



Continuous disclosure policy

Strike Energy Limited
ACN 078 012 745

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Contents

1.	Introduction	1
2.	Objectives	1
3.	Definitions and interpretation	1
4.	Continuous disclosure – legal considerations.....	2
5.	Policy	3
6.	Roles of MD and Disclosure Officer	4
7.	Contraventions and penalties.....	5
8.	Periodic Updates.....	6

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(Company)

Continuous disclosure policy

1. Introduction

- 1.1 This policy imposes obligations and procedures on all Strike personnel of the Company and its controlled entities to ensure the timely and balanced disclosure of all material matters concerning the Company.
- 1.2 The Company is committed to ensuring that Strike personnel act in accordance with the Company's values and strategies, to act at all times in accordance with the law and uphold the ASX and ASIC principles of corporate governance.
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2. Objectives

- 2.1 The objectives of this policy are to:
- (1) ensure that the Company is able to meet its continuous disclosure obligations under the ASX Listing Rules;
 - (2) establish internal procedures so that all Strike personnel understand their obligations to disclose material information to ensure:
 - (a) all investors and participants in the market have equal and timely access to material information concerning the Company;
 - (b) all Company announcements are factual and presented in a clear and balanced way; and
 - (c) only material information is disclosed to the market.
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3. Definitions and interpretation

- 3.1 In this policy, unless the context otherwise requires:
- (1) **Act** means the *Corporations Act 2001* (Cth);
 - (2) **Associated persons** refers to contractors, consultants, advisors or key suppliers that by virtue of their role or relationship with the Company or a controlled entity of the Company have access to information that has or could reasonably be deemed to be Price Sensitive Information;
 - (3) **Generally Available** means generally available as defined in section 1042C of the Act;
 - (4) **Price Sensitive Information** has the meaning given in paragraph 4.1;

- (5) **Strike personnel** collectively refer to the Directors, employees and Associated persons of the Company and its controlled or associated entities.

4. Continuous disclosure – legal considerations

- 4.1 Chapter 3 of the ASX Listing Rules deals with the continuous disclosure requirements that a listed company must satisfy. In particular, Listing Rule 3.1 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 the ASX that information (**Price Sensitive Information**).

There is, however, an exception to the disclosure of Price Sensitive Information under ASX Listing Rule 3.1. This exception is set out in ASX Listing Rule 3.1A and applies when:

- (1) one or more of the following 5 situations applies:
 - (a) it would be a breach of a law to disclose the information;
 - (b) the information concerns an incomplete proposal or negotiation;
 - (c) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (d) the information is generated for the internal management purposes of the Company; or
 - (e) the information is a trade secret;
 - (2) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - (3) a reasonable person would not expect the information to be disclosed.
- 4.2 The ASX Listing Rules also provide that if the ASX considers that there is or is likely to be a false market in an entity's securities and asks the entity to give information to correct or prevent a false market, the entity must give ASX that information.
- 4.3 Examples given by ASX in the ASX Listing Rules of information that, depending on the circumstances, could require disclosure by entity under ASX Listing Rule 3.1 are as follows:
- a transaction that will lead to a significant change in the nature or scale of the entity's activities;
 - a material mineral or hydro-carbon discovery;
 - a material acquisition or disposal;
 - the granting or withdrawal of a material licence;
 - the entry into, variation or termination of a material agreement;
 - becoming a plaintiff or defendant in a material law suit;
 - the fact that the entity's earnings will be materially different from market expectations;

- the appointment of a liquidator, administrator or receiver;
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- under subscriptions or over subscriptions to an issue of securities;
- giving or receiving a notice of intention to make a takeover; and
- any rating applied by a rating agency to an entity or its securities and any change to such a rating.

5. Policy

- 5.1 The Board has the ultimate responsibility of ensuring that the Company complies with its continuous disclosure obligations. The Board has delegated day-to-day management of that responsibility to the Managing Director (**MD**) and the Disclosure Officer (being the Company Secretary).
- 5.2 As soon as Strike personnel become aware of information:
- (1) that is not Generally Available (eg, the information in question has not been included in any annual report, ASX release or other publication of the Company); and
 - (2) which may be price-sensitive (eg, it is or is likely to have a financial or reputation impact upon the Company that may be considered material),
- they must provide to the MD and the Disclosure Officer the following information:
- (1) a general description of the matter;
 - (2) details of the parties involved;
 - (3) the relevant date of the event or transaction;
 - (4) the status of the matter (eg final / negotiations still in progress / preliminary negotiations only);
 - (5) the estimated value or value impact of the event or transaction;
 - (6) the estimated effect on the Company's finances or operations; and
 - (7) the names of any in-house or external advisers involved in the matter.
- 5.3 Directors, employees or consultants should also inform the MD and the Disclosure Officer if they believe any prior disclosures to the ASX are inaccurate or incomplete.
- 5.4 Information or presentations provided to, and discussions with, analysts, professional bodies or any other person, are also subject to this continuous disclosure policy.
- 5.5 Material information must not be selectively disclosed (eg, to analysts, professional bodies, the media, customers or any other person) prior to being announced to the ASX. If any Strike personnel are proposing to present any material information to professional bodies, journalists or customers, they should ensure that copies of their material are provided to the Disclosure Officer prior to presenting that information externally.

