
SECURITIES TRADING POLICY

Effective 9 September 2013

1.1.1 Introduction

The employees, Company Secretary and Directors of Clancy Exploration Limited (“Clancy”) and its subsidiaries, 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 Clancy securities (“Inside Information”).

“Material effect” means it would or would be likely to influence a person’s decision to transact in Clancy 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 Clancy, 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 Clancy, such as where a Restricted Person acquires Inside Information about another company with whom Clancy 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.

1.1.2 Insider Trading Prohibition in the Corporations Act

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.

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 Clancy or another company’s securities, no matter in which capacity, and is prohibited from dealing in those securities.

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 Clancy securities (“Inside Information”). “Material effect” means it would or would be likely to influence a person’s decision to transact in Clancy securities.

What Does Information Include?

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

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 Clancy 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 Clancy securities include:

- drilling results
- proposed changes in capital structure;
- information relating to Clancy’s financial results;

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- 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 Clancy;
 - notification to Clancy 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 Clancy, or other unexpected liability such as the threat of material litigation against Clancy, or a material change to or event affecting the availability of the Company's existing debt facilities.

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. Clancy 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 Clancy announcements through the Company Announcements Platform. All announcements are available on the ASX website.

1.1.3 Clancy Policy - Dealing In Securities Issued by Clancy

Restricted People

This policy applies to an employee, Company Secretary or Director of Clancy or its subsidiaries, and:

- (a) their spouses or de facto spouses;
- (b) their dependents under 18 years of age;
- (c) an unlisted body corporate which the director, company secretary or employee controls or is director of;
- (d) 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
- (e) 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.

Dealing During an Open Period

Any period which is not a Closed Period, is an Open Period. Subject to this policy and the prohibitions on insider trading set out in the Corporations Act, Restricted People are permitted to deal in Clancy securities during an Open Period subject to obtaining prior written approval.

Approval may be given by an Approving Officer as follows:

- the Chairman or Managing Director, in respect of trading by a Restricted Person other than a Director or the associate of a Director;
- the Chairman, in respect of trading by the Managing Director or another Director or an associate of a Managing Director or another Director; or
- the Managing Director, in respect of trading by the Chairman or an associate of the Chairman.

Any such approval must be obtained in advance. It cannot be given after the event. Such approval will last for no more than 14 days from the date on which it is granted. Approval is only to be granted in writing in the form of a Securities Trading Request Form as has been adopted by the Board. Execution of the Securities Trading Request Form may be completed electronically. Executed Securities Trading Request Forms shall be kept in a register at the Company's registered office.

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 not permitted to deal in Clancy securities during Closed Periods, as identified below. In setting these times, the Board is cognisant that at this stage Clancy 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.

A Restricted Person who is not in possession of Inside Information in relation to Clancy, may be given prior written clearance to sell or to otherwise dispose of Clancy 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; or
- 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 Clancy's reputation.

Approval may be given by an Approving Officer as follows:

- the Managing Director or Chairman in their discretion to a Restricted Person, other than a Director or an associate of a Director, to deal during the Closed Period;
- the Chairman, in his discretion, to a Director or Managing Director or an associate of a Director or Managing Director to deal during the Closed Period; or
- the Managing Director, in his discretion, to the Chairman or an associate of the Chairman to deal during the Closed Period.

Any such approval must be obtained in advance. It cannot be given after the event. Such approval will last for no more than 14 days from the date on which it is granted. Approval is only to be granted in writing in the form of a Securities Trading Request Form as has been adopted by the Board. Execution of the Securities Trading Request Form may be completed electronically. Executed Securities Trading Request Forms shall be kept in a register at the Company's registered office.

Closed Periods

In summary the periods where trading is forbidden are;

- (i) from 1 March each year until the third ASX trading day after the annual financials become public information; and
- (ii) from 1 September each year until the third ASX trading day after the half yearly financials become public information; and
- (iii) from the 15th of January, April, July and October each year until the third ASX trading day after 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.

Prohibition on Dealing While in Possession of Inside Information

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

Prohibition on Active Dealing

Dealing during an Open Period is subject to the Company's prohibition policy that a Restricted Person must not actively deal in Clancy securities with a view to deriving profit related income from that activity.

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

Confirmation of Dealing that has Occurred

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

Notice of Change to Open Period or Closed Period

The Closed Period 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.

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

In order to allow Clancy to comply with Listing Rule 3.19A, Directors are required to provide details to Clancy of all changes to their interests in Clancy 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 Clancy to lodge an Appendix 3Y with ASX no later than five business days after the change.

Excluded Trading

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

- transfer of Clancy securities already held into a superannuation fund of which the Restricted Person is a beneficiary;
- where a Restricted Person is a trustee, trading in Clancy 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 Clancy 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 Clancy securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement. ;
- 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.

1.1.4 Employment and Monitoring of Compliance

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

1.1.5 Inside Information about other entities

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

1.1.6 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 Clancy 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 or Director of Clancy 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 Clancy.