



Relentless Resources Limited (ACN 160 863 892)

Continuous Disclosure Policy

(As approved by the Board of Directors 22 August 2018)

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Continuous Disclosure Policy

1. General

The Company must keep the market informed of any Market Sensitive Information by advising the ASX of events and developments relating to the Company immediately as they occur. If not, significant criminal and civil penalties may be imposed on the Company and its officers. This Policy sets out the rules for disclosing information to the ASX, the obligations on the Company and its people and the procedures put in place by the Company to comply with these rules. This Policy is in addition to the rules the Company must comply with for routine disclosures to the ASX, such as quarterly and annual reporting. This Policy should be reviewed in conjunction with the Company's Share Trading Policy.

2. Disclosure Obligations

If the Company becomes aware of any Market Sensitive Information, it will notify the ASX promptly and without delay, unless an exemption set out below applies.

Subject to the overriding disclosure obligations in the Listing Rules, this rule does not apply to particular information while each of the following are satisfied in relation to the Market Sensitive Information if:

- (a) one or more of the following five situations applies:
 - (1) disclosing the information would be a breach of a law;
 - (2) the information concerns an incomplete proposal or negotiation;
 - (3) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (4) the information is generated for the internal management purposes of the Company; or
 - (5) the information is a trade secret.
- (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.

If the ASX considers there is, or is likely to be, a false market in the Company's Securities, the ASX may ask the Company to disclose information or make a statement to correct or prevent the false market. This may occur where there is market speculation or media reports arising from a leakage of confidential information concerning a proposal or negotiations that have not been disclosed by the Company because the exception to Listing Rule 3.1 applies. The Company must immediately give the ASX that information. Information must not be selectively disclosed to others, such as prospective shareholders, the media or analysts, before it is disclosed to the ASX.

3. Obligations on the Company Officers and Employees

It is the responsibility of each Director, Officer and Employee to advise any of the Managing Director, Chief Financial Officer or Chairperson (**the Company Contacts**) immediately in relation to any information about the Company of which the person is aware that may be Market Sensitive Information.

That is, the information might influence someone to buy or sell the Company's Securities. It is also their responsibility to immediately advise one of the Company Contacts of any circumstances that may make, or have made, any publicly released price sensitive information potentially, or actually, inaccurate (such as a forward looking statement), so that a correcting statement may be released as soon as possible.

If a person is unsure about the importance or relevance of the information which has become known, the information should be reported to one of the Company Contacts, so that a decision may be made about whether or not to disclose the information to the ASX.

Company Directors, Officers, Employees, consultants and contractors who possess information that may be Market Sensitive Information must preserve the confidentiality of that information until it is disclosed in accordance with this Policy.

4. Materiality

Determining if a matter is material involves quantitative and/or qualitative considerations. A matter may have low relative financial value but still be considered material due to its potential to significantly impact the Company's reputation or strategy.

If Director, Officer and Employee is in doubt whether a matter is material, they should ask a Company Contact.

The Board may determine guidelines (financial and qualitative) for materiality of information and make determinations whether a matter is or is not material.

5. Preparation of ASX releases

Upon receipt of any Market Sensitive Information, it is the responsibility of the Managing Director, in conjunction with the Company Secretary to determine if the information is required to be disclosed to the ASX. If it is deemed that a release should be made to the ASX, arrangements to draft the release must be made in conjunction with the Company Secretary and the Chief Financial Officer where the information concerns financial matters or has a financial effect.

6. Approval of ASX releases

Once the release has been drafted, the final form of the release is to be approved for release to ASX by the following:

- (a) where the information concerns financial matters or has a financial effect, the Chief Financial Officer, Company Secretary and Managing Director; or
- (b) where the information concerns other matters, the Managing Director; and

- (c) the Board of the Company, where requested to do so by the Managing Director because the information involves a material decision or event with the potential to have significant consequences for the Company's stakeholders.

7. Lodgement of ASX releases

Once approved for release to the ASX, the Company Secretary will then register the release in the Company's records and arrange for its immediate release by online distribution to the ASX via the Company's online website lodgement service. Where the Company is required to release its information to another securities exchange, the same procedure as set out in this Policy for approval and release to ASX is to be followed.

