



**Globe**  
Metals & Mining

# Continuous Disclosure Policy

November 2016

## 1 Introduction

- 1.1 As an ASX listed public company, Globe has obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Listing Rules of the ASX (**ASX Listing Rules**) to keep the market fully informed of information which may have a material effect on the price or the value of the Company's securities.
- 1.2 This Policy aims to assist Globe and its Personnel in complying with their continuous disclosure obligations and to ensuring that trading in Globe's securities takes place in a market which is orderly and informed and is not, or is not likely to be, false.
- 1.3 To this end, this Policy sets out the processes for:
- (a) Personnel identifying potentially material price-sensitive information;
  - (b) reporting such information to the Company Secretary for review;
  - (c) ensuring that Globe achieves best practice in complying with its continuous disclosure obligations under the Corporations Act and ASX Listing Rules; and
  - (d) ensuring that Globe and its Personnel do not contravene the Corporations Act or ASX Listing Rules.
- 1.4 This Policy applies to all Globe Personnel.
- 1.5 This Policy does **not** address guidelines for Globe Personnel buying and selling securities in the Company. These guidelines are set out in the Globe's Securities Trading Policy.

## 2. Explanation of Terms

- 2.1 In this Policy:

**ASX** means Australian Securities Exchange;

**Board** means the board of directors of Globe Metals & Mining Limited;

**Company Secretary** means the company secretary of Globe;

**Director** means a director of Globe Metals & Mining Limited;

**Globe** means Globe Metals & Mining Limited;

**Group** means Globe Metals & Mining Limited and its controlled entities;

**Personnel** means Globe's directors, executive, employees and contractors.

**Policy** means this Continuous Disclosure Policy;

**Executive** means the employees of the Globe who manage Globe pursuant to the directions and delegations of the Board.

### **3. Commitment to Market Disclosure**

3.1 The Company is committed to:

- (a) ensuring that shareholders and the market are provided with full and timely information about Globe's activities;
- (b) complying with disclosure requirements under the ASX Listing Rules and the Corporations Act;
- (c) preventing the selective or inadvertent disclosure of price sensitive information;
- (d) ensuring that all stakeholders have equal opportunities to receive externally available information issued by the Company; and
- (e) making all disclosures in a manner that is clear, concise and effective.

### **4. Disclosure Officer**

- 4.1 The Company Secretary has been appointed as Globe's Disclosure Officer responsible for interpreting and monitoring this Policy.
- 4.2 The Disclosure Officer shall be responsible for developing and maintaining relevant guidelines to help Globe Personnel understand what information may be materially price sensitive.
- 4.3 The Disclosure Officer shall be responsible for communication with ASX and in his/her absence the CEO/Managing Director.
- 4.4 The Disclosure Officer together with the Managing Director shall be responsible for informing the Board, and seeking the Board's involvement where considered necessary.
- 4.5 The Disclosure Officer together with the Managing Director shall be responsible for making the decision on what should be disclosed publicly under this Policy.
- 4.6 The Disclosure Officer shall be responsible for coordinating information disclosure to analysts, brokers, Shareholders, the media and the public.
- 4.7 The Disclosure Officer shall be responsible for monitoring all Globe disclosure practices and for making recommendations to the Board on updating this Policy in response to changes in internal structure, legislature and regulatory developments, and technology developments.

## 5. Disclosure Principles

### 5.1 Policy principles are:

- (a) we should not give information that is for release to the market to any person external to Globe, not otherwise disclosed as a normal part of business, until it been released and we have received an acknowledgement that the ASX has released that information to the market;
- (b) we must inform the ASX as soon as reasonably practicable of any price-sensitive information;
- (c) we must promptly respond to enquiries from the ASX and, if appropriate, issue an announcement;
- (d) Personnel must not try to hide or delay 'material news', especially when the information is likely to impact the price of securities of Globe;
- (e) all potentially material price sensitive information is to be reported to the Disclosing Officer;
- (f) the only Globe representatives authorised to comment on behalf of Globe to investors and stockbroking analysts are the Chair, Managing Director, CFO and Company Secretary;
- (g) Globe must lodge all presentation materials relating to briefing sessions with the ASX prior to the presentation;
- (h) any communication with investment market participants during the period between the end of a financial reporting period and the subsequent publication of the report must only be undertaken with the specific knowledge and agreement of the Managing Director;
- (i) no information may be disclosed during any analyst site visits which may have a material effect on the price or value of Globe's securities unless it has already been announced on the ASX; and
- (j) where any person believes any information has been disclosed inadvertently during a briefing, meeting, visit or presentation which may have a material effect on the price or value of Globe's securities, they must immediately report the matter to the Disclosure Officer.

## **6. Legal Obligations**

### **6.1 ASX Listing Rule 3.1**

ASX Listing Rule 3.1 requires Globe to immediately notify ASX of 'any information which Globe becomes aware, concerning Globe, that a reasonable person would expect to have a material effect on the price or value of the securities issued by Globe'.

### **6.2 Material effect on the price of securities**

A reasonable person is taken to expect information to have a material effect on the price or value of the securities issued by Globe if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell, or hold the securities.

### **6.3 Information that is generally available**

The disclosure obligation does not generally apply where the information is generally available.

### **6.4 Exceptions to ASX disclosure obligations**

Disclosure under ASX Listing Rule 3.1 is not required where each of the following conditions is and remains satisfied:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
  - (i) it would be a breach of the 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.

As soon as these elements are no longer satisfied, Globe must immediately comply with its disclosure obligations. Note that the obligation to disclose the information arises even though two of the above three requirements may remain satisfied.

## **7. Other**

### **7.1 Rumours and market speculation**

Globe's general policy, which must be observed by all Personnel, is not to comment on market speculation and rumours. The MD in consultation with the Company Secretary will decide if a comment is to be made to the market.

### **7.2 Trading Halts**

Globe may, in exceptional circumstances, request a trading halt to prevent the emergence of a false or uninformed market for Globe's securities and to manage disclosure issues. Any decision to request a trading halt will be made by the Board.

Where the urgency of the subject matter precludes reference to the full Board, a Trading Halt may be approved by the Directors who are available.

## **8. More Information**

8.1 Any Globe employee who has queries about this Policy should contact the Company Secretary.

## **9. Consequences of a Breach of this Policy**

9.1 Non-compliance by Globe of its continuous disclosure obligations may result in:

- (a) criminal and civil liabilities under the Corporations Act ;
- (b) infringement notices for alleged contraventions issued to Globe;
- (c) a claim by a third party for compensation ; and
- (d) negative publicity for Globe and damage to its reputation in the market.

9.2 Globe's Personnel who are involved in the contravention by Globe may also face criminal and civil liability.

9.3 A breach of this Policy may lead to disciplinary action, which may include termination of employment or engagement.

## **10. Policy Review**

10.1 This Policy is to be reviewed by the Board on a periodic basis.