



# Sandfire

## **DISCLOSURE POLICY**

Approved by the Board on 25 April 2022

# DISCLOSURE POLICY

The Board of Directors of Sandfire Resources and its subsidiaries (**Sandfire or the Company**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Sandfire is committed to making prompt disclosure of market sensitive information concerning the Company so that trading in its securities can take place in an informed market.

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## 1. Policy purpose

This policy promotes compliance by Sandfire with processes and procedures directed at ensuring that the Company meets the continuous disclosure requirements of the Australian Securities Exchange (**ASX**).

The purpose of this policy is to ensure that:

- a. the market is kept fully informed of information that a reasonable person would expect to have a material effect on the price or value of its securities; and
  - b. all investors have equal and timely access to material information concerning Sandfire, including its financial position, performance, ownership and governance.
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## 2. Introduction

- a. Under continuous disclosure laws, Sandfire must immediately notify the ASX of materially price sensitive information (unless an exception applies). ASX requires that the share market is kept continuously informed of such information.
  - b. Failure to notify ASX can be a serious criminal offence, exposing Sandfire, its managers and directors to imprisonment, fines and damages.
  - c. For the purposes of this policy, **Relevant Person** has the meaning given to it in Sandfire's Securities Trading Policy.
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## 3. Continuous disclosure principle

- a. ASX Listing Rule (**LR**) 3.1 requires Sandfire to immediately notify the ASX if it has, or becomes aware of, any information concerning Sandfire that a reasonable person would expect to have a material effect on the price or value of Sandfire's securities were that information to be generally available. This is known as the continuous disclosure obligation. Sandfire is also required by sections 674 and 674A of the Corporations Act 2001 (Cth) (**Corporations Act**) to comply with this obligation. In this context, ASX has confirmed in Guidance Note 8 that "immediately" means "promptly and without delay".
- b. LR 15.7 requires that Sandfire must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.
- c. The continuous disclosure obligation does not apply if the exception to the obligation outlined in section 4 of this policy applies.
- d. Any material price sensitive information must be disclosed to the ASX in accordance with this policy. All disclosures must be accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

This policy is available in the Governance section of the Company's website.

## 4. Exception to the continuous disclosure principle

### Availability of the exception

- a. Disclosure under LR 3.1 is not required if each of the following is satisfied in relation to the information:
  - i. the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
  - ii. one or more of the following applies:
    - A. it would be a breach of a law to disclose the information;
    - B. the information concerns an incomplete proposal or negotiation;
    - C. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    - D. the information is generated for the internal management purposes of Sandfire; or
    - E. the information is a trade secret; and
  - iii. a reasonable person would not expect the information to be disclosed.
- b. All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, Sandfire must immediately disclose the information to the ASX in accordance with this policy.

### A false market may cause the exception to be lost

- c. LR 3.1B provides that if the ASX considers that there is, or is likely to be, a false market in Sandfire securities, and requests information from Sandfire to correct or prevent the false market, Sandfire must give the ASX the information needed to correct or prevent the false market.
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## 5. Disclosure Committee

- a. Sandfire's board of directors (**Board**) has established a disclosure committee (**Committee**) comprising of:
  - i. Sandfire's Chief Executive Officer and Managing Director; and
  - ii. Sandfire's Chief Financial Officer and Company Secretary (**Disclosure Officer**).
- b. The Committee's responsibilities include:
  - i. determining what information will be disclosed by Sandfire to the ASX;
  - ii. implementing procedures to ensure that, if required:
    - A. disclosures to the ASX can be made immediately; and
    - B. trading halt requests can be lodged with the ASX immediately;
  - iii. preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Committee determines may be prepared and released without its prior review, if any);
  - iv. verifying the integrity of "periodic corporate reports"<sup>1</sup> released to the market that are not otherwise audited or audit reviewed, and ensuring a description of the process undertaken to verify the integrity of the report is included in each report, or in the annual report, or published on Sandfire's website;
  - v. reviewing and approving proposed external announcements for release to ASX, or, if (d) applies, referring to the Board for approval; and
  - vi. providing the Board with copies of all material market announcements promptly after they have been made.

<sup>1</sup>Periodic corporate reports" are defined in the Corporate Governance Principle and Recommendation (4th edition) as the annual directors' report, annual and half yearly financial statements, quarterly activity report, quarterly cash flow report and integrated report, sustainability report, or similar periodic report prepared for the benefit of investors.

