

Dominion Minerals Limited

Continuous Disclosure Policy

Adopted by the Board on 14 July 2017

1. Introduction

1.1 Obligations of Disclosure

As an ASX listed company, Dominion Minerals Limited (“Company”) is required to comply with the continuous disclosure regime in section 674 of the Corporations Act and Listing Rule 3.1 which entrenches the statutory requirements of section 674 to which statutory liability for its breach attaches.

1.2 Purpose

This document sets out the Board’s continuous disclosure policies as adopted by the Board on the Adoption Date, and outlines measures adopted by the Company in order to meet these obligations.

1.3 Policy overview

This document outlines the procedure for:

- i. identifying information that is Price Sensitive Information;
- ii. reporting the information to the Chairman/CEO/Company Secretary for review;
- iii. providing a framework to ensure the Company achieves consistently high standards in complying with its continuous disclosure obligations under the Corporations Act and Listing Rules; and
- iv. reporting on and authorising the preparation and release of a Continuous Disclosure Announcement when required to be made.

An overview of the procedure for identifying and responding to Price Sensitive Information and the Company’s Continuous Disclosure Obligations is set out in Schedule 1.

2. Continuous Disclosure Obligation

2.1 What is continuous disclosure obligation

Dominion Minerals is an ASX listed company and must comply with the continuous disclosure obligations of The Corporations Act and the ASX Listing Rules at all times.

Chapter 3 of the ASX Listing Rules deals with the continuous disclosure requirements that an ASX listed company must satisfy. In particular, Listing Rule 3.1 requires the Company to immediately disclose to the market by notifying ASX 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’.

This is **Price Sensitive Information**.

2.2 Price Sensitive Information

Price sensitive information is 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. A non-exhaustive list of matters that may be considered Price Sensitive Information are set out in Schedule 2.

2.3 Material Effect of the Price of Securities

A reasonable person is taken to expect information to have a material effect on the price or value if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities of the Company.

In assessing whether information is market sensitive information, the information needs to be considered in context, rather than in isolation. Such consideration should include:

- i. the circumstances affecting the entity at the time;
- ii. any external information that is publicly available at the time; and
- iii. any information that the Company has previously disclosed to the market.

2.4 When does the Company become aware of information?

The Company becomes aware of the information if any of its Directors or executive officers, including the CEO and COO, has, or ought reasonably to have come into possession of the information in the course of the performance of their duties as a Director or an Officer of the Company.

2.5 The meaning of "immediately"

Under ASX Listing Rule 3.1, market sensitive information must be disclosed to ASX immediately upon the Company becoming aware of the information, unless it falls within the carve-outs from disclosure in Listing Rule 3.1A. "Immediately" means "promptly and without delay". Doing something "promptly and without delay" means doing it as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay).

2.6 Information first released to ASX

Listing Rule 15.7 states the Company must release information required to be disclosed to the market (i.e. by a Continuous Disclosure Announcement) to ASX and await receipt of an acknowledgement from ASX before the Company discloses the information to any other person.

2.7 Exceptions to the continuous disclosure obligations

Under ASX Listing Rule 3.1A, disclosure of information is not required if each of the following is satisfied:

- 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; **AND**

- b) the information is confidential and the ASX has not formed a view that the information has ceased to be confidential; **AND**
- c) a reasonable person would not expect the information to be disclosed.

The exception operates only for as long as all three conditions are satisfied. If one or more of the conditions ceases to be satisfied, the exception no longer applies and the Company must disclose the information immediately in accordance with Listing Rule 3.1.

2.8 Applying the exceptions in practice

Examples of the type of information that does not require disclosure include:

- i. proposed acquisitions or disposals or other commercial arrangements in the process of negotiation;
- ii. internal budgets and forecasts;
- iii. management accounts;
- iv. business plans;
- v. internal market intelligence;
- vi. information prepared for financiers;
- vii. financing terms in the usual course; and
- viii. dispute settlement negotiations.

However, there may be a number of matters which are commercially sensitive and the disclosure of which would be detrimental to the Company but which may be required to be disclosed because they may not fall within the exceptions. Examples include:

- ix. a serious claim against the Company, prior to commencement of proceedings;
- x. an allegation or investigation by a regulatory body that is not being disputed by the Company;
- xi. information about a 'complete' proposal (e.g. where the Board has resolved to adopt a new name or brand);
- xii. the terms of settlement of a dispute which the parties wish to keep confidential and which is not supported by a court order of confidentiality; and
- xiii. material terms of a trading agreement with a major supplier or customer.

