

5. CONTINUOUS DISCLOSURE POLICY

1. PURPOSE

The purpose of the Continuous Disclosure Policy ("Policy") is to:

- ensure that the Company, at a minimum, complies with its continuous disclosure obligations under the Corporations Act, ASX Listing Rules, applicable Canadian securities laws and the rules of the TSX and, as much as possible, seeks to achieve and exceed best practice;
- provide shareholders and the market with immediate, factual, accurate, complete, direct and equal access to information issued by the Company; and
- promote investor confidence in the integrity of the Company and its securities.

This Policy applies to all directors, officers and employees of the Company. This Policy covers disclosure documents filed with Canadian and Australian securities regulators that include, but is not limited to, annual and quarterly reports, letters to shareholders, and other written statements made on the Company's website, in press releases, letters and presentations as well as oral statements made in interviews, conferences news conferences, analyst calls and the like.

This Policy contains the general continuous disclosure requirements under the Listing Rules, the Corporations Act, applicable Canadian securities laws and the rules of the TSX, and incorporates best practice guidelines. This Policy supplements, and does not replace, applicable securities laws in respect of insider trading.

This Policy shall be reviewed periodically by the Board and any amendments to the Policy subject to approval by the Board.

2. RESPONSIBILITY FOR THIS POLICY

The Audit Committee (the "Committee") will be responsible for the implementation and monitoring of this Policy in conjunction with regulatory guidance, best practices and experience.

The Committee is responsible for:

- developing and implementing this Policy;
- monitoring the effectiveness of and compliance with this Policy;
- ensuring appropriate systems, processes and controls for disclosure are in place;
- educating Company Personnel about disclosure issues with this Policy;
- reviewing and authorizing disclosure (including electronic, written and oral disclosure) in advance of its public release;
- reviewing and approving all management presentations;



- periodically reviewing and recommending updates, as necessary, to this Policy; and
- reviewing and approving all postings to the Company's website.

In discharging its duties, the Committee shall have full access to all books, records, facilities and personnel. In addition, in discharging its duties, the Committee shall seek and obtain all such advice from the Company's external legal counsel and auditors as is appropriate from time to time.

All employees, directly or through their immediate supervisor, must keep all members of the Committee sufficiently apprised of potentially material developments on a timely basis so they can discuss and evaluate any events that might give rise to a disclosure obligation. For clarity, it is the responsibility of each employee to inform senior management without delay of events or developments that might have a material effect on the Company.

It is the responsibility of all members of senior management to inform the members of the Committee of such information. If any officer or member of the Committee receives a report of non-public, possibly or potentially material information and concludes that the Company may have an obligation to promptly disclose that information to securities regulators, stock exchanges, shareholders or the public, that person shall promptly advise the members of the Committee. The Committee shall promptly convene (or communicate electronically) to consider the significance and need for disclosure of that information and, in consultation with the CEO, shall take such steps as its members deem appropriate under the circumstances'

The Committee will meet (or communicate by telephone or electronically) at least once each fiscal quarter and will meet on the request of any member in the event of the occurrence of an event or situation involving or affecting the Company which may warrant public disclosure.

3. AUTHORIZED SPOKERSPERSONS

Only the following persons (the "Authorized Spokespersons") are authorized to respond on behalf of the Company to inquiries from the media, market professionals (e.g., securities analysts, institutional investors, investment advisers, stock exchange personnel, brokers and dealers) and current or prospective securityholders:

- the CEO;
- the Non-Executive Chairman
- the CFO; and
- any other person designated by the CEO or the Board.

More specifically, employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson.

4. DISCLOSURE

The Company is a public company listed on the ASX and the TSX. It is subject to continuous disclosure requirements under the Corporations Act and the Listing Rules (which are given legislative force under section 674 of the Corporations Act) and, upon becoming a “reporting issuer” in a Canadian jurisdiction, will be subject to applicable Canadian securities laws and the rules of the TSX, in addition to the periodic and specific disclosure requirements.

The primary continuous disclosure obligations applicable to the Company are contained in Listing Rule 3.1, section 408 of the TSX Company Manual and section 75 of the *Securities Act* (Ontario).

What is material price sensitive information?

Information that a reasonable person would expect 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.

Material price sensitive information includes information that is a material change or a material fact.

A material change is a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the Company’s securities, and includes a decision to implement such a change by the Board or by senior management where confirmation by the Board is probable. The change must be to the business, operations or capital of the Company, which relieves the Company from interpreting information that is external, such as political, economic or social developments.

A material fact is a fact that significantly affects the market price or value of the Company securities or would reasonably be expected to have a significant effect on the market price or value of its securities.

For a more detailed description of what constitutes a "material change" or a "material fact" under the Canadian regulatory authorities please refer to National Policy 51-201 *Disclosure Standards*.

