GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

304/66 Berry Street
North Sydney NSW 2060
Phone (02) 9922 1266
Fax (02) 9922 1288

Continuous Disclosure Policy

1. *Purpose*

The purpose of this Continuous Disclosure Policy is to:

(a) ensure that Golden Cross Resources Ltd ("Golden Cross") complies with its continuous disclosure obligations under the *Corporations Act* and the Australian Securities Exchange ("ASX") Listing Rules;

(b) assist the Company and its employees in striving to achieve the highest standards of disclosure;

(c) provide shareholders and the market with timely, direct and equal access to information issued by Golden Cross; and

(d) promote investor confidence in the integrity of Golden Cross and its securities.

2. *Legal Requirements and Best Practice Guidelines*

2.1 Legal Requirements

Golden Cross is subject to continuous disclosure requirements under the Corporations Act and the Listing Rules, in addition to periodic and specific disclosure requirements under the Listing Rules.

The Rule

The primary continuous disclosure obligation is contained in Listing Rule 3.1, which states that:

> *"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 Exception

LR 3.1A contains the only exception to LR 3.1:

> *"Listing Rule 3.1 does not apply to particular information while all of the following are satisfied:*
>
> *3.1A.1 A reasonable person would not expect the information to be disclosed.*
>
> *3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential.*
>
> *3.1A.3 One or more of the following applies:*
>
> - *It would be a breach of a law to disclose the information.*
> - *The information concerns an incomplete proposal or negotiation.*
> - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure.*
> - *The information is generated for internal management purposes of the entity.*
> - *The information is a trade secret."*

ASX may request information to correct false market

Listing Rule 3.1B provides that if ASX considers that there is, or is likely to be, a false market in an entity's securities, and requests information from the entity to correct or prevent the false market, the entity must give ASX the information needed to correct or prevent the false market.

Disclose to ASX first

Listing Rule 15.7 requires that an entity must not release information that is for release to the market to anyone until it has given the information to ASX and has received an acknowledgement from ASX that the information has been released to the market.

Materially price sensitive information

Section 677 of the Corporations Act states that 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, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of" those securities.

2.2 Best Practice Guidelines

In addition to the legal requirements, there are guidelines published by various bodies which, though not mandatory, set out various views of best practice in the area of continuous disclosure.

The most important of these guidelines are:

a) ASX Corporate Governance Council "Corporate Governance Principles and Recommendations" dated August 2007, in particular Recommendations 5.1 and 5.2;
b) ASX Guidance Note 8 "Continuous Disclosure";
c) Australasian Investor Relations Association "Best Practice Guidelines for Communication between Listed Entities and the Investment Community";
d) Australian Securities and Investments Commission (ASIC) Guidance Rules "Better disclosure for investors"; and
e) ASIC guidance and discussion paper "Heard it on the grapevine".

2.3 This Policy

This Policy contains all continuous disclosure requirements under the Listing Rules and the Corporations Act, and incorporates best practice guidelines suggested by the sources listed above.

---

3. *Disclosure Principle*

Golden Cross will immediately notify ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of Golden Cross securities, unless exempted by the Listing Rules.

---

4. *Timing*

Golden Cross must not release materially price sensitive information until it has disclosed it to ASX and received confirmation of its release by ASX.

---

5. *Materially Price Sensitive Information*

Any information concerning Golden Cross that would, or would be likely to, influence investors in deciding whether to acquire or sell Golden Cross securities (materially price sensitive information) must be disclosed to ASX in accordance with this Policy.

The Board of Directors is responsible for determining what information is to be disclosed. Where there is doubt as to whether certain information should be disclosed, the Board will discuss the issue with management, and if necessary, seek external advice.

The determination of whether certain information is materially price sensitive information subject to continuous disclosure necessarily involves the use of judgment. There will inevitably be situations where the issue is not clear. If Company officers come across information that potentially falls

within the category of materially price sensitive information, they should treat it as if it is materially price sensitive information and refer it to a Director or the Company Secretary.

The following provides a guide as to the type of information likely to require disclosure. This is not an exhaustive list.

