

Continuous Disclosure Policy

Toro Energy Limited (**Toro Energy** or **the Company**) recognises that timely disclosure of information which affects investment decisions must be made on a continuous basis.

The purpose of this policy is to outline Toro Energy's procedures to comply with its continuous disclosure obligations under the Australian Securities Exchange (**ASX**) Listing Rules and the Corporations Act.

To comply with ASX Listing Rule 3.1 and the Corporations Act the Company will immediately notify the ASX of information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities being information that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Toro Energy will not release any such information to any other person until it has given the information to the ASX and received an acknowledgment that the ASX has released the information.

Upon confirmation of receipt from the ASX, the Company will post all information disclosed in accordance with this policy on the Company's website in an area accessible by the public.

Exceptions to the above requirements may only occur where ASX Listing Rule 3.1A does not require such information to be disclosed.

Roles and responsibilities in the disclosure process

The Board has authorised the Managing Director and the Company Secretary with the following responsibilities:

1. monitoring Toro Energy's compliance with continuous disclosure requirements,
2. overseeing and co-ordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media and public;
3. educating staff about this Continuous Disclosure Policy and raising awareness of the principles underlying continuous disclosure.

The Company Secretary will also be responsible for all communications with the ASX.

Internal notification and decision-making concerning the disclosure obligation

The following procedures will apply to safeguard against inadvertent breaches of the Company's continuous disclosure obligations:

1. directors and senior management must notify the Company Secretary as soon as they become aware of information that should be considered for release to the market (**material information**);
2. the Company Secretary will:
 - review the material information reported by senior management;
 - determine, in consultation with the Managing Director or, in his absence, the Chairman, whether any of the material information is required to be disclosed to the ASX; and
 - co-ordinate the actual form of disclosure with the relevant person.

Announcements must be:

1. made in a timely manner;
2. be factual;
3. not omit any material information; and
4. be expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Measures for seeking to avoid the emergence of a false market in the Company's securities

While the Company does not, in general, respond to market speculation or rumours Toro Energy is aware of and understands ASX Listing Rule 3.1B and its obligations to prevent a false market in its securities. In this regard the Company is committed to disclosing as much information as appropriate to a wide audience of investors through releases of important milestones, including information that may not strictly be required under continuous disclosure requirements.

Information given to the ASX for market release will also be provided subsequently to investors through media releases. Such media releases will be posted on the Company's website.

Where appropriate, the Company will request a trading halt from the ASX to prevent trading in the Company's securities by an uninformed market until the Company can make an announcement to the market.

Media contact and comment

The Board has designated the Chairman or the Managing Director to speak to the press on matters associated with the Company. In speaking to the press, the Chairman and the Managing Director will not comment on price sensitive information that has not already been disclosed to the ASX.

If other Directors or employees are approached by the media for public comment the following practices should be complied with:

1. refer the person to the Chairman or the Managing Director (as appropriate) for comment unless a prior arrangement has been authorised by the Chairman or Managing Director;
2. refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the Chairman or the Managing Director;
3. report as soon as possible to the Chairman or the Managing Director, the name of the person who contacted the Director/employee, the reason (explicit or inferred) for the contact and a summary of any other relevant information.

External communications including analyst briefings and responses to shareholder questions

The Company discloses financial and operational results to the market each half year/quarter as well as informing the market of other events throughout the year as they occur.

Quarterly financial reports, media releases and AGM speeches are all lodged with the ASX and subsequently posted to the Company's website. The Company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves.

In addition to the above disclosures, the Company does conduct briefings and discussions with the investing community. In these meetings price sensitive information will not be discussed unless that particular information has already been formally disclosed to the market via an ASX announcement.

Similarly, when answering shareholder questions, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an ASX announcement.

If any new price sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholder queries, written materials containing such information will be lodged with the ASX prior to the briefing commencing.

Approved 17 June 2016