

As at September 2009

## 1. COMMITMENT TO CONTINUOUS DISCLOSURE

As a company listed on the Australian Securities Exchange (**ASX**), Toronto Stock Exchange (**TSX**) and Namibian Stock Exchange (**NSX**), Bannerman Resources Limited (**Bannerman**) is committed to:

- (a) complying with its disclosure obligations under the ASX, TSX and NSX Listing Rules; and
- (b) the promotion of investor confidence by ensuring that all investors have equal and timely access to material information concerning Bannerman, including material information about its financial position, performance, ownership and governance.

## 2. PURPOSE OF THIS POLICY

The purpose of this policy is to:

- (a) ensure that all directors, other officers, employees and contractors (**Bannerman Personnel**) of Bannerman and its subsidiaries are aware of the continuous disclosure obligations of Bannerman;
- (b) to ensure all Bannerman's announcements:
  - (i) comply with ASX, TSX and NSX Listing Rules (with ASX being Bannerman's primary exchange);
  - (ii) are made in a timely manner;
  - (iii) are factual;
  - (iv) do not omit material information; and
  - (v) are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
- (c) prevent selective or inadvertent disclosure of Price Sensitive Information.

## 3. Statement of Bannerman's continuous disclosure obligations

### 3.1 Continuous disclosure obligation

Bannerman is listed on ASX, TSX and NSX and must comply with the Corporations Act and the ASX, TSX and NSX Listing Rules.

Both the Corporations Act and the ASX Listing Rules require Bannerman, subject to the exception described in paragraph 3.2 below, to ensure that once it becomes **aware** of any information concerning it that a reasonable person would expect to have a **material effect** on the price or value of Bannerman's shares that is not generally available or previously been made available to ASX (**Price Sensitive Information**), it must immediately advise ASX, TSX and NSX of that information.

Bannerman will become *aware* of information if a director or executive officer of Bannerman has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or executive officer of Bannerman.

A reasonable person would be taken to expect information to have a *material effect* on the price or value of Bannerman's shares if the information would, or would be likely to, influence persons who commonly invest in shares when deciding whether to buy, hold or sell Bannerman's shares. If information satisfies this test, then unless it is generally available or has previously been made available to ASX, it is Price Sensitive Information.

Where information is given to ASX the Company will also provide to the TSX and NSX.

### 3.2 Exception to disclosure obligation

ASX Listing Rule 3.1A provides that Bannerman is not required to disclose Price Sensitive Information to ASX if any of the following applies:

- (a) a reasonable person would not expect the information to be disclosed; **and**
- (b) the information is confidential; **and**
- (c) at least one of the following applies:
  - (i) it would be a breach of a law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation;
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated for the internal management purposes of Bannerman; or
  - (v) the information is a trade secret.

Each of (a), (b) and (c) above must be met for the information to be exempt from disclosure. For example, information that is not confidential does not qualify for the exceptions from disclosure. If Price Sensitive Information has been leaked, even in breach of a duty of confidentiality, it is no longer confidential and disclosure of the information to ASX will be required.

### 3.3 False market

The ASX Listing Rules provide that where ASX considers that there is or is likely to be a *false market* in Bannerman's shares and asks Bannerman to give it information to correct or prevent a false market, Bannerman must give ASX the information needed to correct or prevent the false market.

There may be a *false market* in Bannerman's shares in a number of circumstances including:

- (a) where Bannerman has Price Sensitive Information that has not been released to ASX because it falls under the exceptions described in paragraph 3.2 above; and
- (b) there is reasonably specific rumour or media comment in relation to Bannerman that has not been confirmed or clarified by an announcement to ASX; and
- (c) there is evidence that the rumour or comment is having, or ASX forms the view that the rumour or comment is likely to have, an impact on the price of Bannerman's shares.

## **4. POLICY**

### **4.1 The Chief Executive Officer is the ultimate decision-maker on continuous disclosure.**

The Chief Executive Officer is primarily responsible for ensuring that Bannerman complies with its disclosure obligations and is primarily responsible for deciding what information will be disclosed. In consultation with the Responsible Officer, a decision will be made by the Chief Executive Officer about whether or not to disclose the information, take any necessary steps to protect its confidentiality, or take steps to prevent a false market such as requesting a trading halt.

### **4.2 Appointment and role of Responsible Officer**

The Board has appointed a Responsible Officer who is primarily responsible for:

- (a) ensuring this policy is implemented and Bannerman complies with its continuous disclosure obligations;
- (b) reviewing information and determining, in consultation with the Chief Executive Officer or members of the Board, whether disclosure to ASX is required under Bannerman's continuous disclosure obligations;
- (c) all communications with ASX, TSX and NSX including coordinating the preparation and provision of all announcements by Bannerman to ASX, TSX and NSX and seeking trading halts from ASX when appropriate;
- (d) following confirmation of receipt of announcements from ASX, ensuring that those announcements are promptly placed on Bannerman's website and communicated to Bannerman Personnel, financiers and Bannerman's communications advisor; and
- (e) overseeing and coordinating the training and education of all employees and directors of Bannerman and its subsidiaries to ensure that they understand Bannerman's continuous disclosure obligations and what information may constitute Price Sensitive Information.

