

Continuous Disclosure Document

Emperor Range Group Limited **(Company)**

Release 1

Approved by the Board: 26 Nov 2013

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1 Purpose and objectives

The purpose of this continuous disclosure policy is to outline the requirements under *Corporations Act 2001* (Cth) and ASX Listing Rules for the Company to ensure that the market is fully informed about the Company's strategy, financial performance and outlook and business operations.

2 Policy

Equal access to information

Price sensitive information that is required to be disclosed by the ASX listing rules must be disclosed to ASX prior to the disclosure to institutional investors, analysts the media or others outside the Company.

Following receipt of confirmation that ASX has released information, lodged by the Company, to the market, that information will be available on or through the Company's website.

3 Continuous disclosure

The Company will keep the ASX informed without delay for dissemination, of any information relating to the group of which it is aware that:

- Is necessary to enable the ASX and the public to appraise the financial position of the Company and the Company Group; or
- Is necessary to avoid the establishment of a false market in its securities; or
- A reasonable person would expect to have a material effect on the price or value of its securities.

All information required to be disclosed must be made available to the ASX before the time at which any other public announcement of the information is made.

Continuous disclosure obligations are reviewed as a standing item on the agenda for each regular meeting of the Board and all Directors are required to confirm details of any matter within their knowledge that might require disclosure to the market.

Where disclosure is not required

The disclosure requirement does not apply to information while:

- A reasonable person would not expect information to be disclosed; and
- Information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- At least one of the following applies
 - It would be a breach of the law to disclose the information;
 - The information concerns an incomplete proposal or negotiation;
 - The information comprises matters of supposition or insufficiently definite to warrant disclosure;

- The information is generated for the internal management purposes of the company; or
- The information is a trade secret.

4 Reporting and disclosure

Periodic reporting

The Company will communicate regularly with shareholders through its:

- (a) Full annual report, which the Company will send to shareholders in hard copy unless they elect to receive it by electronic copy;
- (b) Annual general meeting, at which shareholders will be updated about the Company's strategy, financial performance and outlook and business operations. Shareholders will be given the opportunity to ask questions of the Board and the auditor will be invited to the meeting to answer questions about the audit; and
- (c) Release of the annual results in February each year and the interim result in August.

5 Procedure for disclosure- Public announcements

Where an officer of the Company or employee discovers information that may be required to be disclosed to the ASX under the listing rules, that officer of the Company or employee must disclose this to the Company Secretary as soon as possible.

The Company Secretary will then make a determination as the materiality of that information. The Company Secretary may consult with Senior Management or Executive Officers to determine the impact of the information. If the Company Secretary decides the information is material and may need to be disclosed, the matter will be referred to the Board of Directors for their consideration and approval.

All ASX and media releases are to be approved by the Board except for:

- (a) Urgent releases which must be approved by the Chairman and advised to all Directors prior to release; and
- (b) Administrative releases such as disclosure of Directors' interests and substantial holder notices

Only the Chairman or a person authorised by the Chairman is authorised to make any public statement on behalf of the Company.

6 Procedure for briefings to institutional investors and analysts

The Company will not communicate any price sensitive information to institutional investors, analysts or any other third party unless that information has first been disclosed to ASX.

The Company may hold general or one-on-one briefings with institutional investors or analyst. At such briefings, the Company will not disclose price sensitive information but may give background and other information to assist institutional investors and analysts to understand its strategy, financial performance and outlook and business operations.

All written information and presentations to be used at general or one-on-one briefings will be reviewed by the Company Secretary to determine whether information in the proposed briefing has previously been disclosed to the ASX. If the proposed briefing contains information that has not previously been disclosed to the ASX, that information must be:

- (a) Deleted from the briefing; or
- (b) Disclosed to ASX and not disclosed in any briefing until receipt of confirmation that ASX has released that information to the market.

Answering questions

No price sensitive information that has not been disclosed to the ASX will be provided at general, institutional investor or analyst briefings. Questions at briefings that deal with such price sensitive information will either:

- (a) Not be answered; or
- (b) Taken on notice and not answered until the information is released to the ASX and receipt of confirmation that ASX has released that information to the market.

Written record

More than one company representative must be present at all institutional investor or analyst briefings and file notes of all such briefings must be made and kept for a reasonable period having regard to the nature of information discussed at the briefing.

Disclosure to ASX

Slides and presentation materials used in general, institutional investor or analyst briefings will be released to ASX before the briefing.

If there is any inadvertent disclosure of price sensitive information during any briefing it will be released to ASX as soon as practicable.

7 Responsibilities of the Company Secretary

The Company Secretary, in relation to continuous disclosure, has the duty to:

- 6.1 Ensure the Company is complying with the ASX continuous disclosure requirements and that employees are complying with this policy;
- 6.2 Assess the effectiveness of the policy and submit relevant changes to the Board;
- 6.3 Carefully assess whether information is material, and if so refer it to the Board for consideration and approval;
- 6.4 Determine if proposed announcements the Board finalises are appropriate and cover all relevant issues;
- 6.5 Ensure disclosures are made to the ASX on a timely basis;
- 6.6 Relevant information is posted on the Company's website;

- 6.7 Undertake all the administrative tasks associated with the disclosure, such as recording the ASX releases any other internal management requirements; and
- 6.8 Ensure all members of the Company have been given a copy of this policy and that the policy is put on the company's website.

8 Other matters

Trading halts

If a trading halt is necessary to ensure an orderly fair and informed market, it must be approved by the Board unless it is urgent in which case it must be approved by the Chairman (or a person authorised by the Chairman) and advised to all directors prior to release.

Analyst reports

The Company may review analysts' research reports but will limit its comments to factual matters and information previously disclosed.

Information already generally available

If material information about the Company becomes generally available from another source, the Company will comply with the disclosure requirements disclose to the ASX so that such information has an authoritative source and can be distributed to the entire ASX market.

Market rumours

If it becomes apparent there are market rumours about the Company, the Company should discuss it immediately with the ASX to determine whether an announcement should be made to the market or a trading halt should be imposed until the Company is in a position to make a more detailed announcement.

9 Consequences of breach

This section relates to any Directors, Executive Officers or Senior Managers who intentionally, negligently or recklessly breaches the continuous disclosure requirements.

9.1 Criminal and civil liability

Failing to comply with the continuous disclosure obligations can result in criminal liability. This can result in a penalty for an individual of a fine of up to \$22,000 and/or up to five years imprisonment. The company may be fined up to \$110,000.

In addition to criminal liability, an external party that suffers a loss may sue the individual director or the company. It should be noted that these damages could be substantial. The court also has the power to impose a pecuniary penalty up to \$200,000 or a compensation order to the director, and up to \$1 million to the company.

9.2 Infringement Notice

The Australian Securities Investment Commission (ASIC) may conduct a hearing and determine if the company has contravened its continuous disclosure requirements. The Company has the

opportunity to give evidence and make submissions at the hearing. If a breach is determined, the company may be issued with an infringement notice which the company can remedy by paying \$100,000 to ASIC and notifying the market of the information. Alternatively the company can initiate legal proceedings.

If the infringement notice is complied with, ASIC cannot begin proceedings against the Company. Withdrawal of the infringement notice by ASIC does not have the same effect. If the notice is withdrawn, ASIC is not restricted in the action it may take against the Company.

If the infringement notice is not complied with, civil proceedings may be commenced against the Company.

9.3 Disqualification orders

Section 206F of the *Corporations Act 2001* (Cth) allows ASIC to disqualify a person from managing a corporation for up to five years. In addition to disqualification the company may be ordered to compensate any loss suffered as a result of the contravention.