Matters that generally require disclosure include:

a) changes in the Board of Directors, senior executives or auditors. In the case of the appointment of a new Managing Director, disclosure of the key terms and conditions of the relevant contract entered into (e.g. components of pay package) will be necessary;

b) an agreement between Golden Cross (or a related party or subsidiary) and a Director (or a related party of the Director).

c) events regarding Golden Cross securities, financing or any default on any securities (e.g. under or over subscriptions to an issue of securities or a share buy-back);

d) giving or receiving a notice of intention to make a takeover offer;

e) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of Golden Cross' consolidated assets (an amount of 5% or more would normally be significant but a smaller amount may qualify in a particular case);

f) mergers, acquisitions/divestments, joint ventures or changes in assets;

g) significant developments in regard to new projects or ventures;

h) industry issues that may have a material impact on Golden Cross;

i) significant changes in technology or the application of technology that could affect business;

j) legal proceedings against or allegation of any breach of the law, whether civil or criminal, by Golden Cross;

k) decisions on significant issues affecting Golden Cross by regulatory bodies in Australia;

l) natural disasters or accidents that have particular relevance to the businesses of the Golden Cross or its suppliers;

m) the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by Golden Cross or any of its subsidiaries; or

n) an agreement or option to acquire an interest in a mining tenement, including the number of tenements, a summary of previous exploration activity and expenditure, where the tenements are situated, the identity of the vendor and the consideration for the tenements.

6. *Roles and Responsibilities*

This Policy will be administered by the executive Directors and Company Secretary. However, employees at every level have a role to play to ensure that Golden Cross achieves the objectives of this Policy.

The responsibilities under this Policy are divided as follows:

a) Board of Directors - the Board will be responsible for signing off on any subsequent amendments recommended by management. The Board will be involved in the review of significant ASX announcements;

b) Managing Director and Company Secretary – responsible for the overall administration of this Policy and all communications with ASX (see below);

c) Authorised Spokespersons – are the only Golden Cross employees authorised to speak on behalf of Golden Cross to external parties (see below); and

d) Other employees - report any materially price sensitive information to an executive Director or Company Secretary. Observe Golden Cross' "no comment" policy.

7. *Managing Director, Director-Exploration and Company Secretary*

The Managing Director and Company Secretary are responsible for the overall administration of this Policy, and in particular, are responsible for:

a) ensuring that Golden Cross is in compliance with its continuous disclosure obligations;

b) all communications with ASX;

c) reviewing proposed external announcements, and consulting with appropriate members of the Board, senior executives or external advisers as necessary;

d) implementing reporting processes and determining guidelines for materiality of information;

e) reporting to the Board on continuous disclosure issues;

f) keeping a record of all ASX and other announcements made by Golden Cross;

g) monitoring the effectiveness of this Policy, including the understanding by employees of the principles and spirit of continuous disclosure; and

h) regularly reviewing this Policy for legislative changes or development of best practice, and communicating any amendments to employees.

8. *Authorised Spokespersons*

The authorised spokespersons are the Managing Director and Company Secretary and other persons authorised by the above persons from time to time. They are the only Golden Cross employees who may speak to the media or other external parties in relation to matters subject to this Policy.

Authorised spokespersons should be briefed by the Managing Director or Company Secretary about prior disclosures by Golden Cross before speaking with external parties. When communicating with external parties, an authorised spokesperson:

a) should ensure all comments relate to information within the public domain or are not material, as the disclosure of confidential information may result in the information no longer falling within the exception to Listing Rule 3.1 and therefore becoming immediately disclosable to ASX;

b) may clarify information that Golden Cross has released to ASX but must not comment on materially price sensitive information not previously released;

c) should limit any comments to his or her area of expertise; and

d) should report to the Managing Director or Company Secretary after the external communication is made, to determine if any confidential information has been disclosed and whether as a consequence any disclosure is required to ASX.