Whether information of this type falls within one of the exceptions will depend on the facts.

2.9 False market

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 give ASX the information needed to correct or prevent the false market.

The obligation to give information requested by ASX to correct a false market applies regardless of whether the exception in Listing Rule 3.1A otherwise applies.

Examples of circumstances where ASX would be likely to consider a false market exists include:

- i. the Company has information that has not been released to the market because it is relying on Listing Rule 3.1A;

- ii. there is a reasonably specific rumour or media comment in relation to the Company that has not been confirmed, denied or clarified by the Company; and
- iii. there is evidence that the rumour or comment is having, or ASX forms the view that it is likely to have, an impact on the price of the Company's Securities.

3. Roles and Responsibilities

3.1 Board of Directors

The Board is responsible for ensuring the Company complies with its continuous disclosure obligations, and is responsible for implementing and overseeing this Policy. These responsibilities include:

- i. monitoring the Company's compliance with its Continuous Disclosure Obligations;
- ii. ensuring adequate processes and controls are in place for the identification and disclosure of Price Sensitive Information in a timely manner;
- iii. ensuring officers and employees are educated on the Policy and the internal reporting processes and controls; and
- iv. reviewing and making changes to the Policy as required.

3.2 Delegation to Disclosure Officer

The Board may delegate to a person (Disclosure Officer) the day-to-day management of its responsibilities regarding the Company's Continuous Disclosure Obligations. This shall normally be the Company Secretary unless otherwise decided by the Board.

The Disclosure Officer is responsible for:

- i. communications with ASX;
- ii. ensuring compliance with the reporting procedure for Price Sensitive Information in this Policy;
- iii. ensuring the Board is informed of Price Sensitive Information and any Continuous Disclosure Announcements made; and
- iv. where reasonably possible, ensuring the Board is consulted and has considered and approved a Continuous Disclosure Announcement.

3.3 Cessation and revocation of delegations

The power exercisable by the Board under this section shall also include the power to revoke any delegation granted earlier. For the purpose of this section, the authority of any Disclosure Officer shall immediately cease upon:

- i. their retirement, resignation or removal as an officer of the Company, in the case of a Director or the Secretary, the CEO, CFO or any other person employed by the Company with such delegated power; and
- ii. in the case of the Chair, the resignation or retirement or incapacity of the Chair to act as Chair notwithstanding that the Chair may continue to be a Director of the Company.

3.4 Authority to make Continuous Disclosure Announcements

The Disclosure Officer has the authority to make and release Continuous Disclosure Announcements in accordance with the procedures outlined in this Policy. The Board may impose any conditions or qualifications on the authority of the Disclosure Officer to prepare and release Continuous Disclosure Announcements.

4. Disclosure events and reporting procedure

4.1 Reporting relevant information

If any Director, executive officer or employee becomes aware of information that they believe may be Price Sensitive Information, they must immediately provide full details to the Disclosure Officer. The Disclosure Officer (or otherwise nominated person) will then take the following steps:

- i. share that information with the Chair and CEO;
- ii. review the information and assess whether it is Price Sensitive Information and whether disclosure is required or the exemptions apply;
- iii. consult with advisors if necessary;
- iv. inform the Board as appropriate;
- v. prepare a Continuous Disclosure Announcement for release to ASX; and
- vi. as appropriate in the circumstances, obtain approval for the Continuous Disclosure Announcement from the Board and then release the same to ASX.
- vii. Once the requirement to disclose information has been determined and approval granted for the release of a Continuous Disclosure Announcement, in accordance with the procedure outlined above, the Disclosure Officer or otherwise nominated person will be the only person authorised to release that information.

4.2 Immediate disclosure

Directors are aware that the Board has overall responsibility for meeting the Company's continuous disclosure obligations and for announcements made to the Market. Internal processes are in place to ensure directors have sufficient time to review and approve market announcements.

However, in unanticipated circumstances, the Disclosure Officer may not be able to wait for a Board meeting or for full Board review before obtaining approval to release a Continuous Disclosure Announcement. This is because the obligation to notify ASX is an obligation to notify immediately once the Company becomes aware of Price Sensitive Information that has not previously been released to market.

In this scenario, and following the procedure outlined in 4.1, the Continuous Disclosure Announcement must have been reviewed and approved by no less than two directors. This will normally be the Chair and one other Director.

