

CONTINUOUS DISCLOSURE POLICY

PDI Gold Ltd (ACN 127 171 877)

1. Introduction

PDI Gold Limited (ACN 127 171 877) (“**PDI Gold**” or the “**Company**”) has adopted this continuous disclosure policy (the “**Policy**”) to ensure the timely, equal and balanced disclosure of material information concerning the Company, in compliance with its continuous disclosure obligations.

2. Application of Policy

This Policy applies to PDI Group and its controlled entities (“**Group**”), and to all directors, officers and employees of the Group (“**Personnel**”).

A breach of this Policy will be regarded as misconduct which may lead to disciplinary action, including termination of employment or engagement. Failure to comply strictly with this Policy may lead to a breach of the PDI Gold’s disclosure obligations and expose you or the Group to serious civil or criminal liability.

3. Continuous Disclosure

The Group must comply with the disclosure obligations under the *Corporations Act 2001* (Cth), ASX Listing Rules, the *Business Corporations Act (Québec)*, the *Securities Act (Québec)* and its regulations and TSX rules, in addition to periodic and specific disclosure obligations (“**Disclosure Rules**”).

Subject to applicable exceptions in the Disclosure Rules, PDI Gold must immediately disclose to the relevant securities exchanges any information concerning it of which the Company is or becomes *aware* that a reasonable person would expect to have a *material effect* (upwards or downwards) on the price or value of PDI Gold securities (“**Price Sensitive Information**”).

PDI Gold becomes aware of information if a director or other officer (being a person who has the responsibilities of a senior manager) has, or ought reasonably to have, come into possession of the information in the course of performing their duties.

When PDI Gold determines that Price Sensitive Information must be disclosed, PDI Gold will first give that information to the relevant securities exchange before it is released publicly or put on PDI Gold’s website.

PDI Gold does not have to disclose Price Sensitive Information to the ASX where each of the three elements below is and remains satisfied:

- one or more of the following five situations applies:
 - it would be a breach of a law to disclose the information;
 - the information concerns an incomplete proposal or negotiation (e.g., a negotiation to enter into a new contract);
 - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - the information is generated for internal management purposes; or
 - the information is a trade secret; and
- the information is confidential and the applicable securities exchange has not formed the view that it has ceased to be confidential; and
- a reasonable person would not expect the information to be disclosed (e.g., because the result of disclosure would be unreasonably prejudicial to the Company).

As soon as any one of the above three elements is no longer satisfied, the Company must immediately disclose the information to the applicable securities exchange and, subject to confirmation of receipt by the securities exchange, will post such information on the Company's website.

If PDI Gold may rely on an exception to disclosure or identifies information that could be confidential, then all steps must be taken to ensure that the information remains strictly confidential. For instance, that information should not be disclosed to other parties except on the basis of a confidentiality undertaking.

In any case, the possible application of an exception does not qualify or change the obligation to communicate or report material information in accordance with this Policy.

Where the Company determines that Price Sensitive Information must be disclosed, the Company will first give to the relevant securities exchange before it is posted on the Company's website or released to the media or any other person.

Once the relevant securities exchange has acknowledged receipt of the Price Sensitive Information, the information will be provided to the Board, posted on the Company's website and disseminated in Canada via news release and posted on the Company's profile on the Sedar+ platform at [SEDAR+ Landing Page](#). Any public disclosure that is considered a material change will require the filing of a material change report in the prescribed form on the Company's profile on [SEDAR+ Landing Page](#) within ten (10) days of the occurrence of the material change. If the Company intends to raise equity under a prospectus in Canada, such material change report will require translation into the French language.

4. Importance of Confidentiality

Maintaining confidentiality is important, as a leak of confidential information will immediately deny the Company the ability to withhold the information from the applicable securities exchange and force the Company to make a 'premature' announcement, regardless of the source of the leak.

Information may cease to be confidential if there is:

- a reasonably specific and reasonably accurate media or analyst report about the matter;
- a reasonably specific and reasonably accurate rumour known to be circulating the market about the matter; or
- a sudden and significant movement in the market price or traded volumes of the Company securities that cannot be explained by other events or circumstances.

Role and Responsibilities

5. Board

The Board has overall responsibility for the Company's continuous disclosure compliance and for ensuring there is a robust framework to identify, assess and disclose Price Sensitive Information.

Subject to any delegated authority, the Board is responsible for:

- approving significant market announcements including annual and half year financial results and quarterly activities and cash flow reports, significant capital raisings or funding arrangements, major acquisitions, disposals and joint ventures, material mineral resources and ore reserves statements and updates, and any other matter the Board determines to be significant; and
- overseeing this Policy and reviewing its effectiveness.

All reasonable effort will be made to have significant announcements considered and approved by the Board prior to release. If Board approval cannot be obtained on short notice and in compliance with the Company's continuous disclosure obligations, the Disclosure Committee is authorised to approve and release the announcement.