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- c. The Committee must consult with the Board, senior management (including internal legal counsel) and for the avoidance of doubt the Committee is authorised to engage external advisers as it considers necessary, including where there is doubt as to whether certain information should be disclosed.
- d. If the Chief Executive Officer and Managing Director or the Committee considers that an announcement is of such a nature that it ought to be reviewed and approved by the Board or the Board has directed that the nature of such an announcement requires Board approval, then the Company Secretary must:
  - i. take all steps necessary to convene a Board meeting as soon as practicable to consider and approve the announcement; and
  - ii. take such other steps as the Committee determines are necessary to comply with Sandfire's continuous disclosure obligations, including, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Board is able to meet.
- e. A quorum of the Committee is two members. If a quorum cannot be formed from the Committee members listed in paragraph 5(a), the following will be added as members of the Committee (in the order specified), until a quorum can be formed:
  - i. the chair of the Audit Committee
  - ii. the chair of the Risk Committee
  - iii. the chair of the People and Performance Committee
  - iv. any other director of the Company.
- f. Where a continuous disclosure obligation arises, disclosure should not be delayed to accommodate the availability of members of the Committee or, if applicable, the Board. If either the Committee (or, in the case of announcements to be approved by the Board, the Board) is unavailable to make a disclosure decision, the Disclosure Officer must take such other steps as he or she determines is necessary to comply with Sandfire's continuous disclosure obligations, including, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Committee or the Board is able to meet.

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## 6. Reporting obligations and safeguarding confidentiality

- a. The Disclosure Officer is responsible for ensuring that all Board decisions that must be disclosed to the ASX are dealt with by an appropriate company announcement and that any routine announcement is also accurate, balanced and expressed in a clear and objective manner.
- b. Senior management responsible for the Company's operations and functions (**Responsible Officers**)<sup>2</sup> are required to report all information which may require disclosure to a member of the Disclosure Committee. Responsible Officers are required to ensure there is an effective flow of communication between them and their direct reports so that any potentially price sensitive information is escalated to the Disclosure Committee as a matter of urgency.
- c. All Relevant Persons are required to ensure a member of the Committee is immediately advised of any information that they believe may be price sensitive or any issues which could develop into price sensitive information. If a Relevant Person has doubt as to whether information concerning Sandfire is price sensitive, the Relevant Person must ensure that information is reported to a member of the Committee. He or she must not disclose that information to anyone outside Sandfire before the ASX is notified.
- d. If any Relevant Person becomes aware that:
  - i. there may have been inadvertent disclosure of material price sensitive information (which has not yet been disclosed to the ASX) during any communication with external parties; or
  - ii. confidential Sandfire information may have been leaked (whatever its source),he or she should ensure a member of the Committee is immediately notified. The Committee will determine the appropriate next steps.

<sup>2</sup>Every Director, member of Sandfire's Executive Committee (EXCO) and senior management is a Responsible Officer.

## 7. Disclosure

- a. If the Committee or Board (as applicable) approves the disclosure of information, the Disclosure Officer must immediately lodge that information with the ASX in the manner prescribed by the LR.
  - b. Sandfire must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.
  - c. This policy and all information disclosed to the ASX in compliance with this policy will be promptly posted on Sandfire's corporate website following receipt of such an acknowledgement from the ASX and verification by the Disclosure Officer.
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## 8. Trading halts

- a. In exceptional circumstances, it may be necessary for Sandfire to request a trading halt to maintain fair, orderly and informed trading in Sandfire securities and to manage disclosure issues (for example, if confidential price sensitive information is prematurely or inadvertently disclosed and an immediate release cannot be made).
  - b. Subject to the Board's direction, the Committee is responsible for all decisions in relation to trading halts. Unless otherwise provided in section 5(f) above, only the Disclosure Officer is authorised to request a trading halt and only in accordance with a decision by the Disclosure Committee or Board (as applicable).
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## 9. False markets

- a. In the event that the Board or any member of the Committee is aware that Sandfire is relying on an exception to its continuous disclosure obligations, they must notify each other member of the Committee and the Committee may request the Disclosure Officer (or such other person as the Committee thinks fit) to monitor:
    - i. the market price of Sandfire Securities;
    - ii. major national and local newspapers;
    - iii. if Sandfire (or any advisors of Sandfire working on the particular transaction) has access to them, major news wire services such as Reuters and Bloomberg;
    - iv. any investor blogs, chat-sites or other social media that Sandfire is aware of that regularly post comments about Sandfire; and
    - v. enquiries from analysts or journalists,for signs that the information to be covered in a potential announcement may have leaked and, if it detects any such signs, to initiate discussions with ASX as soon as practicable.
  - b. Sandfire's general policy is to respond to market rumours or speculation by stating that "Sandfire does not respond to market rumours or speculation". However, if Sandfire receives a request from the ASX for information to correct or prevent a false market, the Disclosure Officer must (in consultation with the Committee and external advisers, if necessary) immediately provide that information to the ASX.
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## 10. Briefing investors, analysts and the media

- a. Relevant Persons must ensure that they do not communicate material that a reasonable person would expect would have a material effect on Sandfire securities to an external party except where that information has previously been released publicly through the ASX.
- b. Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).
- c. If any Relevant Person participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to a member of the Committee.

