

Disclosure Committee Charter

Stanmore Resources Limited

1. PURPOSE

- (a) The role of the Disclosure Committee (**Committee**) is to support the board of Stanmore Resources Limited (**Board**) to ensure that the Company meets its primary disclosure obligation to immediately disclose market sensitive information to the ASX. The Committee also assists the Board to ensure that all potential market sensitive information is considered for compliance with the Company's continuous disclosure obligations.
- (b) This Disclosure Committee Charter (**Charter**) sets out the role, responsibilities, composition, structure and membership requirements of the Committee and the procedures for non-committee members to attend meetings.

2. COMMITTEE MEMBERS

- (a) The Committee is to consist of:
 - (i) the Chairperson of the Board;
 - (ii) the Chief Executive Officer;
 - (iii) the Chief Financial Officer; and
 - (iv) the Company Secretary.
- (b) The current membership of the Committee, including their qualifications and experience, will be disclosed in the Annual Report or on the Company's website.

3. RESPONSIBILITIES OF THE COMMITTEE

Subject to the authorities set out in section 4 (Authority), the responsibilities of the Committee are to:

- (a) assess whether information concerning the Company should be disclosed to the market;
- (b) prepare (or oversee the preparation of), review, verify and approve proposed external announcements, other than material announcements requiring Board approval or administrative or routine announcements;
- (c) consult with appropriate members of the Board, management and external advisers where appropriate;
- (d) administer the Company's Continuous Disclosure Policy, monitoring its effectiveness and approving amendments to the Continuous Disclosure Policy for recommendation to the Board;
- (e) ensure that the Company complies with its continuous disclosure obligations;
- (f) oversee and coordinate the disclosure of information to the ASX, shareholders, analysts, stockbrokers, media and the public;

- (g) educate Directors, employees and contractors regarding their obligations and raise awareness about the Continuous Disclosure Policy;
- (h) approve the content of all public comments proposed to be made in relation to market sensitive events by an authorised spokesperson;
- (i) implement reporting processes and determine guidelines for materiality of information; and
- (j) ensure that announcements relating to significant matters are referred to the Board.

4. AUTHORITY

- (a) The Board is responsible for monitoring the Company's compliance with its continuous disclosure obligations and must approve the text of all material announcements. As provided for in the Continuous Disclosure Policy, where a material announcement is an urgent announcement and the Board is unavailable to approve the text of the announcement, the Chief Executive Officer or Chief Financial Officer, together with the Chairperson of the Board, may approve the text of such urgent announcement.
- (b) Other than where the disclosure decision is reserved to the Board, the Committee holds the full delegated authority of the Board in relation to the duties and responsibilities set out in this Charter. The Committee does not have the power or authority to make decisions in the Board's name.
- (c) The Committee shall report to the Board and is accountable to the Board for its performance.
- (d) Where a decision of the Disclosure Committee is required, it must be made with the approval of three members of the Disclosure Committee, and at least one of them must be the Chief Executive Officer (or their delegate).
- (e) The Committee is authorised by the Board, subject to section 6(c), to obtain such outside information and advice, including legal advice and reports, and to consult with outside advisers with relevant experience and expertise as it thinks appropriate for carrying out its responsibilities.

5. MEETINGS

- (a) The Committee shall meet at such intervals as required to fulfill its obligations. The Chairperson may call any additional meetings of the Committee that he or she thinks are required.
- (b) Considering the Company's continuous disclosure obligations under the ASX Listing Rules for immediate disclosure, the Committee recognises that the process and procedures set out in this Charter are subject to the primary obligation of the Company to disclose price sensitive information promptly and without delay. Therefore, any meetings in addition to regularly scheduled meetings of the Committee may be called at any time and on short notice.
- (c) The Committee may invite any senior executives or other individuals (including advisors and specialists) to attend Committee meetings. These requests must be made through the Company Secretary.

6. REPORTING

- (a) The Committee, through its Chairperson, must report to the Board after each Committee meeting on matters relevant to its role and responsibilities and make recommendations to the Board as appropriate.

- (b) Minutes of all Committee meetings are to be circulated to the Board and included in the papers for the next Board meeting.
- (c) The Committee must brief the Board promptly on all urgent and significant matters.
- (d) The Committee must consider if any material matters arising out of a Committee meeting should be advised to any other Committee and, if so, recommend to the Board that this occurs.

7. APPLICATION OF STANDING RULES

The Company's Standing Rules for Committees (**Standing Rules**) apply to, and are deemed to be incorporated into this Charter, save where the Standing Rules conflict with any of the terms in this Charter.