4.3 Standing agenda items at Board and senior management meetings

Continuous disclosure must be a standing agenda item at Board meetings.

Prior to each Board meeting, the Disclosure Officer will contact each executive officer, each member of senior management, and any other appropriate person to confirm that there is no information requiring disclosure.

4.4 Trading halts and voluntary suspension

If necessary, The Board may consider and request a trading halt or, in exceptional case, a voluntary suspension, from ASX to prevent trading in the Company's securities on an uninformed basis and to manage disclosure issues. It will be especially relevant to consider a trading halt where the market is trading and the Company is not in a position to give an announcement to ASX promptly and without delay, or where the market is not trading but the Company will not be able to give an announcement to ASX prior to trading next resuming. Specific circumstances could include:

- i. if the Company considers that an announcement is so significant and a Board meeting is not able to be convened promptly and without delay;
- ii. if confidential information about the Company has leaked or is inadvertently made public, to enable it to prepare an appropriate announcement to the market;
- iii. if ASX has requested that the Company provide information to correct or prevent a false market, to enable it to prepare an appropriate announcement to the market; or
- iv. to prevent an uninformed market pending announcement of a material matter.

5. Financial Markets Communication

5.1 Advisor briefings

In instances where the Company provides a briefing to analysts, institutions, investors or others that is in any way related to the affairs of the Company, with information that may not already be public or that is a reconstitution of existing information already known, this Policy shall apply so that the information (or an accurate summary of it) is made subject to a Continuous Disclosure Announcement.

5.2 Other briefings

Slides and presentation materials used in briefings with institutional investors and analyst are to be released to the ASX prior to the briefing.

Having regard to corporate governance principles and recommendations, the Company will keep and maintain a summary record for internal use of issues discussed at any meetings of the kind in this section, including a record of those present (incorporating names of those present and contact details, as known) and the time and place of the meeting.

5.3 Blackout periods

During the time between half-year or end of financial year and the reporting of actual results, the Company will not meet or communicate with analyst, investors or their advisers without the prior approval from the Chair. If such approval is provided, the communication will be limited to the subject matter of that ASX release.

6. Shareholder communication

6.1 Broader notification of Continuous Disclosure Announcement

As much as possible, the Disclosure Officer must ensure that internal procedures are adopted so that each Continuous Disclosure Announcement issued by the Company is immediately displayed on the Company's website.

7. Liability and enforcement

7.1 Liability provisions

A contravention of Continuous Disclosure Obligations can result in civil and criminal proceedings against both the Company and any person involved in the contravention.

A contravention of Continuous Disclosure Obligations imposed by the Listing Rules can result in ASX suspending trade of the Company's Securities and potentially, the delisting of the Company from ASX.

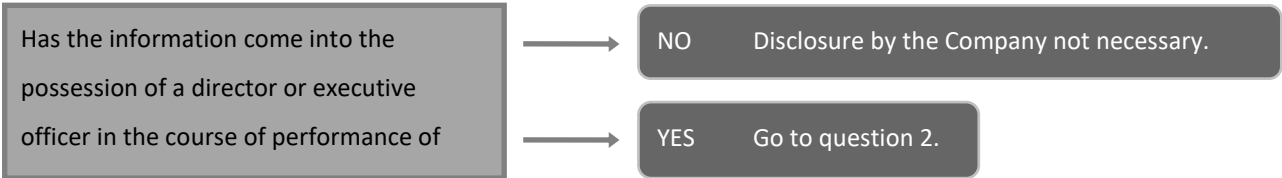
8. Endorsement of this Policy

The Company is committed to this Policy and its implementation and to ensuring that the continuous disclosure objectives in this Policy are achieved.

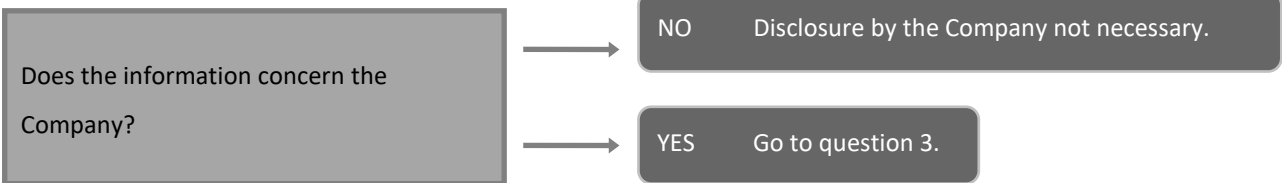
Schedule 1

Questions and answers for identifying Price Sensitive Information and Disclosure Obligations