9. *Company Announcements - Procedures*

The management of Golden Cross' external announcements depends largely on an effective system of internal reporting and preparation of announcements. In light of Golden Cross' obligation to disclose any materially price sensitive information "as soon as it becomes aware" of the information, the following procedures, where required, should be taken as a matter of urgency:

a) Identification and notification of materially price sensitive information - as soon as an employee becomes aware of materially price sensitive information that has not previously

been released by Golden Cross, he or she should immediately notify an executive Director or Company Secretary.

b) Review of materially price sensitive information - after receiving any materially price sensitive information, an executive Director or Company Secretary will review the information (in consultation with senior executives and/or external advisers if necessary), to determine whether the information is required to be disclosed;

c) Prepare external announcement - if the information is required to be disclosed, an executive Director or Company Secretary will prepare a draft announcement. Such announcements should be factual, relevant, and expressed in an objective and clear manner. The use of emotive or intemperate language should be avoided;

d) Obtain Board sign off - The draft company announcement must be signed off by a majority of the Board;

e) Lodge announcement - the Company Secretary will lodge the announcement electronically with ASX;

f) Post the announcement on Golden Cross website - upon receiving an acknowledgement from ASX that the announcement has been released to the market, post the announcement onto the Golden Cross website as soon as possible after receiving ASX acknowledgement.

10. *Joint Announcements*

When a joint announcement with a joint venture partner is required, Golden Cross will seek to give the partner sufficient time to review the announcement prior to its release, provided that it does not compromise Golden Cross' ability to comply with its disclosure obligations.

11. *Dissemination of Announcements*

After receiving confirmation from ASX that an announcement has been released to the market, Golden Cross will disseminate the information as soon as possible by posting the announcement on the Golden Cross website (within 24 hours after receiving confirmation from ASX), and broadcasting via email and/or fax to major stakeholders and interested parties.

The Golden Cross website will contain relevant information on Golden Cross such as:

a) company profile;

b) ASX announcements;

c) Annual Reports, Quarterly Activities Reports and Quarterly Cashflow Reports;

d) presentations;

e) information on exploration properties;

f) stockbroking analysts' research;

g) AGM information; and

h) shareholder information.

The Company Secretary must review relevant information prior to it being posted on the website. The "announcements" section of the website will be regularly reviewed to ensure it is up-to-date, complete and accurate.

12. *Media and Market Speculation*

Golden Cross has a general "no comment" policy in relation to market speculation and rumours, which must be observed by employees at all times. However, Golden Cross may issue an announcement in response to market speculation or rumour where it is necessary to comply with

its continuous disclosure obligations, for example, for the purpose of correcting factual errors or responding to a formal request for information from ASX.

Golden Cross will not provide the media with exclusive interviews or information that potentially contains materially price sensitive information prior to disclosing that information to ASX. It will also not provide information "off the record".

Golden Cross will not disclose information that is materially price sensitive information under an embargo arrangement prior to release to ASX.

Employees approached by the media or any external parties for information should observe the "no comment" policy and notify an executive Director or Company Secretary as soon as possible.

13. *Briefings with Analysts or Investors*

As part of Golden Cross' management of investor relations and to enhance stockbroking analysts' understanding of its background and mineral properties, it conducts briefings with analysts or investors from time to time, including:

- one-on-one discussions (for the purpose of this Policy, this includes any communications between Golden Cross and an analyst or investor); and
- group briefings (collectively referred to as "briefings").

Golden Cross' policy for conducting these briefings is not to disclose any information that is, or potentially is, materially price sensitive, or that has not been released to ASX.

In addition, the following protocols will be followed in relation to such briefings:

a) any new materially price sensitive information to be presented by Golden Cross at the briefing must be released to ASX prior to the briefing to inform the market;

b) any written material to be used at a briefing must be provided in advance to an executive Director or Company Secretary to determine whether it contains any information that has not previously been undisclosed;

c) if possible, two Golden Cross employees should be present at the briefing;

d) if only one Golden Cross employee can attend the briefing, a file note should be made of what information was discussed;

e) if an executive Director or Company Secretary could not attend the briefing, they should be fully briefed within one day after the briefing;

f) if a question raised during the briefing can only be answered by disclosing materially price sensitive information not previously disclosed to ASX, the Golden Cross employee must decline to answer the question, but take the question on notice; and

g) Golden Cross employees participating at a briefing should conduct a postbriefing review on the same day to identify whether any confidential information was disclosed. If an employee present at a briefing considers that any materially price sensitive information, that was not previously disclosed to ASX, was disclosed during the briefing, he or she must immediately notify an executive Director or Company Secretary.

