



Compliance Policy & Procedures for ASX Listing Rule Disclosure Requirements

1. Compliance Procedures

1.1 Responsible Officer and Responsible Officer Duties

The Board has appointed the Managing Director as the Company's Responsible Officer¹.

The Responsible Officer is to have control of the overall conduct of the Compliance Procedures.

The Responsible Officer is to be provided with support from the Board and administrative staff to assist him/her with the role.

1.2 Potential Disclosure Material²

- (a) Any potential Disclosure Material identified or discovered by a Director must be brought to the attention of the Responsible Officer immediately. The Responsible Officer can then assess whether it needs to be disclosed to the market through the ASX.
- (b) Any potential Disclosure Material identified or discovered by any of the Company's employees and agents (other than Directors) must be immediately brought to the attention of the Responsible Officer.
- (c) The Responsible Officer is entitled to request and receive any information, reports, resources and accounting records which are relevant for the purposes of fulfilling his/her responsibilities.
- (d) The Responsible Officer is entitled to have access to and consult:
 - (i) the auditor of the Company's financial statements; and
 - (ii) the legal and other professional advisers of the Company, for the purposes of fulfilling his/her responsibilities.

¹ the Responsible Officer is primarily responsible for ensuring the Company complies with the continuous disclosure obligations of the Company

² means undisclosed information that a reasonable person would expect to have a material effect on the Company's price or value of its securities

1.3 Guidelines for Identifying Disclosure Material

Information requiring disclosure

The Responsible Officer to be aware of various situations which may create or generate Disclosure Material that requires disclosure pursuant to Listing Rule 3.1.

The following is a non-exhaustive list of matters which, if material, will be required to be disclosed to the ASX as Disclosure Material:

- (i) a change in the Company's financial forecast or expectation;
- (ii) the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by it or any of its subsidiaries;
- (iii)** a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets (normally an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case);
- (iv) a change of control of the Company;
- (v) a recommendation or declaration of a dividend or distribution;
- (vi) a recommendation or decision that a dividend or distribution will not be declared;
- (vii) under subscriptions or over subscriptions to an issue;
- (viii) an agreement or option to acquire a substantial asset;
- (ix) information about the beneficial ownership of shares obtained by the Company or under the Corporations Act;
- (x) giving or receiving a notice of intention to make a takeover;
- (xi) an agreement between the Company (or a Related Party or subsidiary) and a Director (or a Related Party of the Director);
- (xii) the Company executes any formal contract for a material business venture;
- (xiii) entry by the Company into a binding heads of agreement or memorandum of understanding;
- (xiv) the amount shown in the accounts of the Company needs to be adjusted to cover bad loans;
- (xv) the Company enters into a confidential settlement of a claim involving the payment of damages.

Specific Disclosures

The Responsible Officer to be aware that, in addition to the general disclosure requirements, the Listing Rules require the Company to also make specific disclosures for:

- (i) takeovers;
- (ii) share buy-backs;
- (iii) capital reorganisations;
- (iv) calls on partly-paid shares;
- (v) issues and proposed issues of securities;
- (vi) the exercise by an underwriter of a right to avoid or change underwriting obligations;
- (vii) shareholder meetings for the appointment of Directors;
- (viii) results of shareholders' meetings; and
- (ix) changes of Directors, CEOs and company secretary.

The Listing Rules require any proposed market release to first be given to the ASX for release to the market before it is provided to any other person, including the press.

1.4 Monitor Share Price Movements

The Responsible Officer shall appoint an appropriately qualified person to monitor the share price movements of the Company. This person should be instructed to immediately notify the Responsible Officer of any unusual fluctuations in the price of the Company's shares.

1.5 Educate Directors and Staff

The Responsible Officer must discuss with each officer, employee or agent of the Company:

- (i) the Company's obligation to disclose Disclosure Material to ASX;
- (ii) the procedure for staff to follow in the event they become aware of potential Disclosure Material (i.e. to notify the Responsible Officer immediately).

The Responsible Officer should at least once a year, remind all officers, employees or agents of the Company, who may from time to time be in the possession of potential Disclosure Material, of their obligation to bring these matters to the attention of the Responsible Officer as soon as the information is identified or discovered.

1.6 Confidentiality Obligation

The Responsible Officer to ensure that non-disclosure or confidentiality agreements are entered into by the other parties to a material transaction and any other recipients of any confidential information in relation to a material transaction.

When the Company enters into a material transaction that may constitute potential Disclosure Material, the Responsible Officer should remind all staff of the confidential

nature of the transaction and of the consequences of failing to comply with their disclosure obligations.

1.7 Release of Disclosure Material

- (a) The Responsible Officer is to oversee and co-ordinate disclosure information to the ASX, analysts, brokers, shareholders, the media and the public.
- (b) The number of Directors and staff authorised to speak on the Company's behalf in relation to press released must be kept to a minimum.
- (c) The Responsible Officer should be aware of all information disclosures in advance, including information to be presented at private briefings, to analysts and others, including answers to shareholders questions.
- (d) Once Disclosure Material has been released through the ASX, the Company must further disseminate the information to investors to ensure that information is accessible to the widest audience through posting the material on the Company's website and through the use of the Company's distribution list.

In the event of an inadvertent leakage or disclosure of Disclosure Material, the Responsible Officer must immediately make an appropriate announcement to the market through the ASX. The Responsible Officer must also contemporaneously with or as soon as possible after such announcement, notify the Board of the announcement.

2. Adoption of the policy

This policy and these procedures were formally adopted by resolution of the Directors of the Company on 23 September 2009.