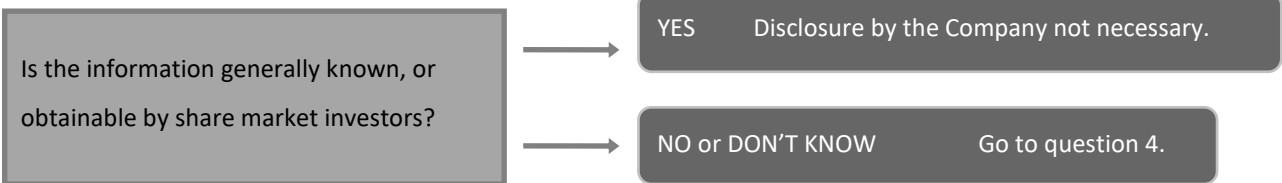
Question 1



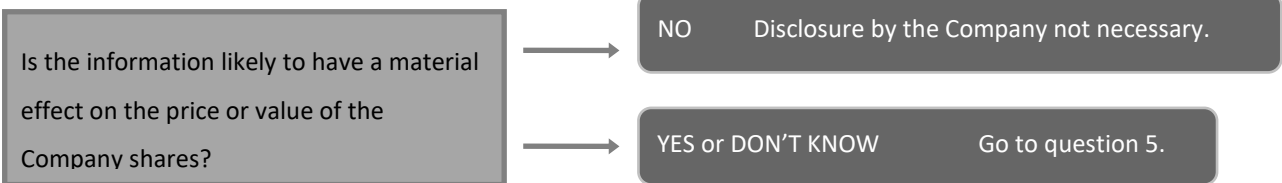
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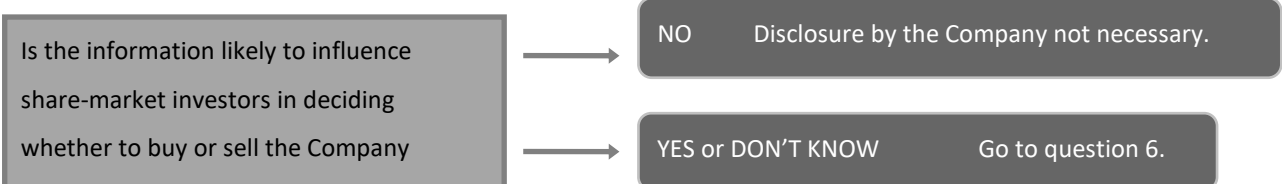
Question 3



Question 4



Question 5



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Question 6

Would a reasonable person expect the Company to disclose the information to the market?

YES Disclosure required.

NO or DON'T KNOW Go to question 7.

Question 7

Is the information confidential (i.e. is everyone who knows obliged to keep it secret)?

NO Disclosure required.

YES Go to question 8.

Question 8

Would it be a breach of a law to disclose the information?

YES Disclosure by the Company not necessary.

NO or DON'T KNOW Go to question 9.

Question 9

Is the information part of an incomplete proposal?

YES Disclosure not yet required - review when completed.

NO Go to question 10.

