



Shareholder Communication Guidelines and Policy

Aeris Resources Limited

ACN: 147 131 977

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1 Introduction

These guidelines are to assist Aeris (“**Company**”) to develop policies and procedures to improve the Company’s communications with its shareholders.

Associated ASX guidelines focus on improving communications with shareholders, providing them with useful information about the Company, and facilitating shareholder participation in company meetings.

2 Shareholder communications strategy

2.1 Purpose

These guidelines are designed to establish a policy for communicating with shareholders:¹

- using the Company’s website to promote and to facilitate shareholder communications; and
- improving shareholder participation in meetings by use of technology and considering ASX guidelines for meetings and notices.

2.2 Developing good communication practices

To improve shareholder communication the Company has determined to do the following:

- Appoint an officer to deal with shareholder enquiries via the website.
- Use e-mail to provide investor updates.
- Increase the use of e-mail to respond to shareholder queries and concerns.
- Post a ‘contact us’ web link designed for shareholders on the website.
- Send notices of meetings to shareholders by electronic means if requested, and place the full text of notices and accompanying explanatory material on the Company website.
- Encourage shareholders to request that notices of meeting be sent to them by electronic means on an opt-in basis. (Shareholders must be able to change election at any time and have the right to request a paper version of the document that has been sent electronically.)
- Allow for proxies to be sent in electronically.
- Companies are required by the ASX Listing Rules to release full notice documentation to the ASX Companies Announcements Office. In addition, the Company will place this material on its website in a prominent and accessible position to shareholders and other market participants who may be considering an investment in the Company.
- Ensure all information is released on the Company website promptly after release to ASX.
- Allow for shareholders to sign up to receive all ASX releases via e-mail.

¹ ASX Corporate Governance Council, Corporate Governance Principles and Recommendations, Recommendation 6.1

- Consider webcasting or teleconferencing analyst and media briefings and general meetings or posting a transcript or summary on the website.
- Provide information about previous press releases/announcements and financial data on the website.
- Post the shareholder communication guidelines and policy on the website.
- Refer to the new corporate governance procedures implemented in the annual report.

2.3 Information posted on the website

As many shareholders will have access to the Company's website, the Company has developed a specific investor page to the website. Information that is posted on the investor page includes:

- share price
- corporate profile:
 - structure
 - directors
 - management
- shareholder updates
- news and information
- financial calendar
- ASX company announcements
- a facility through which shareholders can subscribe for ASX announcements
- hyper link to share registry
- annual reports
- annual general meeting information:
 - notice of meeting
 - chairman's address
 - Chief Executive Officer's address
 - resolution results
 - slide/overheads
- corporate governance policies
- "contact us"
- presentations and publications involving analysts briefings

3 Shareholder communication policy

It is vital that the Company keeps its shareholders informed of its activities, its financial status and its forward strategy. The Company should communicate effectively with shareholders and make all company information understandable and accessible.

The Company is firmly committed to encouraging and facilitating shareholder communication with the Company and will do its utmost to ensure this is made as simple and effective as possible for shareholders.²

The Board aims to ensure that shareholders are kept informed of all major developments affecting the Company. Examples of ways in which information is communicated to shareholders are:

- through the distribution of the annual and half yearly reports via the Company's website;
- releases made to ASX by the Company throughout the year with respect to changes in the business, future developments, and other pertinent issues;
- in the chairman's address delivered at the annual general meeting; and
- regular briefings by the Chief Executive Officer.

4 Annual general meetings

Shareholders at the annual general meeting are encouraged to ask both the Company and its auditor questions³ regarding the Company's governance and business.

In addition, the chairman's address and Chief Executive Officer's presentation to the annual general meeting, are available on the website immediately before the annual general meeting commences.

