

CONTINUOUS DISCLOSURE POLICY
(Revised March 2009)

INTRODUCTION

1. The Tandou Continuous Disclosure Policy sets out the key obligations of the Board and senior management to ensure that Tandou Limited ("Tandou") complies with its disclosure obligations under the ASX Listing Rules and the Corporations Act.

OBLIGATIONS

Continuous Disclosure

2. Tandou must immediately disclose information concerning Tandou if a reasonable person would expect the information to have a material effect on the price or value of Tandou shares.

Tandou is not required to disclose this information if each of the following conditions is and remains satisfied:

- 2.1 a reasonable person would not expect the information to be disclosed; and
- 2.2 the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- 2.3 one or more of the following conditions applies:
 - 2.3.1 it would be a breach of the law to disclose the information;
 - 2.3.2 the information concerns an incomplete proposal or negotiation;
 - 2.3.3 the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - 2.3.4 the information is generated for Tandou's internal management purposes;
or
 - 2.3.5 the information is a trade secret

3. The continuous disclosure regime involves a high degree of judgment to determine when a disclosure is required and the information that must be disclosed. As a general rule, and in accordance with the ASX Listing Rules, Tandou will take a principles based approach to disclosure to meet the letter and spirit of the continuous disclosure regime in a manner that is consistent with Tandou's Vision & Mission Statement.

Material Information

4. The ASX Listing Rules and the Corporations Act do not define what is meant by material. While a monetary test of materiality is often adopted (based on the accounting

CONTINUOUS DISCLOSURE POLICY
(Revised March 2009)

- standards), other concepts of materiality should also be used.
5. Tandou considers that information is material if the information would, or would be likely to, influence investors in deciding whether to buy or sell Tandou shares.
6. Subject to paragraph 4 of this Policy, Tandou will make disclosures to the ASX of any events that are likely to have a material effect on the price or value of Tandou shares.

These events might include:

- 6.1 a change in Tandou's financial forecast or expectation for a half year or full year;
- 6.2 mergers, acquisitions, divestments, joint ventures or material changes in assets;
- 6.3 significant developments in relation to new Tandou projects or ventures;
- 6.4 material impacts on Tandou from issues affecting joint venture interests;
- 6.5 major new contracts, orders or changes in suppliers;
- 6.6 material changes in Tandou's products or product lines;
- 6.7 industry issues that have, or may have, a material impact on Tandou;
- 6.8 significant incidents that may have a material effect on Tandou's financial performance; and
- 6.9 decisions by regulatory bodies on significant issues affecting Tandou.

DISCLOSURE OF MATERIAL INFORMATION

Responsibility for Disclosures

7. The Board is ultimately responsible for determining what disclosure, if any, should be made. The Board may, from time to time, delegate responsibility for the preparation and or finalisation of ASX disclosures to one or more of the Tandou Disclosure Officers.
8. At each Board meeting, the Board will consider whether there are any matters requiring disclosure.
9. The Board will also rely on the Tandou Disclosure Officers to identify information that may require disclosure to the market, the circumstances that will require disclosure and the form of disclosures to be made.

Tandou Disclosure Officers

10. The Board has appointed the following officers as Tandou Disclosure Officers under this

TANDOU LIMITED

ABN 81 001 014 562

**CONTINUOUS DISCLOSURE POLICY
(Revised March 2009)**

policy:

- 10.1** the Chief Executive Officer/Managing Director;
 - 10.2** the Group Financial Controller; and
 - 10.3** the Company Secretary
- 11.** The Tandou Disclosure Officers are responsible for ensuring that information to be released to the market has been appropriately reviewed by the Tandou Board and relevant senior executives.
- 12.** Tandou has also appointed the Company Secretary as the primary person responsible for communications with the ASX in relation to Listing Rule matters.

Internal Guidelines

- 13.** The Tandou Disclosure Officers are responsible for developing and maintaining internal guidelines to make employees aware:
- 13.1** of Tandou's continuous disclosure obligations; and
 - 13.2** that information that may be likely to have a material effect on the price or value of Tandou shares should be immediately reported to a Tandou Disclosure Officer.
- 14.** When a Tandou Disclosure Officer is or becomes aware of information that may be likely to have a material effect on the price or value of Tandou shares, this information should be immediately reported to all other Tandou Disclosure Officers and, if the information is likely to require disclosure, to the Board.