NP 51-201 sets out examples (not exhaustive) of material information that would require immediate disclosure:

- *changes in corporate structure* (e.g., changes in securities ownership that may affect control of the Company, major reorganizations, amalgamations or mergers, giving or receiving notice of takeover bids or offers);
- *changes in capital structure* (e.g., public or private sale of additional securities, planned repurchases or redemptions, planned splits, changes in distribution policies or payments, possible proxy fights);
- *change in financial results or forecasts* (e.g., a significant increase or decrease in near-term earnings prospects, unexpected changes in results for any period, shifts in financial circumstances, material changes in the Company’s accounting policies);
- *changes in business and operations* (e.g., significant changes in capital investment plans or corporate objectives, significant new contracts or products, major labour disputes, changes to the

Company's senior management, Board or auditors, new legal proceedings or allegation of any breach of law, by or against the Company or any material subsidiary of the Company, notice that a prior audit is not permissible, de-listing of the Company's securities);

- *acquisitions and dispositions* (e.g., significant acquisitions or dispositions of assets, property or joint venture interests, mergers or combinations with other issuers); and
- *changes in credit agreements* (e.g., trade debts, credit, borrowing or lending of a significant amount of money, mortgaging or encumbering of the Company's assets, defaults under credit agreements, changes in rating agency decisions).

In addition to the guidance set out in NP 51-201 and the ASX Guidance on continuous disclosure, the following is a list of specific matters the Company has determined generally requires disclosure:

- significant exploration or mining results;
- a change in the quantum or nature of the Company's mineral resources and/or reserves;
- a recommendation or declaration of a dividend or distribution, or a decision one will not be declared;
- a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets (an amount of 5% or more would normally be significant but a smaller amount may qualify in a particular case);
- natural disasters or accidents that have particular relevance to the businesses of the Company;
- an agreement between the Company (or a related party or subsidiary) and a director (or a related party of the director); and
- the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade

Responsibility for Disclosure

The Managing Director is responsible for determining what constitutes material information that is to be disclosed. Where there is doubt as to whether certain information should be disclosed, the full Board will be consulted, and if necessary, seek external advice. Where there is any doubt about whether particular information is material, the Company will err on the side of materiality and release the information publicly.

Issuing News Releases and other Public Documents

Disclosure requirement: A news release reporting a material change must be immediately prepared and issued first to the TSX and the ASX. No such news release will be made to market or provided to the media or analysts before it has been given to the ASX and TSX and an acknowledgment from ASX has been received. The news release will then be disseminated through a national Canadian newswire service and filed with the applicable Canadian securities regulators and TSX on SEDAR.

News releases: News releases must be factual and balanced. Negative news must be disclosed as promptly and completely as positive news. Releases should be detailed enough to allow investors to understand the substance and importance of the change, but should not contain unnecessary details, exaggerated reports or promotional commentary.

Material Change Report: If the new information constitutes a “material change” (as defined above), Cardinal must prepare and file a Material Change Report (prescribed by Form 51-102F3) on SEDAR within ten (10) days of the date on which the change occurred. As noted, Cardinal must immediately issue and file a news release announcing the material change.

Exceptions to Continuous Disclosure

ASX Listing Rule 3.1 does not apply in circumstances where it would be a breach of a law to disclose the information; where the information concerns an incomplete proposal or negotiation; where the information comprises matters of supposition or is insufficiently definite to warrant disclosure; where the information is generated for the internal management purposes of the entity; where the information is a trade secret; or where the information is confidential and a reasonable person would not expect the information to be disclosed.

Under the TSX Company Manual, in certain limited circumstances, and at the request of Cardinal, disclosure may be delayed or kept confidential for a limited period of time where immediate public release would be unduly detrimental to Cardinal’s interests (i.e., where the harm to the Company’s business from disclosing outweighs the general benefit to the market of immediate disclosure). In such instances, a confidential filing must be made to the appropriate Canadian securities regulator and may require renewal to maintain confidentiality every 10 days.

Rumours

It is the policy of the Company not to comment on or respond to inquiries or rumours concerning prospective corporate developments or transactions, and not to reaffirm, other than through appropriate public disclosure, previous statements or guidance about future financial performance.

If the stock exchange requests that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the Company’s shares, the Committee will consider the matter and decide whether to make a policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and the Company will determine the most appropriate course of action which may include issuing a clarifying news release disclosing relevant material information.

Misrepresentations

- **Corrections to Previously Released Material Information:** If the Company learns that disclosure by the Company that had been previously released contained a misrepresentation at the time it was released, the Company will as promptly as is reasonably possible, notify the Board and thereafter release disclosure that corrects the misrepresentation. The CEO will ensure that a news release is issued to correct the error and that appropriate notifications are made to the TSX so that a halt to trading in the Company's stock may be instituted, if the CEO, in consultation with the Committee and external legal counsel, determine it necessary to do so.

- **Correction of false market:** ASX 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.

