



Disclosure Committee Charter

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Document Control

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1. Introduction

1.1 Establishment

The Disclosure Committee shall be a committee of the Board established by resolution of the Board.

1.2 Purpose

The purpose of the Disclosure Committee is to assist the Board in the performance of its statutory and regulatory obligations by:

- Ensuring market sensitive and/or Company information is disclosed through the appropriate channel promptly and without delay; and
- Providing assurance to the Board that all potentially market sensitive information has been considered for compliance with the Company's continuous disclosure obligations.

2. Duties and Responsibilities

Unless the disclosure decision is undertaken by the Board, the duties and responsibilities of the Disclosure Committee are to:

- assess whether information concerning the Company should be disclosed to the market;
- determine the substance of the market disclosure and when it must be made;
- where necessary, review market disclosures for accuracy and completeness and approve or recommend to the Board for approval;
- determine whether a trading halt or voluntary suspension of trading is required;
- respond to any request from the ASX or PNGX Markets Limited to disclose market sensitive information to correct or prevent a false market;
- ensure that breaches of the BPNG Prudential Standards are communicated, where appropriate, to the BPNG or other regulator in compliance with the relevant listing rules and/or continuous disclosure requirements; and
- oversee the Disclosure Officer's administration of the Continuous Disclosure Policy.

3. Committee Membership

The Disclosure Committee shall comprise at least three members appointed by the Board. Members shall include the Chairman of the Board, the Managing Director and the Chair of the Audit and Risk Committee.

Membership shall be reviewed at least annually.

The Chairman of the Committee shall be appointed by the Chairman of the Board.

4. Meetings

The Disclosure Committee shall meet as frequently as is required to undertake its role effectively.

A quorum shall be two members of the Disclosure Committee. The Committee must not transact business unless a quorum is present.

No one other than members of the Disclosure Committee shall be entitled to attend meetings of the Committee but the Committee may invite other non-executive directors to attend. Senior management must attend the meetings of the Committee when requested to do so by the Committee.

Any member of the Committee, the Managing Director, the Chief Financial Officer or the Secretary may request a meeting at any time.

Decisions taken by written resolution (other than at a meeting) are valid decisions of the Committee if signed by all directors. Written resolutions may be executed in counterparts.

A record must be kept of all meetings, recommendations and decisions of the Disclosure Committee. The minutes of meetings must be presented to the first meeting of the Board following a meeting of the Disclosure Committee.

5. Powers of the Disclosure Committee

The Disclosure Committee has the power to:

- Determine whether information should be disclosed to the market or any public forum; and
- Authorise the disclosure of any information to the market or any public forum.

The Disclosure Committee shall have absolute right of access to any information held by the Kina Group.

6. Amendments to this Charter

The Disclosure Committee shall review the adequacy of this Charter annually and may recommend to the Board any amendments it considers appropriate.