



Listed@ASX Compliance Update no. 08/24

25 July 2024

1. Investor presentations

General guidelines for the content of investor presentations

When lodging investor presentations on the market announcements platform, entities should give careful consideration to whether the presentation contains market sensitive information.

To the extent that the presentation contains market sensitive information, ASX reminds entities about its guidance on the use of headers to announcements (see Guidance Note 8 at section 4.14 'Guidelines on the headers to announcements under Listing Rule 3.1').

ASX would ask entities to ensure that the header to an investor presentation that contains market sensitive information clearly identifies the fact that it contains market sensitive information or, better still, that the market sensitive information is disclosed on a stand-alone basis and not embedded in an investor presentation that may not otherwise be market sensitive.

ASX's guidance on the contents of announcements applies to investor presentations in the same way that it applies to other market announcements. As set out in Guidance Note 14 at section 14 'Guidelines on the contents of announcements', the market announcements platform should not be used as a guise to publish information that is really promotional, political or tendentious in nature.

An announcement for release to the market must be couched in language that is appropriate for release to the market. It should be factual, relevant and expressed in a clear and objective manner. Emotive, intemperate or defamatory language should not be used, nor should vague or imprecise expressions such as "single digit" or "double digit", which do not allow investors to assess the value of the information for the purpose of making an investment decision.

Investor presentations by listed mining entities

Investor presentation materials prepared by listed mining entities are public reports that must comply with Chapter 5 of the Listing Rules and the JORC Code.

Presentation materials feature prominently at this time of year due to the number of resource sector conferences and AGMs. ASX will focus on the following issues during this period.

a. Relevant information should not be hard to find

Given the extensive reporting requirements for exploration results and estimates of mineral resources and reserves, ASX would generally expect that new or materially changed information reported under Chapter 5 of the Listing Rules would first be disclosed in a stand-alone announcement before appearing in an investor presentation.

b. Proximate cautionary statements

ASX's approach to proximate cautionary statements is set out in Guidance Note 31 at section 2.6 'Proximate cautionary statements'.

ASX considers that this guidance is applicable whenever a public report that must comply with Chapter 5 of the Listing Rules includes a proximate cautionary statement. This includes the proximate cautionary statements contemplated in:

- clause 17 of the JORC Code in relation to exploration targets;
- [Listed@ASX Compliance Update no. 04/23](#) in relation to visual estimates;
- Listing Rules 5.10 – 5.14 in relation to historical estimates or foreign estimates of mineralisation; and

- Listing Rules 5.15 – 5.19 and *ASX interim guidance: Reporting scoping studies* in relation to production targets and scoping studies.

Proximate cautionary statements should be on the same page and in the same paragraph or in the immediately preceding or following paragraph as the information to which they relate, and should be given equal prominence, which means being in the same font type, size and colour as the relevant information.

If the relevant information is included in a heading, the cautionary statement must be in the same font type, size and colour as the heading. Similarly, if relevant information is highlighted or emphasised in any way (for example, by being printed in bold, italics or a different colour to the surrounding text), the cautionary statement must be similarly highlighted or emphasised.

c. Competent person statements

Investor presentation materials must include a competent person statement in accordance with Listing Rule 5.22 if reporting new or materially changed exploration results, mineral resources or ore reserves in relation to a material mining project. If however, the presentation materials only contain previously disclosed information that has not materially changed since it was initially reported, a streamlined competent person statement in accordance with Listing Rule 5.23 may be used instead.

A streamlined competent person statement cannot be used when disclosing an exploration target. Clause 17 of the JORC Code requires the inclusion of a competent person statement each time an entity reports an exploration target.

d. Categorisation of mineral resources and ore reserves

Entities are reminded of the following requirements under clause 26 of the JORC Code in relation to mineral resources:

- public reports of mineral resources must specify one or more of the categories of ‘Inferred’, ‘Indicated’ and ‘Measured’;
- categories must not be reported in a combined form unless details for the individual categories are also provided; and
- mineral resources must not be reported in terms of contained metal or mineral content unless corresponding tonnages and grades are also presented.

