



ACN 665 528 307

Continuous Disclosure Policy

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1. INTRODUCTION

1.1 Overview

Fulcrum Lithium Ltd (ACN 665 528 307) (the **Company**) is committed to effective communication with its customers, shareholders, market participants, employees, suppliers, financiers, creditors, other stakeholders and the wider community. The Company has significant obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.

1.2 Application

The Company is a listed public company and must meet the requirements of ASX Listing Rules regarding Continuous Disclosure to keep the share market informed of material events as they occur. This document describes the policy for Directors and senior management who become aware of material information which may require disclosure under ASX Listing Rules.

The Company is committed to:

- (a) complying with its disclosure obligations under the Corporations Act and ASX Listing Rules;
- (b) the promotion of investor confidence by ensuring that all investors have equal and timely access to material information concerning the Company, including material information about its financial position, performance, ownership and governance; and
- (c) providing announcements that are accurate, balanced and expressed in a clear and objective manner to allow investors to assess the impact of the information when making an assessment.

1.3 Purpose

The purpose of this Policy is to:

- (a) raise awareness of the Company's obligations under the continuous disclosure regime;
- (b) establish a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the relevant person in a timely manner and is kept confidential; and
- (c) set out obligations of Directors, officers, employees and contractors of the Company to ensure that the Company complies with its continuous disclosure obligations.

Compliance with this Policy does not obviate the need for the Company to comply with 'Annual Report Disclosure'.

2. RESPONSIBILITIES

2.1 Directors and Senior Management

Directors' and senior management's responsibilities include to:

- (a) understand and comply with the continuous disclosure regulations; and

- (b) report potentially material information immediately to the Company Secretary, Managing Director or the Chair.

2.2 **Company Secretary**

The Company Secretary's responsibilities include to:

- (a) liaise with Managing Director and/or Chair on information supplied to determine if it needs to be disclosed under continuous disclosure regulations; and
- (b) report the material information to the market.

3. **POLICY**

- (a) The Directors and senior management will make themselves aware of the continuous disclosure regulations in the ASX Listing Rules.
- (b) In the event that any member of management becomes aware of any fact or circumstance which may give rise to a requirement to disclose such information under the ASX Listing Rules, they will immediately inform the Company Secretary, Managing Director or the Chair.
- (c) Prior to disclosure, the Company Secretary, in conjunction with Managing Director and Board, will review the information to enable a judgement as to the appropriate disclosure to be made.
- (d) If there is uncertainty over the requirement to comply with the continuous disclosure requirements, then the Company will seek external legal advice.
- (e) The Company, through the Company Secretary, will notify the market of any information that is determined is required to be disclosed.
- (f) In accordance with ASX Listing Rules, the Company will immediately notify the market of information:
 - (i) concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
 - (ii) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities with the only exception to this being where the ASX Listing Rules do not require such information to be disclosed.
- (g) The Board must receive a copy of all material ASX announcements promptly after they have been made.

3.1 **Internal notification and decision-making concerning the disclosure obligation**

The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the market as well as communicating with the relevant authorities. The Company Secretary will be responsible for ensuring that Company announcements are made in a timely manner, and that the announcements are factual and do not omit any material information.

The Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

To assist the Company Secretary to fulfil the Company's disclosure requirements, the Board and senior management are responsible for immediately communicating to the Company Secretary any possible continuous disclosure matters concerning the operations of the Company. The Board and senior management are responsible for ensuring that the information is provided to the Company Secretary as soon as they become aware of it and that it is factual and does not omit any material information.

The Board and senior management will promptly respond to requests from the Company Secretary for further information concerning the possible continuous disclosure matter.

Before an announcement is released to ASX, the Company must ensure:

- (a) the announcement has been circulated to the Board for review; and
- (b) the Board has authorised the release of the announcement in writing.

3.2 Measures for seeking to avoid the emergence of a false market in the Company's securities

The Company recognises that a false market in the Company's securities may result if the Company provides incomplete information to the market or if the Company fails to respond to market and media speculation that may, or may be likely to, have an impact on the price of the Company's securities.

While the Company does not, in general, respond to market speculation or rumours unless required to do so by law or other relevant bodies, the Company is committed to disclosing as much information as possible, without harming the Company, to a wide audience of investors through media releases of important milestones, including information that may not strictly be required under continuous disclosure requirements. Information given to the market may also be provided to investors through media releases.

Where appropriate, the Company will request a trading halt until the Company can make an announcement to the market.