8. Media Releases

A media release that is prepared potentially in conjunction with an ASX release, or as an ASX release, must be approved for release by the same person who would approve an ASX release as listed above.

9. Management of this Policy

The Company Secretary is responsible for:

- (a) liaising with the ASX in relation to continuous disclosure matters;
- (b) ensuring timely disclosure of material information to the ASX and other relevant securities exchanges;
- (c) liaising with any of the Company Contacts in relation to the form of disclosure by the Company;
- (d) keeping records of releases to the ASX and other relevant securities exchanges; and
- (e) reviewing this Policy in light of any changes to the laws and rules governing continuous disclosure and recommending changes to the Board for its approval.

10. Definitions

ASIC	means the Australian Securities and Investments Commission.
ASX	means the Australian markets owned and operated by ASX Limited.
ASX Listing Rules or Listing Rules	means the Official Listing Rules published by the ASX as amended or replaced from time to time.
Audit and Risk Committee	means the Committee charged with determining, implementing and assessing controls for financial management, financial reporting and risk management generally for the Company as described in Section Error! Reference source not found.
Board	means the Board of Directors of the Company.

Business Day	means a day, other than a Saturday or Sunday, on which banks are open for general banking business in Sydney.
Chairperson	means the chairperson of the Board.
Charter	means the charter adopted from time to time with respect to each Committee, as applicable to that Committee.
Committee	means a committee created by the Board under this Corporate Governance Charter including without limitation, the Audit and Risk Committee and the Nomination and Remuneration Committee (as applicable to the relevant section of this Corporate Governance Charter and as established from time to time).
Company	means Relentless Resources Limited ACN 160 863 892.
Company Secretary	means a person appointed by the Company to be the company secretary.
Constitution	means the constitution of the Company.
Corporate Governance Charter	means the policies, procedures and Charters set out in this document.
Corporate Governance Principles and Recommendations	means <i>the Corporate Governance Principles and Recommendations Third Edition</i> issued by the ASX Corporate Governance Council in 2014 as amended or replaced from time to time.
Corporate Governance Statement	means the statement referred to in Listing Rule 4.10.3 which discloses the extent to which the Company has followed the <i>Corporate Governance Principles and Recommendations</i> .
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Director	means a director of the Company.
Diversity Policy	means the policy described in Section Error! Reference source not found..
Employee	means an individual who works for the Company (or its subsidiary) under a contract of employment.
Group Member	means the Company or any of its subsidiaries.
Independent Director	a Director who has a sufficient level of independence to the Company, as determined by the Board.

Key Management Personnel	has the definition given in the Accounting Standard AASB 124 <i>Related Party Disclosure</i> as 'those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity'.
Managing Director	means the person (if any) engaged by the Company in the role of the managing director of the Company.
Management	the executive Directors and senior management of the Company.
Market Sensitive Information	information that a reasonable person would expect to have a material impact on the price or value of Securities of the Company.
Nomination and Remuneration Committee	the Committee charged with, amongst other things, guiding the composition of the Board, and reviewing remuneration levels for Directors and senior management as described in Section Error! Reference source not found.
Officer	has the meaning given in the Corporations Act.
Securities	<ul style="list-style-type: none">(a) shares;(b) debentures;(c) legal or equitable interests in a security covered by paragraph (A) or paragraph (b) above;(d) options to acquire, by way of issue, a security covered by paragraph (a) or paragraph (b) above; and(e) rights (whether existing or future and whether contingent or not) to acquire, by way of issue, the following under a rights issue:<ul style="list-style-type: none">(i) a security covered by paragraph (a) or paragraph (b) above; or(ii) an interest or right covered by paragraph 764A(1)(b) or paragraph 764A(1)(ba) of the Corporations Act.
Share Trading Policy	the policy set out in Section Error! Reference source not found. or otherwise developed from time to time by the Board setting out the procedure for trading in Securities of the Company by Directors, managerial staff, Employees and any other persons who may be associated with the Company.
Standing Rules	the general and procedural rules of each Committee set out in Section Error! Reference source not found. 5.