14. *Investor Conferences*

Golden Cross executives are from time to time invited to speak at conferences. The above policy and protocols for briefings apply to such conferences.

15. *Responding to Analyst Reports and Forecasts*

Stockbroking analysts frequently prepare reports on listed entities, including Golden Cross, which contain performance and financial forecasts. Golden Cross acknowledges the importance of analyst reports in facilitating the operation of an efficient and informed market.

However, Golden Cross is independent, and will do all things necessary to be seen as independent, from analysts. Golden Cross will not endorse any such reports, and will restrict its comments to factual matters and information previously disclosed to ASX.

In particular, Golden Cross:

a) will not generally comment on analyst forecasts or disclose its own earnings projections, however, it may comment on analyst reports by:

(i) acknowledging the report's range of estimates; and

(ii) correcting factual errors or assumptions where the relevant information has already been disclosed; and

b) may consider issuing a profit warning/statement if it becomes apparent that in general the market's earnings projections on it materially differ from its own estimates.

If a draft report has been sent to Golden Cross for comment, it should be forwarded immediately to an executive Director or Company Secretary.

16. *Chatrooms*

Unauthorised Golden Cross employees or associated parties must not participate in chat room discussions on the internet where the subject matter relates to Golden Cross.

17. *Responding to Unexpected Questions*

Golden Cross employees and executives are often faced with unexpected questions from external parties. For example, pre-arranged briefings sometimes move outside the scope of intended discussion, or Golden Cross executives may be asked for information in situations other than formal briefings.

When faced with an unexpected question, employees must respond only with information previously disclosed to ASX. If answering the question requires the disclosure of information not previously disclosed, or if in doubt as to whether or not certain information has been disclosed, employees must decline to answer the question and take the question on notice so that the formal process of releasing information can operate.

18. *Inadvertent Disclosure of Information*

Disclosure of materially price sensitive information to an external party prior to disclosure to ASX constitutes a breach of Listing Rule 15.7. To prevent a breach of Listing Rule 15.7 and to minimise the consequences should such a breach occur, the following procedures apply.

A review should be carried out following any communication with an external party. If a Golden Cross employee becomes aware that:

a) there has been inadvertent disclosure of materially price sensitive information (that has not been disclosed to the ASX) during any communication with external parties; or

b) confidential Golden Cross information has been leaked (whatever its source),

he or she should immediately notify an executive Director or Company Secretary. In such a situation, Golden Cross will need to immediately release the information to ASX.

Where the confidential information disclosed during external communications is not price sensitive, Golden Cross will ensure equal access to that information by posting it on its website.

19. *Trading halts*

In certain circumstances, Golden Cross may need to request a trading halt from ASX to maintain the efficient trading of its securities. The Board will make all decisions in relation to trading halts

and an executive Director or Company Secretary are the only personnel authorised to request a trading halt on behalf of Golden Cross.

20. *Advisers and Consultants*

Golden Cross will require consultants and professional advisers engaged by Golden Cross or any of its subsidiaries to adhere to this Policy. Golden Cross may ask such consultants and professional advisers to sign a confidentiality agreement.

21. *Breach of Policy*

Non-compliance with continuous disclosure obligations may constitute a breach of the Corporations Act or the Listing Rules. This may result in fines for Golden Cross, personal liabilities for Directors and other officers, and damage to Golden Cross' reputation.

Breaches of this Policy by an employee may result in disciplinary action against the employee including dismissal in serious cases.

22. *Further information*

Employees should carefully read this Policy carefully and familiarise themselves with its contents.

Golden Cross will regularly review this Policy in line with legislative changes and the evolution of continuous disclosure best practice recommendations. The Company Secretary will communicate any amendments to Golden Cross employees.

If you have any questions regarding the Policy, or require further information, please contact the Company Secretary.

Amended by the Board of Directors on 25 September 2018

Ken Hellsten
Chairman