

Keypath Education International, Inc. Continuous Disclosure Policy

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Continuous Disclosure Policy

Keypath Education International, Inc. ARBN 649 711 026 (the Company) and its subsidiaries

1. Background

1.1 Overview

The Company is committed to effective communication with its customers, shareholders, market participants, employees, suppliers, financiers, creditors, other stakeholders and the wider community. The Company will ensure that all stakeholders, market participants and the wider community are informed of its activities and performance.

The Company will endeavour to make all information publicly available to ensure that trading in its shares takes place in an efficient, competitive and informed market.

1.2 Purpose

The purpose of the Continuous Disclosure Policy (the **Policy**) is to:

- (a) ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Australian Securities Exchange (**ASX**) Listing Rules and as much as possible seeks to achieve and exceed best practice;
- (b) provide shareholders and the market with timely, balanced, direct and equal access to information issued by the Company; and
- (c) promote investor confidence in the integrity of the Company and its securities.

2. Legal requirements and best practice

2.1 Legal requirements

The Company is a public company listed on ASX. It is subject to continuous disclosure requirements under the Corporations Act and the Listing Rules (which are given legislative force under section 674 of the Corporations Act), in addition to the periodic and specific disclosure requirements. The key elements of the continuous disclosure obligations are set out below:

- (a) The Rule: The primary continuous disclosure obligation is contained in Listing Rule 3.1, which states that:

"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."

- (b) The Exception: LR 3.1A contains the only exception to LR 3.1:

"Listing Rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following 5 situations applies:

f It would be a breach of a law to disclose the information;

(g)

The Company Secretary will ensure that the Board receives copies of all material market announcements promptly after they have been made to ensure that the Board has timely visibility of the nature and quality of the information being disclosed to the market and the frequency of such disclosures;

- (b) **Senior review** - at least two of the CFO, CEO, Company Secretary and Chair will be responsible for determining what information is to be disclosed;
- (c) **Company Secretary** - is responsible for the overall administration of this Policy and all communications with ASX (see below);
- (d) **Authorised Spokespersons** - are the only Company employees authorised to speak on behalf of the Company to external parties (see below);
- (e) **Disclosure Officers** - a Disclosure Officer is to be appointed in respect of employees and Directors who will be responsible for reporting any material price sensitive information of which they are aware to the Company Secretary; and
- (f) **Other employees** - must report any material price sensitive information to their Disclosure Officer.

Under this Policy, employees and Directors may be required to provide information to their **Disclosure Officer**. As such:

if you are	the Disclosure Officer is ...
a Director	the Company Secretary
the Company Secretary	the Chair
a member of senior management or an employee or contractor in the Company's headquarters	the Company Secretary
a manager of a business unit	the Company Secretary
any other employee	the manager of the relevant business unit, who will in turn notify the Company Secretary

3.4

- (f) copies of any documents tabled or otherwise made available at meetings of shareholders and, if it keeps them, a recording or transcript of the meetings;
- (g) a copy of the Company's financial statements and most recent annual report as well as previous annual, half yearly and quarterly reports (if any), including any Directors' reports contained in those documents;
- (h) the Company's corporate governance policies and charters, including this Policy;
- (i) key employee shareholder information.

The Company Secretary must review the relevant information prior to it being posted on the website. The website will be reviewed regularly to ensure that it is up-to-date, complete and accurate.

3.10 Pre-result periods

To prevent inadvertent disclosure of material price sensitive information, during the periods

(ii)

5.3 Further information

You should read this Policy carefully and familiarise yourself with the Policy and procedures detailed.

The Company will periodically review this Policy regularly as legislative requirements change and best practice for continuous disclosure evolves, and to check that it is operating effectively, and consider whether any changes are required to the Policy. The Company Secretary will communicate any amendments to Company employees.

If you have any questions on the Policy, or require further information, contact the Company Secretary.

5.4 Adoption of Policy and Board review

This Policy was adopted by the Board on the date on the front cover of this Policy, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically. The Company Secretary will communicate any amendments to employees as appropriate.