

CLANCY EXPLORATION LIMITED
ACN 105 578 756

Security Trading Policy – effective 1 January 2011

1. Introduction

The employees, Company Secretary and Directors of Clancy Exploration Limited and its subsidiaries (“CLY”), contractors engaged by CLY or its subsidiaries within the last six months and other people who are detailed below (“Restricted People” or “Restricted Person”) may have in their possession information which is not generally available, and if it were generally available, a reasonable person would expect it to have “a material effect” on the price or value of CLY securities (“Inside Information”). “Material effect” means it would or would be likely to influence a person’s decision to transact in CLY securities. “Insider trading” is the practice of dealing in a company’s securities when in possession of Inside Information or the practice of passing on Inside Information. The Corporations Act 2001 (“CA”) prohibits insider trading in relation to financial products including securities. The provisions are wide ranging and breaches are serious offences carrying penalties including imprisonment.

This document:

- (a) provides an outline of the insider trading and other relevant provisions of the Corporations Act;
- (b) sets out the rules relating to dealings by Restricted People in securities issued by CLY, which apply in addition to the insider trading regime under the Corporations Act, and
- (c) confirms that this policy applies to Restricted People in relation to securities issued by companies other than CLY, such as where a Restricted Person acquires Inside Information about another company with whom CLY has an operational relationship.

This policy is designed to assist in preventing breaches of the insider trading provisions of the Corporations Act by Restricted People. Ultimately it is the responsibility of the Restricted People to ensure that none of his or her dealings could constitute insider trading.

2. Insider Trading Prohibition in the Corporations Act

2.1 The Nature of the Prohibition

Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of Inside information to:

- trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things); or
- procure another person to trade in, financial products, or

(collectively referred to as “Deal in financial products), or

- to directly or indirectly communicate, the information or cause the information to be communicated to another person for the purpose, or, where it is known, or it ought reasonably to be known, that the person could Deal in financial products. Accordingly the effect of this section cannot be avoided by simply procuring another person to Deal in securities on your behalf.

2.2 How You Become Aware of the Information is Irrelevant

It is irrelevant how or in what capacity the person comes into possession of the information. This means that Section 1043A will apply to any Restricted People who acquire “inside information” in relation to CLY or another company’s securities, no matter in which capacity, and is prohibited from dealing in those securities.

2.3 Information Which Might Affect Price or Value

The prohibition referred to in this policy refers to unpublished information which, if it became generally available a reasonable person would expect to have “a material effect” on the price or value of CLY securities (“Inside Information”). “Material effect” means it would or would be likely to influence a person’s decision to transact in CLY securities.

2.4 What Does Information Include?

“Information” includes matters of supposition or speculation and matters relating to the intentions or likely intentions of a person.

2.5 What Information Might Materially Affect Price or Value?

This means information that a reasonable person would expect to have a material effect on the price or value of CLY securities. A reasonable person would be taken to expect information to have a material effect on price or value if the information would be likely to influence people who commonly invest in securities whether or not to do so.

Examples of this type of information which might affect the price or value of CLY securities include:

- drilling results
- proposed changes in capital structure;
- information relating to CLY’s financial results;
- a material acquisition, divestment or realisation of assets;
- proposed share issues;
- changes to the Board;
- possible events which could have a material impact on profits (negatively or positively);
- proposed changes in the nature of the business of CLY;
- notification to CLY of a substantial shareholding; and
- any information required to be announced to the market pursuant to Listing Rule 3.1 such as entry into or termination of a material contract, or a material claim against CLY, or other unexpected liability such as the threat of material litigation against CLY, or a material change to or event affecting the availability of the Company’s existing debt facilities.

2.6 What does “Unpublished” Mean?

“Unpublished” for this purpose means that the information is not generally available. Information is generally available if it consists of readily observable matter, or it has been disseminated in a manner likely to bring it to the attention of investors and a reasonable period has elapsed. CLY releases information to the market via the ASX announcements platform and an announcement becomes public information once ASX confirms that it has been released to the market.

ASX publishes information to the market by releasing CLY announcements through the Company Announcements Platform. All announcements are available on the ASX website.

3. CLY Policy - Dealing In Securities Issued by CLY

3.1 No Dealing Permitted During a Closed Period

Subject to this policy, in addition to the prohibitions on insider trading set out in the Corporations Act, Restricted People are permitted to deal in CLY securities throughout the year except during the periods identified below. In setting these times, the Board is cognisant that at this stage CLY is not a trading entity but rather is in exploration and development mode. Accordingly the prescribed times for Closed Periods are relevant to its current state and these will be amended at the appropriate time to reflect the Company's transition to a trading operation.

3.2 Restricted People

This policy applies to an employee, Company Secretary or Director of CLY or its subsidiaries, contractors engaged by CLY or its subsidiaries within the last six months, and :

- (a) their spouses or de facto spouses;
- (b) their parents;
- (c) their dependents under 18 years of age;
- (d) an unlisted body corporate which the director, company secretary or employee controls or is director of;
- (e) a trust of which the director, company secretary or employee is a trustee and of which he or she or any of the people referred to above is a beneficiary, or
- (f) any other person over whom the director, company secretary or employee has significant influence or control.

It is the duty of the Restricted People to avoid dealing during Closed Periods.

