

# Continuous Disclosure Policy

December 2015



## Purpose

Lion Energy Limited (“Lion” or the “Company”) must comply with continuous disclosure requirements arising from legislation and the Listing Rules of the Australian Securities Exchange (“ASX”). The Company is committed to ensure that the market are provided with full and timely disclosure of material information relating to the Company’s activities.

The primary purpose of this policy is to:

- (a) ensure that the Company’s officers, employees and contractors are aware of the continuous disclosure obligations of the Company;
- (b) ensure that all shareholders and the market are provided with full and timely disclosure of material information about the Company’s activities; and
- (c) ensure that ASX announcements comply with the ASX Listing Rules, are made in a timely manner, are factual and do not omit material information.

## Continuous Disclosure Obligations

- (a) The Corporations Act and the ASX requires the Company to ensure that once it becomes aware of information that a reasonable person would expect to have a material effect on the price and value of the Company’s shares that it must immediately advise ASX of that information.
- (b) A reasonable person would expect information to have a material effect on the price and value of the Company’s shares if it would influence a person who commonly invest in shares to decide whether to buy or hold the shares
- (c) ASX Listing Rule 3.1A provides that price sensitive information does not need to be disclosed if the following applies:
  - (i) a reasonable person would not expect the information to be disclosed;
  - (ii) the information is confidential; and
  - (iii) at least one of the following applies:
    - it would be a breach of law to disclose the information; - the information concerns an incomplete proposal or negotiation;
    - the information concerns an incomplete proposal or negotiation;
    - the information comprise matters of supposition or is insufficiently definite to warrant disclosure;
    - the information is generated for internal management purposes; and
    - the information is a trade secret.
  - (iv) Each of (i) – (iii) must be met for the information to be exempt from disclosure.
- (d) Where the ASX considers that there is likely to be a false market in the Company’s shares, the Company must provide the information to the ASX to correct or prevent the false market.

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## Roles and Responsibilities of Directors, Senior Management and Employees

### Role and Responsibilities of Directors and Employees

- (a) All directors and employees of the Company who becomes aware of Price Sensitive Information must immediately provide details of that information to the Chief Executive Officer and the Company Secretary.
- (b) Price Sensitive Information can include new material contracts; sale of a major part of the business; proposed change in the nature and business of the Company; changes to Board and senior management or capital structure.
- (c) Continuous disclosure is included as an agenda item at all meetings of the Board.
- (d) At all Board meetings the Board will consider if there are matters that require disclosure in terms of the Company's continuous disclosure obligations.
- (e) The Board will approve the content of any announcement that is significant and that could be Price Sensitive.

### Role and Responsibilities of Chief Executive Officer

- (a) The Chief Executive Officer is primarily responsible for ensuring that the Company complies with its continuous disclosure obligations.
- (b) In consultation with the Company Secretary, the Chief Executive Officer will determine whether or not information needs to be disclosed and take the necessary steps to protect confidentiality and prevent a false market for example by requesting a trading halt.

### Role and Responsibilities of Company Secretary

The Company is responsible for the following:

- (a) ensuring that this Continuous Disclosure Policy is implemented and the Company complies with its continuous disclosure obligations;
- (b) reviewing information with the Chief Executive Officer and/or members of the Board to determine whether disclosure is required to the ASX;
- (c) all communications with the ASX;
- (d) promptly placing announcements on the company's website following release by the ASX and communicate to appropriate personnel and stakeholders; and
- (e) providing guidance to the Company's directors and senior management to ensure that they understand the Company's continuous disclosure obligations.

## External Communications

- (a) The Company will only provide previously disclosed or publically available information in meetings and discussions with investors, external analysts and media unless data is shared "commercial-in-confidence" with signed confidentiality agreement.
- (b) All briefings and presentation materials (not previously released) provided to investors, analysts or at industry conferences will be disclosed to the market prior to commencement of the briefing.
- (c) The Company will not make any comment on the content of external analyst reports.
- (d) Forecasts will not be provided by the Company unless it has already been disclosed to the market.

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- (e) The Company's website has an Investors and a News & Reports section where all ASX announcements can be accessed by interested parties.
- (f) Announcements are placed on the Company's website as soon as practically possible following release by the ASX.
- (g) Website information is continuously reviewed and updated to ensure it is current.

## Media Contact

The nominated Company spokespersons are:

- (a) the Chairman of the Board; and
- (b) the Chief Executive Officer.

## Review of Policy

The Board will review this Policy annually.