the Company.**
- 1.6 The Company must not release this information to any other person (such as the media or analysts) until it has given the information to ASX and received an acknowledgement that ASX has released the information to the market as required by ASX Listing Rule 15.7.

2.0 Definition and meaning of information

- 2.1 Under ASX Listing Rule 19.12, where the Company becomes aware of information or ought reasonably to have become aware of information, that may have a material effect on the price or value of the securities of the Company.

- 2.2 The Company and its officers must endeavour to act promptly in taking the necessary steps to assess the materiality of the information and determine whether that could be potentially market sensitive. Under the ASX Listing Rules an officer of the Company means a director, a CEO, a CFO or a Company Secretary.
- 2.3 Information that is likely to have a material effect on the price or value of the Company's securities must be disclosed. ASX Listing Rules defines material in terms of what a reasonable person is taken to expect particular information to have a material effect on the price or value of any of the securities of the Company 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. In such circumstances the information is referred to as market sensitive information and examples of materiality are set out in the Annexure to this policy.
- 2.4 Disclosure under ASX Listing Rule 3.1 is not required where each of the following conditions is satisfied in relation to the relevant information:
- (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 internal management purposes of the Company; or
 - (v) the information is a trade secret.
 - (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 is required to satisfy its continuous disclosure obligation under Listing Rule 3.1 once one or more of the above criteria is no longer satisfied. For example, if the information is inadvertently leaked and is therefore no longer confidential, immediate disclosure of the information to ASX will be required.

3.0 Appointment of an Authorised Officer

- 3.1 The Company Secretary has been appointed as the officer who is to have primary responsibility for administration of the Company's continuous disclosure policy. His responsibilities include:

- (a) making sure that the Company complies with the continuous disclosure requirements, including determining what information will be disclosed by the Company to ASX;
 - (b) preparing (or overseeing the preparation of), reviewing, approving and co-ordinating disclosure of information to ASX and other external disclosures (including information provided to analysts, brokers, shareholders, the media and the public), and consulting with appropriate members of the Board and/or external advisers as necessary;
 - (c) maintaining an accurate record of all announcements sent to ASX and all correspondence with ASIC in relation to the Company's continuous disclosure obligation; and
 - (d) educating directors and employees of the Company on the continuous disclosure policy and raising awareness of the principles underlying continuous disclosure.
- 3.2 If the Company Secretary is absent, then the CEO will assume responsibility as officer of the Company to discharge the discontinuous disclosure obligations of the Company Secretary.

4.0 Disclosure Committee

- 4.1 The Company has a Disclosure Committee, comprising the Chairman, the Chief Executive Officer and Company Secretary with the purpose being to ensure accurate and full disclosure of material information.
- 4.2 Specifically, the Disclosure Committee will assist with
- (a) determining what information will be disclosed to ASX; and
 - (b) preparing (or overseeing the preparation of), reviewing and approving external disclosure of information.
- 4.3 The Disclosure Committee will act through the Company Secretary and such of its other members as are reasonably available to perform the relevant function.
- 4.4 The existence or role of the Disclosure Committee does not, however, detract from the primary responsibility of the General Counsel and Company Secretary in administering this policy (as set out in section 3 above).

5.0 Review

This policy will be reviewed on a biannual basis unless changes to the Corporations Act or the ASX Listing Rules demand an earlier review.

Annexure Materiality

1.0 Introduction

- 1.1 To assist in the identification of matters which may require disclosure, the following guidelines are provided which include certain preliminary thresholds. The purpose of these guidelines is to identify matters which can then be considered more fully as to whether or not disclosure is required.
- 1.2 All of the matters which will require consideration under these guidelines will not necessarily require disclosure. Conversely, it is important to remember that a matter may be disclosable even if it does not come within the following categories.
- 1.2 Where a matter is potentially disclosable, the Company Secretary should be informed as soon as possible.

2.0 Materiality Tests

2.1 Qualitative Test

Although the test for determining materiality is an objective one, ASX has indicated that officers and employees may find the following questions useful in providing some guidance as to whether information may be market sensitive:

- (i) Would the information influence my decision to buy or sell securities in the Company at their current market price?
- (ii) 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?

Matters that may be disclosable include, but are not limited to, matters:

- (a) involving the disclosure of Exploration Results and Mineral Resources and Ore Resources as required under the JORC Code 2012 Edition;
- (b) involving the capacity of the Company to conduct exploration and evaluation in Madagascar arising from political and social issues and impact of changes in season;
- (c) involving elections in Madagascar;
- (d) involving changes to mining legislation and other legislative changes in Madagascar which may have a material impact on the Company;
- (e) involving the financial impact of equity raisings and the capacity of the Company to continue into the future;

- (f) involving a significant allegation of any breach of the law, whether civil or criminal, by the Company or any of its employees;
- (g) involving the appointment of a receiver, manager, liquidator or administrator in respect of the Company or an event which could result in the Company or an affiliate entity becoming insolvent;
- (h) involving a change in executive personnel and/or structure;
- (i) that may have an adverse effect on the reputation of the Company; or
- (j) that are in some other way onerous, unusual or so outside the ordinary course of business that they ought to be considered.

3.0 Income or expenses impacting earnings

- 3.1 Notwithstanding the ASX Guidance Note not requiring a company to release the information in its half yearly or annual financial statements ahead of their scheduled release date. A transaction or an event identified in the course of preparing financial statements (or indeed at any other time) that is viewed as being market sensitive information may be disclosed immediately under Listing Rule 3.1.
- 3.2 Two areas where this disclosure may be required relate to impairment of exploration and evaluation expenditure and post-balance date events.
- 3.3 If the Company becomes aware that its earnings for a reporting period will materially differ (downwards or upwards) careful consideration will need to be given as to whether the Company has a legal obligation to notify the market of that fact.
- 3.4 The Guidance Note indicates that such variations should be disclosed where the difference is of such magnitude that a reasonable person would expect it to have a material effect on the price or value of the Company's securities. The ASX regards a price movement to be material if it is greater than 10 per cent, and not material if it is less than 5 per cent.

4.0 Listing Rule examples of matters requiring disclosure

Listing Rule 3.1 provides the following relevant and specific examples of matters that may need to be disclosed under Listing Rule 3.1:

- (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 hydro carbon 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 (a proposed issue of securities is separately notifiable to ASX under Listing Rule 3.10.3);
- (k) giving or receiving a notice of intention to make a takeover; and
- (l) any rating applied by a rating agency to the Company or its securities and any change to such a rating.