Decision Not to Disclose Information

- 15.** In cases where the Board has, or the Tandou Disclosure Officers have, concluded that information does not need to be disclosed, the reasons for non-disclosure of the information should be documented and retained by the Company Secretary.

DISCLOSURE PROCESS

Lodgement of Announcement with the ASX

- 16.** In accordance with the ASX Listing Rules, all disclosures of material information will be made by way of a formal announcement to the ASX.

TANDOU LIMITED

ABN 81 001 014 562

**CONTINUOUS DISCLOSURE POLICY
(Revised March 2009)**

17. When the Board has, or Tandou Disclosure Officers have, approved a proposed disclosure to the ASX, the proposed disclosure will be sent to the Company Secretary for lodgement with the ASX.

The Company Secretary will arrange for the disclosure to be lodged electronically.

Information Released to the Market & Dissemination to the Public

18. When Tandou has received confirmation from the ASX that a disclosure has been released to the market by the ASX, Tandou should, as soon as possible after receiving formal confirmation from the ASX:
- 18.1 release the information to news services and media outlets;
 - 18.2 make the information available from the website (*www.tandou.com.au*); and
 - 18.3 send the information by email to key stakeholders and other subscribers to Tandou's news media service.
19. Tandou must not publicly release information that is required to be disclosed through the ASX until it has received formal confirmation of its release by the ASX.
20. At each regular Board meeting, the Board will note all matters that have been disclosed to the ASX since the last regular Board meeting.

No Embargo of Information

21. Tandou must not disclose information publicly (for example, to analysts or journalists) under an embargo arrangement in relation to any matter that is likely to have a material effect on the price or value of Tandou shares.

RELATIONSHIP WITH THE MEDIA & PUBLIC

22. The Chief Executive Officer/Managing Director and Company Secretary will monitor the media to identify any issues that may require disclosure to the ASX or other actions to be taken under the ASX Listing Rules to prevent a false market.
23. As a general rule, Tandou will not comment on rumours or speculation, including market rumours or media speculation. However, Tandou acknowledges that, from time to time, it may be necessary to respond to a rumour or speculation, but this will depend on the nature and specificity of the rumour or speculation and whether Tandou is required to make a disclosure under the ASX Listing Rules.
24. During the normal course of business, all media and other external communications will be handled by the Chief Executive Officer/Managing Director and/or the Board

TANDOU LIMITED

ABN 81 001 014 562

**CONTINUOUS DISCLOSURE POLICY
(Revised March 2009)**

Chairman.

TRADING HALTS

25. In a fully informed market, there should not be a need for Tandou to request a trading halt by the ASX in relation to trading in Tandou shares.
26. In exceptional circumstances, it may, however, be necessary for Tandou to request a trading halt from the ASX to ensure that orderly trading in Tandou shares is maintained.

These circumstances may include:

- 26.1 the premature or inadvertent release of price sensitive information, where an immediate release cannot be made and Tandou requests a trading halt to allow a complete announcement to be made to the market; or
- 26.2 preparation for a major announcement, where Tandou needs to make appropriate arrangements in advance of a formal ASX announcement and associated conferences and briefings (as the arrangements could result in speculative or insider trading pending the announcement).
27. The Board, in consultation with the Tandou Disclosure Officers, will make all decisions in relation to requests for trading halts.

POLICY BREACHES

28. A breach of the Tandou Continuous Disclosure Policy may lead to disciplinary action being taken, which may include termination of employment in serious cases.

REVIEW OF POLICY

29. The Board must review the Tandou Continuous Disclosure Policy on an annual basis to ensure that the policy is consistent with:
- 29.1 Tandou's Vision & Mission Statement; and
- 29.2 the ASX Listing Rules and the Corporations Act.

PUBLICATION

30. The Tandou Continuous Disclosure Policy will be made available to Tandou employees, contractors and the public from the Corporate Governance section of Tandou's website (www.tandou.com.au).