Entities must not report “global resources” or other similar terms unless the individual categories of resources are also disclosed. Where entities report contained metal, typically the contained metal is reported as ounces and grade rather than also including the tonnage and grade.

Entities must also comply with clauses 34 and 36 of the JORC Code in relation to ore reserves:

- clause 34 of the JORC Code imposes similar obligations to clause 26 above; and
- clause 36 of the JORC Code provides that where figures for both mineral resources and ore reserves are reported, a statement must be included in the report which clearly indicates whether the mineral resources are inclusive of, or additional to the ore reserves. Ore reserve estimates must not be aggregated with mineral resource estimates to report a single combined figure.

e. Peer Comparisons

Listed entities are reminded of ASX’s guidance on the reporting of peer comparisons (see [Listed@ASX Compliance Update no. 08/18](#)).

Where a listed entity discloses an objectionable peer comparison ASX may require the entity to publish an announcement withdrawing or retracting the objectionable material.

For mining entities, ASX will have a focus on the following objectionable practices over the coming period:

- comparing resources or reserves without disclosing the different categories of resources or reserves (such as comparing inferred resources to measured resources) and grades;
- comparing exploration targets to resources or reserves; and
- failing to disclose differences in the stage of development of peer projects, such as an entity with a scoping study comparing itself to an entity with a definitive feasibility study, or an explorer comparing itself to a producer.

A peer comparison should include the material assumptions and the source of the information applied by the listed entity in developing the comparison table. If the information is taken from another listed peer, the entity should reference the date of the peer's announcement that contained the information forming the basis of the comparison.

Notwithstanding the level of disclosure provided by the entity about the comparators it has selected, if ASX forms the view that the peer comparison is potentially misleading due to the way it is presented or the comparators chosen, ASX will require the information to be withdrawn or retracted. The easiest way for a listed entity to avoid this situation is not to publish peer comparisons.

f. Visual Results

ASX does not encourage the reporting of estimates of mineralisation based only on visual observations. Where an entity chooses to report mineralisation in this manner, ASX will continue to take the approach described in [Listed@ASX Compliance Update no. 04/23](#).

g. Social media, advertorials and sponsored articles are public reports

Public reports for the purposes Chapter 5 of the Listing Rules include, but are not limited to, annual and quarterly company reports, press releases, information memoranda, technical papers, website postings and public presentations.

Press releases include advertorials, paid for content pieces, and media articles co-authored or contributed to by the listed mining entity. It also includes content released on social media with the authorisation of the entity or its officers.

Mining entities must not disclose market sensitive information on social media platforms prior to disclosing that information through the market announcements platform, and then only if the social media post complies with the requirements that apply to public reports under Chapter 5 of the Listing Rules and JORC Code.

ASX has recently caused entities to remove inappropriate visual results, in-ground values and peer comparisons from social media platforms. If an entity cannot disclose the information on the ASX market announcements platform because it does not comply with ASX's disclosure rules, it should not release the information on social media platforms.

See [Listed@ASX Compliance Update no. 02/23](#) for further information.

Action ASX may take

ASX will not hesitate to take action if it considers that an announcement does not comply with the Listing Rules. The action that ASX may take includes rejecting the announcement or requiring a retraction or correction. ASX may suspend trading in the entity's securities until appropriate corrective action is taken by the entity.

2. Specific situations where ASX may suspend an entity's securities from quotation under Listing Rule 17.3.2

Listing Rule 17.3.2 provides that ASX may at any time suspend an entity's securities from quotation if in ASX's opinion it is necessary to suspend quotation to prevent a disorderly or uninformed market.

Two specific situations where ASX will use this power are outlined below.

Where an entity has requested a trading halt but has nothing material to announce

As noted in Guidance Note 8 at section 4.6 'The use of trading halts to manage disclosure issues', an entity's primary obligation under Listing Rule 3.1 is to give market sensitive information to ASX for release to the market promptly and without delay.