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- d. The only Relevant Persons authorised to speak on behalf of Sandfire or its subsidiaries to investors, potential investors, analysts or the media are:
    - i. the Chair of the Board;
    - ii. the Chief Executive Officer and Managing Director;
    - iii. the Chief Financial Officer and Company Secretary; or
    - iv. such other members of Sandfire's executive or management team or professional communication consultants approved by the Chair of the Board, the Chief Executive Officer and Managing Director or the Chief Financial Officer and Company Secretary.
  - e. Authorised spokespersons should clarify information that Sandfire has released publicly through the ASX but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.
  - f. If a question is asked in a briefing which can only be answered by disclosing material price sensitive information which has not been publicly released, the Relevant Person must decline to answer the question or take the question on notice.
  - g. During the time:
    - i. from the period from close of trading on the ASX at the end of Sandfire's financial reporting periods (30 June and 31 December) or if that date is not a trading day, the last trading day before that day, until close of trading on the day following the announcement of the Company's financial results for those periods to the ASX; and
    - ii. from the period from the close of trading on the ASX at the end of each calendar quarter (being the end of March, June, September and December) or if that date is not a trading day, the last trading day before that day, until close of trading on the day following the announcement of the Company's quarterly report to the ASX,  
  
further restrictions are imposed to help ensure that Sandfire does not inadvertently disclose price sensitive information.
- Generally, Sandfire may respond to requests for background information but will not hold meetings or briefings with individual or institutional investors, analysts or media representatives in relation to financial information, unless the Chief Executive Officer and Managing Director decides that it is appropriate for the Company to do so and the meeting or briefing will be the subject of a specific announcement to the market through the ASX. Only the Chief Executive Officer and Managing Director or Company Secretary may respond to questions from the financial community during blackout periods.
- h. All briefing and presentation materials which contain previously undisclosed information will be disclosed to the market through the ASX and placed on Sandfire's website.

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### 11. Earnings expectations and forecasts

- a. Comments on expected earnings are confined to Sandfire's annual and half year financial reports, quarterly reporting and forecasts in a bidder's statement or prospectus. Any material change in a disclosed earnings expectation must be immediately announced to the ASX before being communicated to anyone outside Sandfire.
- b. The Chief Financial Officer is responsible for monitoring analyst reports and consensus broker forecasts for Sandfire to determine whether to raise with the Committee and the Board whether an announcement to the ASX may be necessary to correct factual inaccuracies or historical matters. If the Chief Financial Officer becomes aware of any such inaccuracies or a material divergence between an analyst's or consensus forecast and Sandfire's own forecasts or earnings expectations, he or she shall liaise with the Committee so that the necessity for an announcement to the ASX and/or trading halt can be considered.
- c. Any correction of factual inaccuracies by Sandfire does not imply an endorsement of the content of the report or forecast.

## 12. Internal communications and marketing materials

- a. All external marketing materials not otherwise subject to this Policy (**External Marketing Material**) must be provided to the Sandfire Corporate Office for clearance prior to publication. This is done through the Head of Corporate Affairs.
  - b. External Marketing Material subject to this requirement for clearance includes, but is not limited to, the following:
    - i. corporate website content;
    - ii. marketing material, including brochures and corporate videos; and
    - iii. conference presentations.
  - c. Clearance for internal corporate and subsidiary communications not otherwise subject to this Policy (**Internal Marketing Material**) must follow the provisions of the Company's Global Communications Framework.
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## 13. Breach of policy

Sandfire regards its continuous disclosure obligations as very important. Breach of this policy may lead to disciplinary action being taken, including dismissal in serious cases.

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## 14. Review and changes to this policy

The Committee will review this policy every two years or as often as it considers necessary to check it is operating effectively and consider whether changes are required. Any recommended changes must be approved by the Board.

The Company Secretary (and, so long as there are two, either one of them) is authorised to make administrative and non-material amendments to this Policy, provided that any such amendments are notified to the Board at or before its next meeting.

Sandfire will ensure any updates to this Policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, Relevant Persons covered by this Policy.

## **SANDFIRE RESOURCES**

Level 2, 10 Kings Park Road, West Perth WA 6005

T: +61 8 6430 3800 F: +61 8 6430 3849 E: [admin@sandfire.com.au](mailto:admin@sandfire.com.au)

[www.sandfire.com.au](http://www.sandfire.com.au)