6. Role of Disclosure Committee

The Disclosure Committee comprises:

- the Board Chair;
- the CEO;
- the CFO; and
- the Company Secretary.

Subject to certain market announcements reserved for the Board, the Disclosure Committee is responsible for:

- administering this Policy and monitoring its effectiveness;
- determining what information can or should be disclosed to the market;
- overseeing and coordinating disclosure of Price Sensitive Information to the relevant securities exchanges, investors, analysts, brokers, media and the public;
- educating directors, officers and employees (where appropriate) and raising awareness about this Policy;
- preparing (or overseeing the preparation of), reviewing and approving proposed external announcements, other than administrative or routine announcements, and consulting with appropriate members of the Board, management and external advisers where appropriate;
- implementing reporting processes and guidelines for materiality of information;
- monitoring confidentiality where disclosure is deferred;
- ensuring that announcements relating to significant matters are referred to the Board;
- approving announcements to the applicable securities exchanges (other than matters reserved for the Board); and
- ensuring the Company's Board receives copies of all material market announcements promptly after they have been made.

In performing its functions, the Disclosure Committee will act through such of its members as are reasonably available to perform the relevant function (whether one, two, three or four members on any occasion).

7. Chief Executive Officer

The Chief Executive Officer is responsible for:

- promoting a culture of compliance with the Disclosure Rules;
- ensuring senior management promptly escalates potential Price Sensitive Information; and
- working with the Company Secretary to determine disclosure obligations for material information.

8. Company Secretary

The Company Secretary is responsible for:

- preparing and lodging market announcements and ensuring Price Sensitive Information is not released elsewhere before the relevant securities exchange confirms release;
- drafting and approving routine or procedural announcements;
- coordinating the identification and assessment of potentially market sensitive information with the Disclosure Committee, and where appropriate, the Chair and other directors;
- advising the Board and management on disclosure obligations;
- managing the Company's continuous disclosure framework and this Policy;
- maintaining records of ASX/TSX announcements and related working papers;

- communicating with the ASX and other relevant securities exchanges in relation to continuous disclosure matters; and
- coordinating education and training on continuous disclosure obligations.

The Company Secretary will work with the Disclosure Committee to determine whether any reported information needs to be disclosed in accordance with this Policy.

Identification and Reporting of Information

9. Reporting Procedures

All Personnel must:

- immediately report to the Company Secretary or, in their absence, the CEO or another member of the Disclosure Committee, any information of which they become aware that is or may be material or market sensitive regardless of whether an exception to disclosure may apply;
- ensure that confidential information about the Company remains confidential;
- not comment publicly on matters confidential to the Group; and
- attend continuous disclosure training, as required.

Reports should describe the nature of the information, the potential impact on the Company and any factors relevant to confidentiality.

10. Materiality Guidelines

In determining whether information is market sensitive, the Company will consider both quantitative and qualitative factors.

Without limitation, examples of information that may be market sensitive include:

- a material change in exploration results or interpretation that may significantly affect mineral resource potential;
- a material increase or decrease of mineral resources or ore reserves;
- results of scoping, pre-feasibility or feasibility studies indicating a material change to project economics;
- entry into, variation of, or termination of a material project or contract;
- a significant acquisition, disposal or joint venture;
- significant capital raising or a major change in funding arrangements;
- material litigation or regulatory investigation; and
- significant operational incidents.

Assessment and Decision Making

11. Assessment

On receiving information, the Disclosure Committee, and, where appropriate, the Chair and other directors, will promptly:

- review and assess whether the information is market sensitive;
- if appropriate, urgently seek any advice (noting however that disclosure cannot be delayed if the information is clearly materially price sensitive);
- determine whether any of the information must be disclosed to the applicable securities exchanges or an exception to disclosure applies;
- consider whether to seek a trading halt or voluntary suspension to manage disclosure; and
- where a market announcement is considered appropriate, coordinate the form of disclosure with the relevant members of management and confirm final approval of the proposed disclosure.

Timing

Price sensitive Information that is not subject to an exception from disclosure must be disclosed immediately, meaning promptly and without delay.

Where full details are not yet available, the Company may need to prepare and lodge a holding announcement and follow with a more detailed announcement when information is confirmed.

12. Approval of Announcements

Approval process

Where practicable and appropriate, the Board must approve all significant ASX and TSX announcements.

The Disclosure Committee must approve all other ASX and TSX announcements except where it is a routine or administrative announcement which the Company Secretary may prepare and approve.

Rapid response process

If timing does not permit Board review of significant announcements, the Disclosure Committee may approve the announcement.

If the Disclosure Committee (acting through such of its members as are reasonably available) cannot act without delay, any Director may approve the announcement, with a copy provided to the Board as soon as possible afterwards.

Communication with ASX and the Market

13. Lodgement of Announcements and Website Publication

All market sensitive announcements and other communications required under the Disclosure Rules will be lodged with the relevant securities exchanges, coordinated through the Company Secretary.