At any annual general meeting, after each matter or resolution has been put to the meeting, the chairman will follow the procedure set out below:

- The chairman may ask for a show of hands to indicate the number of shareholders who may wish to speak. Where there are a large number of potential speakers, this will allow the chairman to try and allocate time appropriately to all speakers, balancing the need to allow each speaker a reasonable opportunity to be heard, and the need to afford as many shareholders as possible the opportunity to speak. The chairman may impose a reasonable time limit on each speaker but will not penalise a speaker for exceeding the suggested time frame, unless the chairman reasonably believes that comments have become repetitive, are time wasting or irrelevant to the matter or resolution at hand.
- The chairman will take questions from the microphones on a rotational basis until all questions are exhausted. All speakers will be asked to restrict themselves to no more than two questions or comments at any one appearance at the microphone. In rotating through the microphones, the chairman will give priority to a person who wishes to address the

² ASX Corporate Governance Council, Corporate Governance Principles and Recommendations, Recommendation 6.1

³ ASX Corporate Governance Council, Corporate Governance Principles and Recommendations, Recommendation 6.2

meeting for the first time over a person who has already spoken on the same motion. A speaker wishing to speak more than once on a motion may line up for another turn. He or she may not remain at the microphone and continue on the next rotation unless no other shareholder is waiting for the microphone.

- ❑ The chairman will take only questions and comments directly related to the matter or resolution at hand. However, any genuine questions which arise as a natural result of discussion during the meeting but which do not specifically relate to the matter or resolution at hand may be taken at the discretion of the chairman. In addition, shareholders may ask the auditor to answer questions relating to the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.
- ❑ The chairman may permit the auditor or their representative to table written answers to written questions. The Company must make the written answers reasonably available to members as soon as practicable after the meeting.
- ❑ The chairman will discourage and, if necessary, curtail irrelevant questions and comments. Shouting, swearing, insulting or aggressive behaviour will result in the speaker being asked to resume his or her seat. Where a speaker refuses to respond to the chairman's request, the chairman will warn the speaker that he or she has the power to ask the speaker to leave the meeting. If the speaker still refuses to respond, the chairman will, with the consent of the meeting, ask the security guards to escort that person from the meeting where the chairman judges it necessary to maintain good order and the functioning of the meeting. Although the chairman has power to order removal from the meeting, it is generally to be regarded as a power of last resort.
- ❑ The chairman will exercise the power to adjourn the meeting:
 - if he or she decides it is necessary to maintain orderly conduct of the meeting;
 - to give all persons a reasonable opportunity of speaking and voting at the meeting; or
 - to ensure that the business of the meeting is properly disposed of.
- ❑ The meeting will be adjourned to a place and time reasonably consistent with the original meeting.
- ❑ The chairman will endeavour to answer all questions relevantly and frankly. If a question requires a very lengthy answer which the chairman judges not to be of general interest to the meeting, the chairman may offer to meet the shareholder outside the meeting or refer the shareholder to the Company information booth operated in the meeting foyer for the purpose of providing a full answer, as appropriate.
- ❑ The chairman will indicate ahead of debate whether a resolution will be submitted to a show of hands or put to a poll. Unless the chairman determines there is a reason to progress directly to a poll, resolutions will be submitted in the first instance to a show of hands. The show of hands will be followed by a poll, where this is required or appropriate.
- ❑ Following the conclusion of debate on a resolution, and before the resolution is put to the meeting, the chairman will disclose the way in which proxy votes have been cast on the resolution and the way in which the chairman will cast those undirected proxies given to the chairman.

5 Annual report

The Company believes it is important to provide effective communication to its shareholders. The Company's annual report is the main vehicle for communicating activities and performance for the previous 12 months. The annual report is posted on the Company's website and can be downloaded.

6 Continuous disclosure

The Company's Disclosure Policy and practices are aimed at ensuring timely access for all investors to company information released under the continuous disclosure rules.

These practices include:

- information released by the Company, including media releases and investor briefing materials, is first released to ASX; and
- such information is posted on the Company's website immediately following release to ASX.

Unless the Company considers it has an obligation to make a statement on a particular matter, the Company's policy is not to respond to market rumours and media speculation.

The Company also produces shareholder updates on e-mail service, which notify shareholders electronically of all ASX announcements, press releases and significant events. Regular media and ASX announcements and external presentations in relation to performance and business activities are also posted on the website.