ASX would not expect an entity to request a trading halt before it has assessed whether particular information is in fact market sensitive and therefore needs to be disclosed under Listing Rule 3.1. Having made that assessment, if the entity is able to give the required announcement to ASX promptly and without delay then, in most cases, it will not need a trading halt to manage its disclosure obligations.

If an entity requests a trading halt and the trading halt is granted under Listing Rule 17.1 pending the release of an announcement, ASX and the market will be expecting the announcement to contain market sensitive information.

In these circumstances, if:

- the announcement provided to lift the trading halt is plainly not market sensitive; or
- the entity subsequently advises that it entered the halt without anything market sensitive to announce; or
- an announcement suitable for release is not provided in time to lift the trading halt and ASX has not agreed to a voluntary suspension,

ASX's usual approach will be to suspend quotation of the entity's securities under Listing Rule 17.3.2. This is to prevent a disorderly or uninformed market on the basis that the market was expecting a market sensitive announcement, when there is in fact no market sensitive information requiring disclosure.

ASX will also take this approach where trading has been halted through a 'pause in trading' market announcement. ASX may halt trading through a 'pause in trading' market announcement where, for example, the entity has made a representation to ASX that the entity will imminently lodge an announcement about a market sensitive matter, or where the entity lodges a purportedly market sensitive announcement that is not suitable for release (for example, because it includes information that is really promotional, political or tendentious in nature).

Trading in the entity's securities will not usually resume until an appropriate announcement has been released with the correct market sensitivity indicator. In circumstances where the entity has subsequently advised that it has nothing market sensitive to announce, ASX is likely to direct the entity under Listing Rule 18.8 to provide an announcement for release to the market that includes a short account of why this situation has arisen. Entities must lodge their announcements as soon as possible.

Once an appropriate announcement has been released, ASX will reinstate the entity's securities to quotation, unless there is some other reason for the entity's securities to remain suspended.

Where an entity has provided an inadequate response to a price query letter

When ASX detects abnormal trading in an entity's securities and, in its discussions with the entity about that matter, the entity tells ASX that it is not aware of any information which has not been announced to the market and which could explain the abnormal trading, ASX generally issues a price query letter.

Usually a price query letter is issued on the same day as those discussions and requires the entity to provide a prompt response, typically within 2 hours. This is important because the entity's response to the price query may prevent a disorderly or uninformed market from emerging.

If the entity does not respond to the price query letter in the timeframe required by ASX, or the entity's response to the price query letter does not adequately address ASX's queries or is otherwise not suitable for release, ASX's usual approach will be to suspend quotation of the entity's securities under Listing Rule 17.3.2 in order to prevent a disorderly or uninformed market.

Once trading in the entity's securities is suspended, the entity will need to provide a response to ASX's price query letter that is suitable for release to the market. Once received, both the price query letter and the response will be published on the market announcements platform together. ASX will then reinstate the entity's securities to quotation, unless there is some other reason for the entity's securities to remain suspended.

3. Market Announcements Office available to assist with ASX Online outside of normal business hours

Item 2 in [Listed@ASX Compliance Update no. 06/24](#) provided ASX Online users with information about what to do if they are locked out of their ASX Online accounts.

ASX also wishes to advise that if an ASX Online account is locked and the user needs assistance outside of normal business hours (Monday to Friday 9:00am to 5:00pm Sydney time), the ASX Market Announcements Office may be able to assist the user regain access by calling 1800 021 965 (+61 2 8298 8044 for overseas). The user must be able to answer correctly a number of security questions to confirm their identity.

The Market Announcements Office currently opens at 7:00am and closes at 7:30pm Sydney time on each trading day (and closes an hour later during daylight saving).

Listed entities are reminded that they must have a nominated person responsible for communication with ASX in relation to Listing Rule matters (Listing Rule 12.6).

Entities should keep the contact details of their nominated ASX contacts up to date on ASX Online at all times and also inform their Listings Adviser of any changes. Further information about how to notify ASX of any changes (including temporary changes) made to the entity's nominated ASX contact is available [here](#) (see Item 3).

If you missed any of our historical Compliance Updates, you can download past editions [here](#).