3.3 Closed Periods

In summary the periods where trading is forbidden are;

- (i) from 1 March each year until the annual financials become public information; and
- (ii) from 1 September each year until the half yearly financials become public information; and
- (iii) from the 15th of January, April, July and October each year until the quarterly cash flow statements in the form of the Appendix 5B become public information.

Each period above is referred to as a Closed Period. The period where dealing is permitted is called the Trading Period.

3.5 Prohibition on Dealing While in Possession of Inside Information

Dealing in CLY securities is subject to the Corporations Act prohibition that a Restricted Person must not deal in CLY securities at any time when he or she is in possession of Inside Information.

3.6 Prohibition on Active Dealing

Dealing during a Trading Period is subject to the Company's prohibition policy that an employee, Company Secretary and director must not actively deal in CLY securities with a view to deriving profit related income from that activity.

"Actively Deal" for this purpose means to deal in CLY securities in a manner which involves frequent and regular trading activity.

3.7 Special Approval to Deal During the Closed Period

A Restricted Person who is not in possession of Inside Information in relation to CLY, may be given prior written clearance to sell or to otherwise dispose of CLY securities during a Closed Period under this trading policy where the Restricted Person is in severe financial hardship or there are other exceptional circumstances.

The Company considers that the following circumstances may constitute exceptional circumstances;

- a tax liability where the Restricted Person has no other means of satisfying the obligation;
- a court order, such as may be issued by the family court

This list is not exhaustive and other circumstances will be assessed on their merits if and when they arise. The discretion will be applied taking into account the hardship of the Restricted Person and weighing this against any perceived detriment to CLY's reputation.

Approval may be given by:

- the Managing Director or if absent, the Company Secretary, in their discretion to an employee to deal during the Closed Period;
- the Chairman, in his discretion, to a Director to deal during the Closed Period;
- the Chairman, in his discretion to the Managing Director to deal during the Closed Period;
- the Managing Director, in his discretion to the Chairman to deal during the Closed Period.

Any such approval must be obtained in advance. It cannot be given after the event. Approval must be in writing which includes electronic communications. Such approval will last for no more than 14 days from the date on which it is granted.

3.8 Confirmation of Dealing that has Occurred

Restricted Person must provide confirmation of dealing in CLY securities to the Managing Director (or the Chairman if the Restricted Person is the Managing Director) within 3 business days of the trade.

3.9 Notice of Change to Trading Period or Closed Period

The Closed Period, as outlined in Rule 3.1, may be extended or shortened or another Closed Period may be introduced at any time by direction of the Managing Director or the Chairman. Notice of such changes will be disclosed on the Company's website.

3.10 Director Requirement to Report to the market – Listing Rule 3.19A

In order to allow CLY to comply with Listing Rule 3.19A, Directors are required to provide details to CLY of all changes to their interests in CLY securities registered in the name of the Director or held on behalf of the Director, directly or indirectly. The details must be provided as soon as reasonably possible after the date of the change and in any event no later than three business days after the change. This allows CLY to lodge Appendix 3Y with ASX no later than five business days after the change.

3.11 Excluded Trading

The following trading or dealing in CLY securities is not subject to this trading policy and are permitted at all times during both Closed Periods and Trading Periods.

- transfer of CLY securities already held into a superannuation fund of which the Restricted Person is a beneficiary;
- where a Restricted Person is a trustee, trading in CLY securities by that trust provided the Restricted Person is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the Restricted Person;
- undertakings to accept, or the acceptance of, a takeover offer which has been announced to the market;
- trading under an offer or invitation made to all or most of the CLY security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- a disposal of CLY securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement. The trading policy should also set out the rules that are applicable to key management personnel with respect to entering into agreements that provide lenders with rights over their interests in the CLY securities;
- the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security;
- trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in the trading policy and where:
 - the restricted person did not enter into the plan or amend the plan during a prohibited period;
 - the trading plan does not permit the restricted person to exercise any influence or discretion over how, when, or whether to trade; and
 - the entity's trading policy does not allow for the cancellation of a trading plan during a prohibited period other than in exceptional circumstances.

4. Employment and Monitoring of Compliance

To promote understanding of the insider trading prohibition, related Corporations Act provisions and CLY policy, a copy of this document will be distributed to all employees, the Company Secretary, the Directors and current contractors of CLY and its subsidiaries. All new employees, Company Secretary, Directors and contractors of CLY and its subsidiaries will receive a copy of this document with their employment or appointment letter.

5. Inside Information about other entities

This policy (other than paragraph 3.10) also applies to the securities of other companies of which a Restricted Person has Inside Information because of their position in CLY. For example, a joint venture party or contractor to CLY.

6. Conclusion

Compliance with the rules set out in this document is mandatory. Failure to comply with this policy could have a damaging impact on perception of CLY within the investment community. In addition, infringement of the insider trading provisions in the Corporations Act can attract a substantial monetary penalty, imprisonment or both.

Any employee, Company Secretary, Director or contractor of CLY or its subsidiaries who does not comply with the Trading Policy, and who does not ensure that the Restricted People with whom they are connected complies with the Trading Policy, will be considered to have engaged in serious misconduct which may result in the termination of their engagement by CLY.