

CELLNET GROUP LIMITED

ACN 010 721 749

Continuous Disclosure Policy

Introduction

Cellnet Group Limited (Cellnet) is committed to complying with its continuous disclosure obligations and ensuring that trading in its securities takes place in a market which is orderly and informed and is not, or is not likely to be, false. The purpose of this Policy is to assist employees, particularly executives, officers and managers, to understand Cellnet's continuous disclosure obligations and to set out the procedures that must be followed for the release of information to the ASX, the investment community, the media and the public. It is important that all employees with access to information which may have a material effect on the price or value of Cellnet shares read, understand and abide by this policy.

Continuous Disclosure Obligation

The ASX Listing Rules require Cellnet, if it becomes aware of any information concerning Cellnet that a reasonable person would expect to have a material effect on the price or value of Cellnet's securities, to immediately disclose that information to the ASX.

Disclosure is not required where:

- a reasonable person would not expect the information to be disclosed, **and**
- the information is confidential and the ASX has not formed the view that the information has ceased to be confidential, **and**
- one or more exceptions applies. These exceptions include where the information relates to an incomplete proposal or negotiation, comprises matters which are not sufficiently definite to warrant disclosure, is a trade secret or is generated for internal management purposes.

Employee Becoming Aware of Information

Where an employee becomes aware of information which is not generally available and which the employee believes may have a material effect on the price or value of Cellnet's shares, the employee must immediately inform the Chief Executive Officer (CEO), Chief Financial Officer (CFO) or Company Secretary of this information.

Disclosure of Information

The following procedures are to be followed when any information concerning Cellnet is being considered for disclosure to the ASX:

- The information is to be reviewed by the CEO, CFO and the Company Secretary.
- The CEO, CFO and Company Secretary are to determine whether or not Cellnet's continuous disclosure obligations require the information to be disclosed to the ASX. In appropriate circumstances, management may consult the Chairman and/or the Directors.
- Announcements relating to significant matters such as results, guidance to the market, major acquisitions or divestments or other corporate matters which involve significant financial or reputational risk should be referred to the Board for approval (provided it is feasible to do so having regard to Cellnet's continuous disclosure obligations).
- The Company Secretary is to immediately disclose the information to the ASX when it is determined that the continuous disclosure obligations require such disclosure.
- All information which is disclosed to the ASX is to be placed on Cellnet's website.

Communications with the ASX

All communications regarding disclosures between Cellnet and the ASX, and the actual making of disclosures by Cellnet to the ASX, are to be conducted by the Company Secretary or an authorised representative of the Company Secretary. No other employee of Cellnet is authorised to deal or otherwise communicate with the ASX on disclosure matters.

Briefings and Presentations

Information provided at briefings and presentations is subject to the continuous disclosure obligations. The following procedures are to be followed in relation to briefings and presentations:

- Material to be presented at a briefing/presentation is to be provided in advance to the Company Secretary to enable consideration to be given to whether any disclosure to the ASX is required.
- Where practicable, a briefing/presentation should be attended by at least two Company representatives. Where this is not possible, the person making the briefing/presentation is required to keep an appropriate file note or other record of proceedings.
- Care must be taken in answering questions at the briefing/presentation to ensure that there is no disclosure of price sensitive information which has not been previously disclosed to the ASX. A question raised at the briefing should not be answered if it would result in the disclosure of price sensitive information that has not been previously disclosed to the ASX.

Rumours and market speculation

Subject to its obligations under the ASX Listing Rules, Cellnet will not generally comment on rumours or market speculation.

Inadvertent disclosure

If an employee becomes aware of price sensitive information which has been leaked or inadvertently disclosed, the Company Secretary must be informed so consideration can be given to whether disclosure to the ASX is required.

Trading halts

In order to facilitate a market which is orderly and informed and not false, it may be necessary, in exceptional circumstances, for Cellnet to request a trading halt or suspension from the ASX. The CEO, CFO and the Company Secretary will make all decisions relating to any need for a trading halt or suspension and any requests to the ASX for any such trading halt or suspension. Where possible, the Chairman will also be consulted on such matters.

Breaches

If Cellnet contravenes its continuous disclosure obligations, offences attracting criminal and/or civil penalties under the Corporations Act 2001 may be committed by the Company and persons involved in the contravention. Breaches of this Policy will be regarded with the utmost seriousness and will be subject to disciplinary action, including dismissal from employment, where appropriate.

Additional information

If you have any questions arising from this Continuous Disclosure Policy, please contact the Company Secretary.