

Continuous Disclosure Compliance Procedures

1 Applicability

These procedures apply to the Disclosure Officer, the Chief Executive Officer, the Company Secretary and each director of Magnetite Mines Limited ABN 34 108 102 432 (**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 these procedures 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.

These compliance procedures must be read in conjunction with the ASX Listing Rules (**Listing Rules**) and the ASX Guidance Notes, particularly [ASX Guidance Note 8 Continuous Disclosure Listing Rules 3.1 – 3.1B](#) and [ASX Guidance Note 16 Trading Halts and Voluntary Suspensions](#).

3 Key procedures

3.1 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 these procedures 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 these procedures. 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?”
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- (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?”

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

3.3 Approval process for significant announcements

The Disclosure Officer must ensure that all Significant Company Announcements are submitted to the full Board for approval. **Significant Company Announcements** are announcements that address matters of particular significance affecting the Company which would include:

- (a) periodic corporate reports – annual directors' report, annual and half-yearly financial statements; quarterly activity report; quarterly cash flow report or similar periodic report prepared for the benefit of investors;
- (b) interim and final results;
- (c) market updates;
- (d) earnings guidance;
- (e) equity capital raisings;
- (f) control transactions (as acquirer or target) (e.g. takeovers, schemes of arrangement);
- (g) corporate actions (e.g. buy backs, capital reductions, demergers, restructures);
- (h) related party transactions requiring shareholder approval;
- (i) other matters or transactions requiring shareholder approval; and
- (j) 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, the Disclosure 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.

3.4 Drafting announcements

All Company announcements must be accurate and presented in a clear and balanced way, including both positive and negative information. This includes:

- (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 in fact? 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. The 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.
- (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).

3.5 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 Disclosure Officer is responsible for monitoring changes in 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 the ASX under Listing Rule 3.1 in a form suitable for release to the market. The Disclosure 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). Even if leaked or inadvertently disclosed information is not considered to be market sensitive

	information, to give investors equal access to the information, the information will be posted on the Company's website.
Media/analyst report or market rumour	<p>If the Disclosure Officer becomes aware of a media or analyst report or market rumour about the Company circulating in the market that could lead to a false market in the Company's securities, the Disclosure 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 Disclosure Officer will consider if an announcement is required. If an announcement is required and the Company needs time to prepare the announcement, the Disclosure Officer should seek the approval of the Board to request a trading halt.</p>

3.6 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 the ASX under Listing Rule 3.1 and before it can give the 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 Disclosure Officer should contact the Company's listing adviser at the ASX to discuss the situation or seek legal advice.

Only the Board (or the Chair and Chief Executive Officer) if time does not permit the convening of the full Board) may authorise the Disclosure Officer, or any other person, to request a trading halt. The Disclosure 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 Disclosure 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 the ASX immediately to discuss whether it is appropriate to request a trading halt.

3.7 Safeguarding confidentiality

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

Continuous Disclosure Policy	<p>The Company has a Continuous Disclosure Policy, which is distributed to all directors, officers, employees and contractors, and sets out their responsibilities with regards to the Company's continuous disclosure obligations and confidentiality. As set out in that policy, continuous disclosure training or awareness sessions will be held from time to time, as required.</p> <p>When the Company is involved in a market sensitive transaction or other event that may constitute market sensitive information, the Disclosure Officer must remind all directors, officers, employees and contractors 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>
Third parties involved in market sensitive transaction or otherwise in receipt of confidential information	<p>The Disclosure 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 the Company or its related companies are bound by obligations of confidentiality pursuant to a non-disclosure, confidentiality or other agreement before any confidential information is provided to them. The Disclosure Officer should confirm that third parties have in place policies and practices relating to the handling and control of confidential market sensitive information that satisfy the terms of the non-disclosure or confidentiality agreement.</p>
Access to, and protection of, market sensitive transaction	<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, and maintain a register of both internal and external people who are insiders on market sensitive transactions. 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>
Canvassing of existing of potential investors	<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>
Reliance on Listing Rule 3.1A	<p>The Disclosure 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</p>

	<p>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> <p>The Disclosure Officer should have a draft letter to the ASX requesting a trading halt, and a draft announcement about the negotiations ready to send to the ASX if they are no longer confidential.</p>
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3.8 Communicating with the media and public

Only the Chief Executive 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 the 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 information which has been released to the market through the 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 the 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 Disclosure 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 Disclosure Officer must 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 Disclosure Officer that the information requires disclosure to the market, the Disclosure Officer must immediately make the appropriate announcement to the ASX.</p> <p>The Disclosure Officer must review any discussions with external parties after they have been held to check whether any market sensitive information has been inadvertently disclosed and if so, make sure the information is given to the ASX for release to the market.</p> <p>Any slides and presentations used in briefings must be given</p>
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	to the 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 the ASX, do not need to be released to the ASX or posted on the Company website.
Responding on analyst's financial projections and reports	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.
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 before the release of its results – in the case of the half-year results, from 1 December, and in the case of the full year's results, from 1 June until release.

4 Key responsibilities

Disclosure 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 through day-to-day involvement with the Company's operations and by reviewing the Company's operating report, financial report and Board minutes on a monthly basis. • 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 Disclosure 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 3.3) are submitted to the full Board for approval. • Reviewing, overseeing and coordinating information provided to the 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. • 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
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	<p>the Company.</p> <ul style="list-style-type: none"> • Providing information to the Company Secretary (where the Company Secretary is not also the Disclosure Officer) 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 these procedures, and any amendments to these procedures. • 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 the ASX since the last Board meeting and decide whether any additional information concerning those announcements needs be disclosed to the 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 the ASX in relation to ASX Listing Rule matters and ensuring that the person: (a) has the organisational knowledge to have meaningful discussions on disclosure matters; and can request a trading halt (but only following receipt of approval to do so (refer to section 3.6)) 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 the 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 the ASX is trading.
Company Secretary	<ul style="list-style-type: none"> • Co-ordinating all communication with the ASX. • Releasing announcements electronically to the ASX in accordance with the directions of the Disclosure Officer (where the Disclosure Officer is not also the Company Secretary). • Circulating to the Disclosure Officer and each member of the Board a copy of all announcements released to the ASX promptly after they have been made. • Promptly posting a copy of each announcement released to the ASX on the Company's website after confirmation of release has been received from the ASX.

	<ul style="list-style-type: none">• Establishing and maintaining a record of all information disclosed to the ASX, and if a decision is made not to disclose information to the ASX keeping a record of that information together with the reasons for that decision.
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5 Consequences of breach

If there is a breach of these procedures, the person who becomes aware of the breach must immediately notify the Disclosure Officer. The Disclosure 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 the ASX if necessary and notifying the Board).

6 Review

The Disclosure Officer will review these procedures 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.