



Powerhouse Ventures Limited (PVL)

MARKET DISCLOSURE AND COMMUNICATIONS POLICY

Introduction

PVL (the Company) is committed to the promotion of investor confidence by ensuring that trade in its securities takes place in an efficient, competitive and informed market. The Company recognises the importance of forthright communication as a key component in building value and that to prosper and achieve growth the Company must (among other things) earn the trust of employees, customers, suppliers, the community and security holders by being forthright in its communications and consistently delivering on its commitments.

Purpose

The purpose of this policy is to:

- reinforce the Company's commitment to continuous disclosure obligations imposed by law and to describe the processes implemented by the Company to ensure compliance; and
- outline the Company's corporate governance standards and related processes aimed at ensuring timely and accurate information is provided equally to all shareholders.

Commitment to Continuous Disclosure

The Company will immediately notify the market, by announcing to the securities exchange on which its securities are listed, of any information or any major development related to the business of the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

In certain circumstances, the applicable listing rules permit the Company not to disclose, or to delay the disclosure of material information.

The Board is responsible for reviewing material information and determining what information must be disclosed and ensuring that the Company complies with all disclosure obligations, including responsibility for ensuring that adequate processes are in place for the identification of material information and the maintenance of the Company's insider lists of people in possession of material information.

The Board should receive copies of all material announcements as soon as they are made.

Responsibility for Disclosure

The Board manages the Company's compliance with all continuous disclosure obligations and this Policy. The Board is responsible for implementing reporting processes and controls and determines guidelines for the release of information.

Responsibility for Identifying Information for Disclosure

The Managing Director/Chief Executive Officer/Executive Chairman (MD/CEO/EC), the Company Secretary, each Director and each Committee of the Company has a duty to monitor all activities of the Company which may have a material impact on the price or value of the Company's shares.

Each of the Officers and Committees described has a duty to promptly notify the Company Secretary of any matter which may have a material impact on the price or value of the Company's shares.

In this policy "matter" includes circumstances involving market speculation and rumour concerning the Company or its shares which may lead to a false market in the Company's shares.

The MD/CEO/EC and Company Secretary must assess the materiality of the matter reported to determine whether the Company has a duty to make disclosure.

If the MD/CEO/EC considers the matter under consideration may have a material impact on the price or value of the Company's shares, the matter must be reported forthwith to the Chairman and each Director together with the appropriate form of disclosure to be made.

The Chairman must approve the form of the disclosure or otherwise deal with the reported matter. Subject to the direction of the Chairman, the Secretary must then disclose the matter immediately to the market and post the disclosure on the Company's website.

Where disclosure is required to be made the disclosure must be timely, factual, not omit material information and be expressed in a clear and objective manner.

Communications with Securities Exchange

The Company Secretary is responsible for communications with the relevant securities exchange on which the Company is listed.

Key Corporate Governance Standards on Communication

The Company has adopted a corporate governance framework that is designed to ensure:

- timely and accurate information is provided equally to all shareholders and market participants regarding the Company including its financial situation, performance, ownership, strategies, activities and governance;
- channels for disseminating information are adopted which are fair, timely and cost-efficient; and
- the Company does not communicate material price, or value sensitive information to any external party prior to that information being disclosed to all shareholders and market participants in compliance with its continuous disclosure obligations.

The specific processes adopted by the Company to implement these corporate governance standards are set out below.

COMMUNICATIONS POLICY

Communication of Disclosable Information on the Website

All information released to the securities exchange will be available through the Company's website on the same business day as the announcement to the exchange.

Authorised Spokespersons

The only employees authorised to make any public statement on behalf of, or attributable to the Company, are the Chair, or those who have the prior approval of the MD/CEO/EC.

Rumours and Market Speculation

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.

Trading Halts

In order to facilitate an orderly, fair and informed market it may be necessary to request a trading halt from a securities exchange. The Board in consultation with the MD/CEO/EC and Company Secretary will make all decisions relating to a trading halt.

Financial Calendar

The Company follows a calendar of regular disclosure to the market on the Company's financial and operational results. The calendar, which will be posted on the website, includes target dates for the release of half year and full year results, other financial information, shareholder meetings and business briefings.

At these briefings and meetings:

- No information of a disclosable nature will be disclosed unless it has been previously released to the market.
- If material information is inadvertently released, it will immediately be released to the securities exchange and be available on the Company's website.

Analyst and Investor Briefings

The Chairman and Company Secretary are primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contact for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are to be lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material will be posted to the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market.

The Company considers that one-on-one discussions and meetings with investors and stockbroking analysts are an important part of pro-active investor relations. However, the Company will only discuss previously disclosed information in such meetings.

Analysts' Reports & Estimates

Where requested to do so, the Company may review analysts' research reports but will confine comments to factual matters and material previously disclosed.

The Company may comment on analysts' earnings' estimates to the extent of:

- acknowledging the current range of estimates;
- questioning an analyst's assumptions or sensitivities if the analyst's estimate is significantly at variance from current market range estimates; and
- advising factual errors where data is already in the public domain.

Forecast information will not be provided by the Company unless it has already been disclosed to the market in accordance with the Company's continuous disclosure obligations.

Unaudited Periodic Reports

From time to time, the Company may release periodic reports which are not subject to audit or review by an external auditor (such as annual directors' reports, quarterly activity reports, quarterly cash flow reports, integrated reports and sustainability reports).

The Company will disclose on its web-site, in its annual report, in its corporate governance statement or in its governance disclosures as part of its annual report, the process(es) it uses to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by its external auditor.

Generally, without limitation, the Company undertakes a process of accountability checks with the Chairman and Company Secretary taking joint responsibility to ensure that there are in place effective vetting and authorization processes designed to ensure that all such periodic reports:

- a) are made in a timely manner;
- b) are factually correct in all material respects;
- c) do not omit material information;
- d) are expressed in a clear and objective manner;
- e) do not mislead or deceive;
- f) provide investors with appropriate information to make informed investment decisions.

Consultants & Professional Advisers

The Company will require any consultant or professional adviser engaged to undertake work on behalf of the Company to abide by this Policy.

Breaches

Failure to comply with this Policy may lead to a breach of applicable legislation or with exchange Listing Rules or other regulations, particularly in relation to continuous disclosure which in turn may lead to personal penalties for directors and officers. Breaches of this Policy may lead to disciplinary action being taken, including dismissal in serious cases.

Review

The Board will periodically evaluate this Policy to determine whether the Policy is effective in ensuring accurate and timely disclosure in accordance with the Company's disclosure obligations.

Additional Information

If you have any questions arising from the Company's Market Disclosure and Communications Policy, you may contact one of the persons listed below:

- Managing Director/Chief Executive Officer/Executive Chairman
- Company Secretary

References

- Share Trading Policy
- Delegations Policy