3.3 Safeguarding confidentiality of corporate information to avoid premature disclosure

All employees are advised of the confidentiality of Company information. In addition, the Company imposes communication blackout periods for financial information between the end of financial reporting periods and the announcement of results to the market. There will be times when Directors and employees may be approached by the media for public comment. On such occasions, a Director or employee should comply with the following:

- (a) refer the person to the Managing Director or the Chair of the Board as appropriate for comment;
- (b) refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the Managing Director or the Chair of the Board; and
- (c) report the person who made contact and the reason (explicit or inferred) for the contact and a summary of any other relevant information as soon as possible to the Managing Director or the Chair.

3.4 **External communications including analyst briefings and responses to shareholder questions**

The Company discloses its financial and operational results to the market each year/half year/quarter as well as informing the market of other events throughout the year as they occur. Quarterly financial reports, media releases and AGM speeches are all lodged with the relevant authority.

In addition to the above disclosures, the Company conducts briefings and discussions with analysts and investors. However, price sensitive information will not be discussed unless that particular information has been disclosed to the market via an announcement. Slides and presentations used in briefings will be released prior to the briefing to the market.

If any price sensitive information is disclosed in such meetings, it will be announced immediately to the market.

Similarly, when answering shareholder questions, price sensitive information will not be discussed unless that particular information has been disclosed to the market via an announcement.

Where a question can only be answered by disclosing price sensitive information, the Company will decline to answer it or take it on notice and announce the information to the market prior to responding.

If any new price sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholder queries, written materials containing such information will be lodged with the relevant authority prior to the briefing commencing.

This Policy will form a component of the induction process for all new employees, directors and officers.

The Company is committed to full and accurate reporting. Consequently, when complying with its periodic disclosure requirements, the Company will provide commentary on its financial or other results. The purpose of the commentary will be to clarify and balance the information in the results.

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:

- (a) communicating effectively with shareholders;
- (b) giving shareholders ready access to balanced and understandable information about the Company and corporate proposals; and
- (c) making it easy for shareholders to participate in general meetings of the Company.

3.5 **Provision of information**

The Company will communicate with shareholders in three main ways:

- (a) through releases to the market;
- (b) through information provided directly to shareholders at general meetings of the Company; and
- (c) market releases.

It is the Company's policy to comply with its continuous and periodic disclosure obligations. In accordance with the Company's continuous disclosure policy, unless exempted by the ASX Listing Rules, the Company will immediately notify the market of information:

- (a) concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Where practicable the Company will also make available the opportunity for shareholders to participate in new and substantive investor presentations by dial-in or live-stream or by uploading a transcript or recording of the presentation to ASX subsequently. The Company is not required to make available presentations that do not contain new market sensitive information.

"Substantive" presentations include results presentations and the types of presentations given at annual general meetings, investor days or broker conferences.

3.6 Provision of information to the Board

The Company Secretary is to ensure that a copy of all material market announcements is to be circulated to the Board as soon as is practicable after its release.

3.7 Company website

The Company provides general information about the Company and its operations, details of the Company's corporate governance policies and procedures and information specifically targeted at keeping the Company's shareholders informed about the Company on its website.

In particular, where appropriate, after confirmation of receipt by the relevant authority, the following will be posted to the website:

- (a) relevant announcements made to the market;
- (b) media releases;
- (c) information provided to analysts or the media during briefings;
- (d) the full text of notices of meeting and explanatory material;
- (e) information related to general meetings, including the Chair's address, speeches and voting results; and
- (f) copies of annual and half-yearly reports including financial statements for the preceding year.

The website may also be used for web-casting or teleconferencing analyst and media briefings as well as general meetings of the Company.

3.8 Direct communications with shareholders

Throughout the year it may be appropriate for the Company to directly communicate with shareholders. For example, to give shareholders notice of general meetings or to update shareholders by way of a Chair's letter.

In relation to information that is directly communicated to shareholders, all shareholders have the right to elect to receive all such information by post, facsimile or electronic mail.

3.9 Meetings of the Company

In preparing for general meetings of the Company, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.

The Company will use general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting.

The external auditor of the Company will be asked to attend each annual general meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

3.10 Other information

While the Company aims to provide sufficient information to shareholders about the Company and its activities, it understands that shareholders may have specific questions and require additional information. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company will make available a telephone number and email address for shareholders to make their enquiries.

3.11 Investor presentations

Where a new and substantive investor or analyst presentation is to be given, the Company Secretary will release a copy of the presentation materials on the ASX market announcements platform ahead of the presentation.

4. ADOPTION AND REVIEW OF THIS POLICY

This Policy has been adopted by the Board and will be reviewed periodically by the Board to ensure it is operating effectively and determine whether any amendments are required.

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