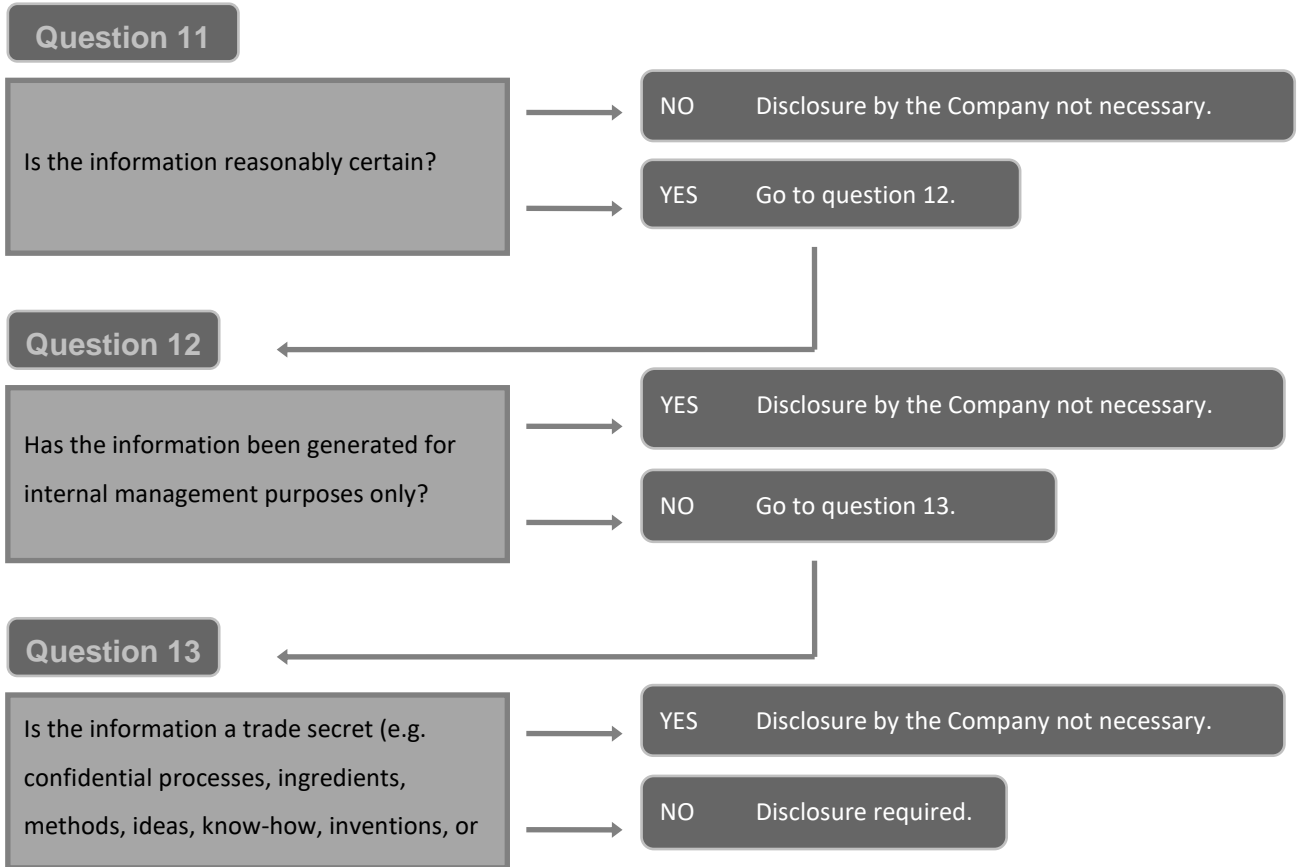
Question 10

Does the information relate to a current negotiation?

YES Disclosure not yet required - review when completed.

NO Go to question 11.

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Schedule 2

Examples of Price Sensitive Information

Types of information that constitute Price Sensitive Information in relation to the Company include (but are not limited to) information that:

- i. relates to the financial affairs of the Company, directly or indirectly;
- ii. may give the person proposing to deal in Securities an advantage over other persons holding or dealing in Securities; and
- iii. if it were generally available, would be likely to materially affect the price or value of the Securities.

Information about the Company regarding any of the following subjects that is not publicly available, is also Price Sensitive Information:

- i. material changes in turnover or current or prospective profit figures;
- ii. proposed action in the form of dividends, bonus issues or other new share issues;
- i. proposed major disposals or acquisitions of assets and proposed major contracts, beyond the size and nature of contracts normally undertaken by the Company;
- ii. proposed changes in capital structure;
- iii. information to be disclosed under the Corporations Act or Listing Rules;
- iv. proposed changes to the Board, other than filling a casual vacancy or a retirement due to ill health or similar situation;
- v. proposed changes in the general character or nature of the business;
- vi. information regarding changes in the holdings of substantial Shareholders;
- vii. proposed significant changes in the holdings of any director;
- viii. appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by it or any of its child entities;
- ix. a recommendation or declaration of a dividend or distribution;
- x. a recommendation or declaration that a dividend or distribution not be declared;
- xi. undersubscriptions or oversubscriptions to an issue;
- xii. a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets;
- xiii. a claim against the Company for which the excess or damages (or both) payable by it is a significant proportion of the written-down value of the Company's consolidated assets;
- xiv. an agreement or option to acquire or sell a significant asset;
- xv. information about the beneficial ownership of securities obtained under part 6C.2 Corporations Act;
- xvi. giving or receiving a notice of intention to make a takeover; or
- xvii. an agreement between the Company (or a related party or subsidiary) and a director (or a related party of the director).

Price Sensitive Information, in the context of this policy, refers to information which is not yet public or not publicly released.