The Board may develop additional compliance procedures to assist the Responsible Officer fulfil his or her responsibilities.

### **4.3 Lodgement of Market Releases**

The Chief Executive Officer must approve all market announcements.

The Responsible Officer is responsible for arranging for its immediate release either online distribution or by fax to the ASX, TSX and NSX.

Announcements which relate to assets controlled by joint ventures must also receive the approval of all joint venture partners prior to disclosure to the market.

It is specifically acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of Board members or joint venture partners.

### **4.4 Significant Announcements**

The Board will approve the text of any announcement which contains or relates to financial forecasts or material which is significant as regards Bannerman's strategy.

### **4.5 Communications with ASX, TSX and NSX**

The Responsible Officer is responsible for all communications with ASX, TSX and NSX.

#### 4.6 **Board Meetings**

Continuous disclosure is to be included as an agenda item at all meetings of the Board.

The Board will consider whether there are any matters requiring disclosure in respect of each and every item of business that it considers and whether, since the last Board meeting, individual directors have become aware of information in the course of the performance of their duties as a director of Bannerman, or any company in the Bannerman group, which should be disclosed. Additionally, the Board will note all matters which were disclosed since the last meeting.

#### 4.7 **Directors' and employees' responsibilities**

All directors and employees of Bannerman and its subsidiaries that become aware of Price Sensitive Information must immediately provide details of that information to the Chief Executive Officer and the Responsible Officer. If a director or employee of Bannerman or its subsidiaries is unsure whether specific information is Price Sensitive Information, they must immediately provide details of that information to the Responsible Officer.

Confidential Information - Every directors and employees are reminded of their obligation not to disclose confidential information to any person except with the express consent of Bannerman or in circumstances required by law.

#### 4.8 **Authorised Company spokespersons**

Unless otherwise advised, the nominated Company spokespersons are:

- (a) the Chairman of the board of directors;
- (b) the Chief Executive Officer;
- (c) the Chief Financial Officer; and
- (d) other persons authorised by the Chairman or Chief Executive Officer from time to time.

The nominated Company spokespersons must keep the Responsible Officer informed of all discussions with the media, investors and analysts that involve any significant briefings or disclosures.

#### 4.9 **Market speculation**

Bannerman will not generally comment on rumours or market speculation, unless required to do so by law or by ASX, TSX and NSX.

#### 4.10 **Trading halts**

Bannerman may request a trading halt from ASX to prevent trading in Bannerman's shares by an inefficient and uninformed market. (Trading halts are not available on the TSX or NSX).

#### 4.11 **Meetings and discussions with investors, external analysts and the media**

Bannerman will only provide previously disclosed or publicly available information in meetings and discussions with investors, external analysts and the media.

Bannerman will not disclose any Price Sensitive Information in such meetings and discussions before disclosing that information to ASX, TSX and NSX.

All briefings and presentation materials provided to investors, analysts or at industry conferences will be disclosed to the market prior to commencement of the briefing.

#### 4.12 Analyst reports

Bannerman will generally not make any comment on the content of any external analyst reports.

#### 4.13 Web-Site Communications

The Company's web-site will feature a discrete section for shareholders and investors to ensure that all announcements can be accessed by all interested parties. The Responsible Officer must receive drafts of the above materials before being posted on the web-site to ensure this policy is complied with.

Information lodged with the ASX, TSX and NSX will be available on the Company's web-site as soon as practicable after the ASX confirms receipt of that information.

All web-site information will be continuously reviewed and updated to ensure all information is current, or appropriately dated and archived.

Historical information will be archived and clearly dated to ensure users are aware that it may be out of date.

### 5. GLOSSARY

In the defined terms have the meanings assigned to them in this Part, unless the context otherwise requires. Terms used but not defined have the meaning assigned to them in the Constitution:

Term	Meaning
<b>Board</b>	means the board of Directors of Bannerman
<b>Compliance Procedures</b>	means Part B of this document, as amended from time to time
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>Director</b>	means a director of Bannerman
<b>Media Officer</b>	is the Responsible Officer
<b>Bannerman</b>	means Bannerman Petroleum Limited
<b>Policy</b>	means the Continuous Disclosure Policy set out in Part A of this document
<b>Price Sensitive Information</b>	means information concerning Bannerman that a reasonable person would expect to have a <i>material effect</i> on the price or value of Bannerman's shares that is not generally available or previously been made available to ASX.  A reasonable person would be taken to expect information to have a <i>material effect</i> on the price or value of Bannerman's shares if the information would, or would be likely to, influence persons who commonly invest in shares when deciding whether to buy, hold or sell Bannerman's shares.
<b>Responsible Officer</b>	is the Chief Financial Officer and Company Secretary of Bannerman.