The Company must not release information publicly that is required to be disclosed to relevant securities exchanges until the relevant securities exchanges has confirmed its release to the market, after which it will be posted promptly on the Company's website and retained for a reasonable period.

Dealing with Outsiders

14. Briefings and Meetings

The Company may hold briefings and meetings with analysts, investors and the media to explain publicly released information and to build understanding of the Company's strategy, projects and performance.

The Company must ensure that it does not disclose market sensitive information at such briefings unless the information has first been released to relevant securities exchange.

15. Materials for Release

Information disclosures including information to be presented at a briefing must be provided in advance to the Disclosure Committee for review to minimise the risk of the Company breaching its continuous disclosure obligations.

All presentation slides, speeches or other substantive materials to be used in briefings or conferences that contain, or may contain, market sensitive information will be provided to the Company Secretary for release to the relevant securities exchange before the briefing or presentation.

Following release to relevant securities exchange, the materials will be posted on the Company's website.

16. Monitoring Briefings

Where practicable, the Company Secretary or another designated person will attend or monitor briefings to ensure that no inadvertent disclosure of market sensitive information occurs.

If market sensitive information is inadvertently disclosed, the Company will immediately disclose that information to the relevant securities exchange.

17. Earnings Guidance and Expectations

The Company will not provide earnings forecasts or guidance to analysts or investors unless that information has first been disclosed to the relevant securities exchange.

If the Company becomes aware that its actual or expected financial performance is materially different from market expectations, it will refer to the Disclosure Committee for assessment as to whether disclosure is required.

18. Authorised Spokespersons

Only Company authorised spokespersons, being the Chair, the CEO or any other person who has the prior approval of the Chair or CEO, can make public statements on behalf of the Group.

The number of authorised spokespersons will be kept to a minimum to avoid inconsistent communications and reduce the risk of material information being inadvertently disclosed to the market.

Any enquiries from the media, analysts, investors and regulators must be referred to an authorised spokesperson.

Personnel must not speak publicly on behalf of the Company and should refer any media approaches to an authorised spokesperson.

19. Analyst Reports and Forecasts

The Company may review analysts' research reports on request but will confine its comments to factual matters that have already been publicly disclosed or are in the public domain.

The Company will not provide forecast information to any analysts or other external parties unless it has already been disclosed to the market.

The Company must **not**:

- endorse or externally distribute individual analyst projections or reports;
- refer to analyst reports on its website; or
- publicly comment on analyst reports or research reports (except where necessary to correct a factual error).

Where the Company becomes aware that its published earnings guidance differs significantly from market expectations (measured by either an individual analyst's forecast or 'consensus estimate'), the Company will refer to the Disclosure Committee for assessment of the appropriateness of an ASX and/or TSX announcement and/or trading halt.

20. Rumours and Market Speculation

The Company will not generally comment on rumours or market speculation. The Company may respond where a market rumour appears to contain or be based on credible market sensitive information and a material change in the market price or traded volume of PDI Gold securities appears referable to it, or the rumour is likely to have such an effect.

Any comments on market speculation and rumours must be authorised by the Board or, if unavailable, the Disclosure Committee.

The Company is committed to ensuring no false market arises in its securities. If the relevant securities exchange considers that a false market exists or is likely and requests information, the Company promptly provide information necessary to correct or prevent the false market.

21. Trading Halts

To facilitate a fair, orderly and informed market, the Company may request a trading halt or, in exceptional circumstances, a voluntary suspension to trading in its securities. This may be necessary where the Company is not yet in a position to make a full announcement or there is media or market speculation likely to result in a false market. If the Company disseminates a news release during Canadian trading hours, a trading halt may be required by Canadian authorities.

The Company Secretary or another member of the Disclosure Committee or the Board (where practicable) are authorised to request a trading halt or voluntary suspension.

22. Closed Periods and Securities Trading

Trading in PDI Gold securities by Personnel is governed by the Company's Share Trading Policy which may specify various closed periods during which trading is restricted.

23. Training and awareness

The Company Secretary will arrange periodic training for directors and relevant Personnel on:

- the Company's continuous disclosure obligations;
- this Policy and internal reporting processes; and
- recent developments in ASX/TSX guidance and regulatory enforcement.

New directors and senior executives will receive induction materials that include this Policy and an overview of their responsibilities.

24. Record Keeping

The Company Secretary will maintain records of:

- information reported under this Policy and the assessment process;
- announcements lodged with the relevant securities exchanges;
- dealings with the securities exchanges in relation to continuous disclosure, trading halts and suspensions; and
- training sessions and materials provided to Personnel.

25. Policy Review

The Board will periodically review this Policy as required to ensure it is effective in facilitating disclosure in accordance with the Disclosure Rules and to determine whether any changes are required to this Policy.

Any material changes to this Policy will be communicated to Personnel and, where appropriate, disclosed in the Company's corporate governance statement or on its website.

If Personnel have any questions about the operation of this Policy, please contact the Company Secretary.

Date Approved	2026-05-27
Owner	Board of Directors