



## **GRAPHEX MINING LIMITED: CONTINUOUS DISCLOSURE POLICY**

Graphex Mining Limited (“**Graphex**” or “**the Company**”) is committed to complying with the continuous disclosure obligations of the Corporations Act and the listing rules of Australian Stock Exchange Limited (ASX).

ASX listing rule 3.1 reads ‘**Once an entity 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 entity’s securities, the entity must immediately tell ASX that information**’.

**The Board of Directors has primary responsibility for compliance with this listing rule.**

In order to ensure Graphex meets its obligations of timely disclosure of such information, the Company adheres to the following practices:

- a) Immediate notification to ASX of information concerning the Company in accordance with Listing Rule 3.1 except where such information is not required to be disclosed in accordance with the exception provisions of the listing rules.
- b) All information disclosed to ASX is promptly placed on the Company’s website following receipt of confirmation from ASX.
- c) Market speculation and rumours, whether unsubstantiated or not, have the potential to impact the Company. Graphex’s general policy is to respond by advising that the Company does not respond to market rumour or speculation.
- d) However, it may be necessary to make an announcement in certain circumstances at which point the Company would consider applying to ASX for a trading halt until an announcement is made.

### **Prevention of Selective Disclosure**

The Company has established policies and procedures to ensure that a wide audience of investors has access to information given to ASX for market release. These procedures include, but are not limited to:

- a) Release of quarterly financial reports;

- b) Media releases of important milestones, including information that may not strictly be required under continuous disclosure requirements; and
- c) Ensuring that the Company Secretary is made aware of all disclosures in advance in order to minimise the risk of Continuous Disclosure breaches.

### **Financial Markets Communication**

The Company follows a program of quarterly disclosures to the market on its financial and operational results. This is complemented by disclosures during the year as events occur.

All contact with external parties is on the basis that price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an ASX announcement.

The only Company officers authorised to speak on behalf of Graphex to institutional investors and analysts are the Chairman and the Managing Director, unless other officers are formally delegated by either one of those to do so.

### **Release of Briefing Materials**

Any written materials containing new price sensitive information to be used in briefing media, institutional investors or analysts are lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material shall be posted to Graphex's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

Media releases, quarterly financial reports and AGM speeches are also lodged with ASX, and upon confirmation of receipt by ASX are posted to the Graphex's website.

### **Financial Information - Communication Blackout Periods**

To protect against inadvertent disclosure of price sensitive information, the Company imposes communication blackout periods for financial information between the end of its quarterly, half year and annual financial reporting periods and the announcement of those results to the market.

During these periods Graphex does not hold meetings or briefings to discuss financial information with individual investors, institutional investors, analysts or media representatives unless such meetings or briefings are the subject of a specific announcement to the market via ASX.

## **Earnings expectations**

Comments on expected earnings shall be confined to Graphex's quarterly financial reports or forecasts in a bidder's statement or a prospectus. Any material change in a disclosed expectation is disclosed immediately via an ASX announcement.

## **One-on-One Briefings of Institutional Investors and Analysts or the Media**

Graphex hosts one-on-one briefings for institutional investors and analysts, or the media, on an as required basis, to discuss information already released to the market via ASX, and to provide background information to assist analysts and institutions in their understanding of Graphex's business.

In hosting one-on-one briefings, Graphex's policy is to not disclose or discuss any price sensitive information that has not already been released to the market via an ASX announcement.

Generally, such interviews are conducted by the Chairman or the Managing Director and, when required, the Company Secretary may attend to consider whether there has been an inadvertent disclosure of price sensitive information.

If there has been such a disclosure, then the information will be immediately disclosed to the market via an ASX announcement.

## **Review of Analyst Reports and Profit Forecasts**

In reviewing the content of these reports, Graphex will correct factual inaccuracies or historical matters. The Company will not provide price sensitive information or earnings forecast guidance unless it has already been disclosed to the market via an ASX announcement.

## **Accountabilities and Responsibilities**

The Company Secretary is responsible for communication with ASX. In addition, the Company Secretary has responsibility for overseeing and coordinating disclosure of information to ASX and communicating with the Managing Director in relation to continuous disclosure matters.

The Managing Director is responsible for overseeing and coordinating disclosure of information to the media and to analysts, brokers and shareholders and communicating with the Company Secretary in relation to continuous disclosure matters.

Responsibility for reviewing disclosure issues arising from open or one-on-one briefings with either financial market or media representatives lies with the presenter in conjunction with the Company Secretary.

Each executive is responsible for:

- a) Communicating with the Company Secretary in relation to possible continuous disclosure matters;  
and
- b) Communicating with the Managing Director in relation to media matters and investor relations matters concerning his area of responsibility in the Graphex business.

**Continuous disclosure committee**

A continuous disclosure committee has not been formed, however the Board reviews its Continuous Disclosure obligations via a standing agenda item at each Board meeting.

**POLICY APPROVAL and REVIEW**

Approved by the Board                      30 May 2016