- 5.6 All enquiries from analysts must be referred to the MD or the Disclosure Officer. All material to be presented at an analyst briefing must be approved by or referred through the Disclosure Officer prior to briefing.
- 5.7 All enquiries from the media must be referred to the MD or the Disclosure Officer.
- 5.8 All media releases and material to be presented (for example at seminars) must be approved by or referred through the Disclosure Officer prior to release to journalists or other professional bodies.

6. Roles of MD and Disclosure Officer

- 6.1 The Board has appointed the Company Secretary to act as the Disclosure Officer to:
- (1) be responsible for disclosing information to the ASX, once a decision to make that disclosure has been made in accordance with this policy; and
 - (2) have responsibility for communications with the ASX in relation to ASX Listing Rule matters generally (in accordance with ASX Listing Rule 12.6).
- 6.2 In respect of information that comes to the attention of the MD and/or Disclosure Officer (either directly or from a Director), the Disclosure Officer must immediately inform the MD of that information (to the extent the information is not already known by the MD) and the MD must immediately take such action in relation to any Price Sensitive Information as is required by the Listing Rules.
- 6.3 If the MD and the Disclosure Officer believe the information must be disclosed. In this case an announcement to the ASX disclosing the Price Sensitive Information will be immediately prepared for immediate release. A copy of the announcement must be sent to all Directors and placed on the Disclosure File maintained by the Disclosure Officer (see paragraph 6.8(3)).
- However, if the MD and the Disclosure Officer are convinced the information is not Price Sensitive Information, or is Price Sensitive Information but does not have to be disclosed because it is covered by the ASX Listing Rule 3.1A exception to ASX Listing Rule 3.1, the information will not be disclosed to ASX.
- If the MD and the Disclosure Officer are not certain whether the information is price sensitive, or whether it falls within an exception, the Disclosure Officer may need to consult with the Board and/or seek external legal or financial advice.
- 6.4 In certain circumstances, it may be necessary or desirable for the Company to request a trading halt or suspension of trading in the Company's securities (eg. where the relevant information has leaked and the Company is not in a position to give an announcement to ASX straight away).
- 6.5 The MD and the Disclosure Officer shall be responsible for ensuring that Company announcements:
- (1) are factual;
 - (2) do not omit material information; and
 - (3) are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
- 6.6 Where information is to be released to the ASX in accordance with this policy, announcements must be approved by the MD prior to release by the Disclosure Officer.

- 6.7 Any Company announcement other than purely administrative announcements (such as Appendices 3B) must be provided to each director with reasonable notice prior to release, together with any supporting material that is appropriate in the circumstances.
- 6.8 The Disclosure Officer must:
- (1) conduct all disclosure discussions with management;
 - (2) conduct all disclosure discussions with the ASX;
 - (3) maintain a **Disclosure File** which must contain a record of:
 - (a) material that has been disclosed to the ASX (with a copy of each announcement to the ASX); and
 - (b) potentially Price Sensitive Information that has come to the attention of the Disclosure Officer and has not been disclosed to the ASX, together with the reasons for that non-disclosure;
 - (4) submit reports to each regular Board meeting, setting out the matters disclosed to the ASX and those matters of which the Disclosure Officer became aware that were not disclosed to the ASX and the reasons for that non-disclosure; and
 - (5) take such action as the Disclosure Officer considers necessary or appropriate (including the implementation of regular training sessions for relevant officers and employees) to ensure that the senior managers and their subordinates are aware of and adequately understand:
 - (a) the nature of the Company's continuous disclosure obligations;
 - (b) the responsibilities of the Company's officers and employees in ensuring compliance with its continuous disclosure obligations; and
 - (c) the requirements of this policy.

7. Contraventions and penalties

7.1 Contravention

The Company contravenes its Australian continuous disclosure obligations if it fails to notify the ASX of the information required by Listing Rule 3.1 to be disclosed and where the exception in Listing Rule 3.1A does not apply.

7.2 Liability and enforcement – penalties for breach

(1) The Company

If the Company contravenes its continuous disclosure obligations, it may face:

- (a) if the contravention is intentional or reckless – criminal liability with a monetary fine;
- (b) civil liability for any loss or damage suffered by any person as a result of the Company's failure to disclose relevant information to the ASX; and

(c) delisting from the ASX.

ASIC can also institute proceedings under the *Australian Securities and Investments Commission Act 2001*.

(2) **Others**

The Company's officers (including its directors), employees or advisers who are involved in the contravention by the Company, may also face criminal liability, the consequences of which are a monetary fine or 5 years imprisonment or both, and civil liability as outlined above.

(3) **Enforcement**

The court also has power under the Act to order compliance with the Listing Rules on the application of the ASX, ASIC or an aggrieved person (for example, a shareholder of the Company).

(4) **Unwanted publicity**

Contravention of its continuous disclosure obligations may also lead to unwanted publicity for the Company and may cause damage to its reputation in the market place which may adversely impact upon the market value of its securities.

8. Periodic Updates

8.1 This policy shall be reviewed periodically and updated as required or immediately after the occurrence of any significant incident or event.