

## **CONTINUOUS DISCLOSURE POLICY**

The Board and senior management of Compass are committed to the provision of timely, full and accurate disclosure in accordance with best practice. This policy is designed:

- to ensure compliance with continuous disclosure requirements;
- to keep stakeholders informed on a timely basis of the material events or issues affecting Compass; and
- to allow stakeholders equal opportunities to receive externally available information issued by Compass;

This policy applies to all Directors and employees of Compass Resources NL and its subsidiaries (collectively "Compass").

Compass is required to disclose to the market continuously and on a timely and informed basis in accordance with the ASX Listing Rules and the spirit and intent of the best practice guidelines released by institutions such as Australian Securities and Investments Commission and the Australasian Investor Relations Association (AIRA).

Under the ASX Listing Rules, Compass must immediately notify the market through an announcement to the Australian Stock Exchange of any information concerning Compass that a reasonable person would expect to have a 'material' effect on the price or value of Compass securities.

Disclosure is not required, however, where all of the following three requirements are met:

- a reasonable person would not expect the information to be disclosed; and
- the information is confidential; and
- one or more certain conditions contained in Listing Rule 3.1.3 applies.

The Board has adopted this policy of, the procedures for determining when a market communication should be made, who has the authority to approve the market communication, the parameters for external communications, including media contact and comment and analyst briefings.

In accordance with this Policy, the Chairman and Managing Director are responsible for determining what and when information regarding Compass is to be disclosed to the market. Accordingly, no public announcements or statements regarding Compass may be made without the approval of the Chairman and Managing Director or as provided in this policy.

In determining whether information is material and/or market-sensitive, regard will be given as to whether or not there is a substantial likelihood that the information would influence investors in deciding whether to buy, sell or hold Compass securities.

The Chairman and Managing Director may consult with the Company Secretary, General Counsel and Chief Financial Officer to assist them with their deliberations. In addition, where appropriate, the Chairman and Managing Director may seek external advice.

Announcements must be made to the *asxonline* website in the required form as soon as practicable after the announcements have been approved for disclosure by the Chairman and Managing Director.

Senior executives of Compass are responsible for co-ordinating the collection of price sensitive information concerning Compass and forwarding it to the Managing Director or the Company Secretary as soon as they become aware of it. The Chairman and Managing Director will then determine whether disclosure is required.

It is the intention of Compass to provide commentary on the Company's financial results to enhance the clarity and balance of reporting and to enable investors to make an informed assessment of Compass's activities and results.

Compass will not, however, conduct discussions regarding its financial results with anyone including analysts, major shareholders, institutional investors or the media for the period commencing from period end to the release of its full-year or half-year financial results. Previously undisclosed material to be provided to analysts at any briefings is to be lodged with the ASX and posted on our website promptly following release to the ASX.

Meetings with analysts, major shareholders, institutional investors or fund managers are limited to the Directors, Managing Director, Chief Financial Officer, Company Secretary or any other persons approved by the Managing Director.

Where practicable at least two representatives from Compass should attend these meetings.

Representatives from Compass must ensure that only publicly available information is used when answering questions or reviewing draft reports. While factual inaccuracies may be corrected, no comments may be made regarding financial forecasts (other than in connection with forecasts previously made to the market).

Any presentations made at these meetings must be lodged with the ASX immediately prior to the meeting being held and will also be made available on Compass's website.

The Compass Authority Levels policy sets out the guidelines in place that limit media commentary on issues relating to Compass to certain authorised people.

As a general rule:

- Only the Chairman or Managing Director are authorised to make public statements about Compass (unless approval is otherwise given to people by the Chairman or Managing Director).
- Senior executives are limited to commenting only on the businesses within their respective areas of responsibility.

ASX releases are made available to the media through wire services (e.g. AAP, Reuters, Bloomberg, Dow Jones). It is the preference of Compass that all media announcements regarding Compass are made through the ASX even where technically the announcement is not required to be made under the continuous disclosure regime.

If any information is unintentionally communicated in breach of this policy, the Managing Director or Company Secretary should be immediately informed so that an announcement can be made to the market through the proper channels.

Compass is required to provide shareholders with transparent, accessible and timely communications regarding the activities, strategy and performance of Compass. All announcements made to the ASX, including copies of all half-year and full-year reports are to be posted on our website at [www.compassnl.com.au](http://www.compassnl.com.au) immediately after release by the ASX.

In addition, Compass is required to communicate directly to its security holders through the distribution of annual and half yearly reports and in addresses given by the Chairman and Managing Director at general meetings. To assist it in doing this, Compass may utilise its website and post other relevant material to allow shareholders access to this information.

Compass's policy is not to comment on market speculation and rumour.

In addition, other relevant material should be posted on the website as soon as it is available, including:

- results of the AGM
- addresses given at the AGM by directors and management
- transcripts or audio recordings of analyst presentations or briefings or recorded conference presentations relating to the performance of Compass.

The Company Secretary is responsible for overseeing and co-ordinating all communications between the ASX and Compass. In addition, the Company Secretary is authorised to approve the lodgement of announcements with the ASX where they are administrative in nature and do not contain price sensitive information which has not yet previously been disclosed. By

way of example only, Appendix 3B lodgements with the ASX may be authorised by the Company Secretary in connection with the issue of securities as required for legal compliance.

The Company Secretary is also responsible for overseeing the content management of the Corporate Section of the Compass website and the distribution of material to members such as financial reports, notices of general meetings and letters to members.

This policy is to be monitored by the Chairman and Managing Director to ensure its compliance.

This policy must be observed by employees at all times. A breach of this policy is considered to be serious misconduct and may lead to disciplinary action being taken, including dismissal in serious cases.

Any questions regarding this policy and how it is to be interpreted should be referred to the Company Secretary of Compass.