Forward Looking Statements:

The Company may be required or may choose to disclose Forward Looking Information ("FLI") from time to time in order to provide the public with a view of possible events, conditions and results of operations. This disclosure will be made in compliance with applicable securities legislation and best practices, including the guidelines set out in this Policy. There must be a reasonable basis for making the forward-looking disclosure, having regard to the assumptions underlying the information and the process followed in preparing it. FLI that constitutes material information must be broadly disseminated in accordance with this Policy. Such disclosure, whether in writing or oral, should be accompanied by appropriate cautionary language that identifies any material risk factors or uncertainties that could cause actual results to differ materially and a description of any material assumptions on which the information is based.

If FLI is generally disclosed:

1. the information must be clearly stated to be forward-looking in nature and must be identified by words such as "expect", "anticipate" or "may";
2. the Company must caution users of FLI that actual results may vary from the FLI and identify material risk factors that could cause actual results to differ materially from the FLI;
3. the Company must state the material factors or assumptions used to develop the FLI; and
4. the information must describe the Company's policy for updating FLI.

Selective Disclosure

Selective Disclosure must not be made. When participating in shareholder meetings, press conferences, analysts' conferences and private meetings with analysts, Authorized Spokespersons must only present and discuss information that either: (a) is not material information or (b) is material information but has previously been generally disclosed.

To protect against Selective Disclosure, the following procedures should be followed:

1. Authorized Spokespersons who are participating in shareholder meetings, press conferences, analysts' conferences and private meetings with analysts and industry group conferences or technical meetings should, when possible, script their comments and prepare answers to anticipated questions in advance of the meeting or conference;
2. those scripts should normally be reviewed by a member of the Committee before the meeting or conference; and



3. any undisclosed material information that is contained in the script must be generally disclosed before the meeting or conference or deleted from the script if it is premature for the information to be generally disclosed.

Unintentional Disclosure

In the event of any unintentional selective disclosure of material non-public information, the Company shall make immediate public disclosure of such information, including contacting the TSX and requesting that trading be halted pending the issuance of a news release. Pending the public release of the material information, the Company will tell those parties who have knowledge of the information that such information is material and has not been generally disclosed.

Analyst Reports

When reviewing analysts' reports in accordance with the procedures set out above, comments of Authorized Spokespersons must be limited to identifying factual information that has been generally disclosed that may affect an analyst's model and pointing out inaccuracies or omissions with respect to information that has been generally disclosed.

Any comments must contain a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance shall be expressed on the analysts' earnings models or earnings estimates and no attempt shall be made to influence an analyst's opinions or conclusions.

Analysts' reports must not be disseminated except by Authorized Spokespersons in the usual course of business (provided that such dissemination is fair and balanced at all times), nor shall they be posted on, nor linked from, the Company's website. The Company's website shall only include a list of all analysts covering the Company with firm and analyst name only.

Electronic Communications

Online communications are an extension of the Company's formal corporate disclosure record and, as such, the securities laws and stock exchange rules applying to disclosure of information apply equally to information posted on the Company's website and distributed by other electronic means, including through social media. As a result, care must be taken that any disclosure with regard to the Company through its website or social media accounts, or by the directors, officers and employees of the Company through their personal social media accounts, complies with this Policy and all applicable securities laws and stock exchange rules.

The Company will post a cautionary statement that advises the reader that the website may include FLI and that the information posted was accurate at the time of posting but may be superseded by subsequent disclosures;

The Company will post the following documents on its website:

1. news releases, financial statements and circulars filed on SEDAR, or a link to the documents available on SEDAR, as well as those corporate governance documents required by the TSX to be posted;



2. information about its operations, management, Directors and investor information including: (a) stock information; (b) presentations; (c) video coverage; (d) analyst coverage; and (e) metal quotes, but only when in compliance with corporate best practices and the policies of the TSX; and
3. an email link to a contact for the Company to facilitate communication with investors.

Further,

1. inaccurate information must be promptly removed from the website;
2. no media articles pertaining to the business or affairs of the Company will be posted;
3. no links will be created from the Company's website to chat rooms or newsgroups or bulletin boards; and
4. all information on the Company's website will be maintained for a period of two (2) years from the date of issue.

The Company will ensure the following:

1. posting of all public information on the Company's website as soon as practical after dissemination;
2. carrying out regular reviews of the Company's website to ensure the information is accurate, complete, current and in compliance with applicable disclosure requirements and electronic disclosure guidelines;
3. approving all links from the Company's website to third party websites and ensuring that such links include a note that advises the reader that he or she is leaving the Company's website and that the Company is not responsible for the contents of the other site; and
4. responding to all electronic enquiries and in doing so ensuring that only information that could otherwise be disclosed in accordance with this Policy shall be used in such responses.

5. ENFORCEMENT

Company Personnel who violate this Policy may face disciplinary action up to and including termination of employment with the Company without notice. The violation of this Policy may also violate certain securities laws, which could expose Company Personnel to personal liability. If it appears that Company Personnel may have violated such securities laws, the Company may refer the matter to appropriate regulatory authorities, which could lead to fines or other penalties.