1. Purpose

The Continuous Disclosure Policy establishes Aeris Resources Limited's framework for complying with its continuous disclosure obligations under the Corporations Act 2001 (Cth), ASX Listing Rules, and ASX Guidance Notes. The policy is designed to ensure all market disclosures are timely, accurate, balanced, and not misleading.

The purpose of this policy is to:

- Summarise the Company's disclosure obligations;
- Explain what type of information needs to be disclosed;
- Identify who is responsible for disclosure; and
- Explain how individuals at the Company can contribute.

2. Continuous Disclosure Obligations

Under ASX Listing Rule 3.1, the Company must immediately disclose any information a reasonable person would expect to have a material effect on the price or value of its securities. "Immediately" means promptly and without delay.

3. Market Sensitive Information

Market sensitive information includes any information likely to influence investors in deciding whether to buy, hold, or sell the Company's securities. Examples may include material acquisitions or disposals, significant operational or financial developments, regulatory actions or investigations, changes to earnings guidance, major litigation or disputes, and confidential negotiations that become leaked or no longer confidential.

4. Disclosure Committee

The Board has established a Disclosure Committee comprising the Chief Executive Officer, the Chief Financial Officer, the Chair and other senior executives as determined by the Board. The Committee is responsible for assessing whether information is market sensitive, reviewing and approving announcements, deciding if an announcement requires full Board approval, and ensuring compliance with the Policy. The Chief Executive Officer may determine that certain releases are of such materiality or importance as to seek full Board review or approval prior to release.

5. Release of ASX Announcements

The Company Secretary is responsible for lodging announcements with ASX following approval. Information must not be publicly released before ASX confirms release to the market. The Company Secretary will ensure that all directors are provided with copies ASX releases as practicable once they are released.

6. Trading Halts and False Markets

The Company may request a trading halt or voluntary suspension where market sensitive information cannot be released immediately, there is a risk of a false market, information may have leaked, or significant uncertainty exists pending clarification. The Company is also required to correct or prevent false markets where misinformation or rumours are affecting trading.

7. Exceptions to Disclosure

Disclosure may be withheld only where all of the following apply:

- The information falls within an exception under Listing Rule 3.1A.1 (e.g., incomplete proposal or negotiations, matter is insufficiently definite to warrant disclosure, the information is for internal management purposes or trade secrets
- The information remains confidential; and
- A reasonable person would not expect disclosure.

If confidentiality is lost, disclosure must occur immediately.

8. Authorised Spokespersons

Only authorised representatives may speak publicly on behalf of the Company. These representatives include the Chair, Chief Executive Officer, Company Secretary, or other executives specifically authorised by the CEO. Employees and advisers must not disclose confidential or market sensitive information publicly.

9. Insider Trading

Directors, officers, and employees must not trade while in possession of undisclosed market sensitive information, encourage others to trade, or pass information to others who may trade. Breaches may result in severe civil or criminal penalties, including imprisonment.

10. Identification and Escalation of Market Sensitive Information

The Company will maintain systems and processes to ensure that all potentially market sensitive information is promptly identified, assessed, and escalated to the appropriate decision-makers to enable timely disclosure in accordance with its obligations.

11. Obligation to Notify ASX immediately

The general disclosure rule imposed on the Company is contained in clause 3.1 of the ASX Listing Rules: “Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities, the entity must immediately tell ASX that information”.

All directors, officers, and employees of the Company are required to immediately notify the Company Secretary or Chief Executive Officer of any information that may be market sensitive. Failure to escalate such information may result in a breach of this Policy and applicable laws.

12. Material Effect on Price

The ASX Guidance Note provides that information will have a “material effect” on the market price of the Company’s securities if it would, or would be likely to, influence persons who commonly invest in the Company’s securities in making a decision to buy, hold, or sell the Company’s securities.

13. Release of Information to the Public

The Company must not publicly disclose market sensitive information until it has given that information to the ASX and has received an acknowledgment from the ASX that the information has been released to the market. After acknowledgment has been received, information disclosed in compliance with this policy should be promptly placed on the Company’s website.