

SeaDragon Limited

Market Disclosure Policy

Adopted on: 30 May 2018



Introduction

SeaDragon Limited (“**SeaDragon**”) has shares quoted on the New Zealand Stock Exchange and is committed to keeping the market and its shareholders informed of all material information relating to the company as required by the NZX Listing Rules (the “**Listing Rules**”) and the Financial Markets Conduct Act 2013 as well as having regard to the NZX Guidance Note on Continuous Disclosure.

Where there is a conflict between continuous disclosure regimes applicable to SeaDragon, SeaDragon will comply with the more onerous or strict requirement. To the extent any of the legislation, regulations or other laws which apply to SeaDragon are changed or updated, such change or update shall apply regardless of the content of this policy.

Purpose

The purpose of this Policy is to promote the timely and balanced disclosure of all material matters to ensure:

- the Capital Markets are informed at all times of relevant information to promote transparency, efficiency and fairness;
- equality of information so that no investor is disadvantaged against another and all investors are able to make informed investment decisions; and
- promote effective, balanced and understandable communication with shareholders.

Scope

This Policy applies to the Board of Directors (“**Board**”), senior management and all employees, secondees, contractors and consultants of SeaDragon and its subsidiaries (“**SeaDragon person**” or “**Sea Dragon people**”).

It shall be the responsibility of the Board and the Chief Executive Officer (the “**CEO**”) to ensure that all Sea Dragon people are appropriately informed and educated about the content of this policy.

Key Principles of Disclosure

SeaDragon is subject to the continuous disclosure obligations of the Listing Rules which requires the immediate release of “Material Information” (as that term is defined in the Listing Rules) to the capital markets. This prohibits the disclosure of Material Information to other parties before disclosure to the capital markets through the NZX.

Material Information is information that:

- a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of SeaDragon’s quoted securities; and
- relates to particular securities of SeaDragon, or to SeaDragon itself (rather than to securities generally or issuers generally).

Examples of what may constitute Material Information are set out later in this Policy.

There are a number of exceptions from the requirement to disclose Material Information to the NZX (as detailed further below), but the decision as to whether an exception applies will be a decision for the CEO and Chairman of the Board (the “**Chairman**”). The possible application of an exception does not affect the obligations of any SeaDragon person to communicate information to the CEO and Chairman.

Disclosure Reporting

The Chairman and the CEO will be responsible for ensuring SeaDragon complies with its disclosure obligations and this Policy. SeaDragon may seek external advice on whether matters are material and accordingly whether those matters should be disclosed. The Board shall review compliance with the continuous disclosure obligations at every board meeting.

As soon as a SeaDragon person becomes aware of information that is or may be Material Information they must inform the Chairman and CEO, including details of all other relevant information which, depending on the circumstances, may include:

- a general description of the matter;
- details of the parties involved;
- the relevant date of the event or transaction;
- the status of the matter (e.g. final, negotiations still in progress, preliminary negotiations only);
- the term or value of the transaction; and
- the estimated effect on SeaDragon's financial position.

Following receipt of the information, the CEO and Chairman must decide whether that information is Material Information which requires disclosure. Subject to and in accordance with the provisions of Listing Rule 10.1.1, the CEO must, following a decision by the CEO and Chairman, immediately notify the capital market via an announcement to NZX of any information concerning SeaDragon that the CEO and Chairman believes is Material Information.

Any announcement made of Material Information shall contain sufficient detail for investors to understand and assess the implications of the announcement and to assess the potential impact on the price or value of SeaDragon's securities.

If there will be any delay in releasing any Material Information, a trading halt may need to be requested until such time as the Material Information can be released.

Trading Halt

If necessary, the CEO and Chairman, or the Board, may consider requesting a trading halt from the NZX to ensure orderly trading of SeaDragon's securities and to manage disclosure issues particularly where it is not possible to make disclosure to the NZX immediately.

Measures to Prevent a False Market

SeaDragon will monitor conventional media for speculation and rumours about the company. If the CEO or Chairman determines that any speculation or rumours indicate the previously undisclosed confidential information is no longer confidential or where the Listing Rules requires SeaDragon to respond to such speculation or rumours, the CEO or Chairman may authorise a statement to be released. No SeaDragon person, other than the CEO or Chairman, may respond to any speculation or rumours about SeaDragon, unless authorised by the CEO or Chairman to do so.

Release of information

Material Information must be released immediately upon any directors or senior executive becoming aware of the same, subject only to the provisions of this policy. The requirement to disclose immediately does not preclude SeaDragon from appropriately considering the information before its release and will take account of:

- the nature, amount and complexity of the information concerned;
- where the information originated from and whether the information needs to be checked or verified; and
- how long it takes to draft the necessary announcement, including to ensure the announcement is complete, accurate and not misleading.

Only the CEO or Chairman is authorised to provide comment about the financial or performance aspects of SeaDragon, or speak on behalf of SeaDragon, to the media or external parties. Any other SeaDragon person providing comment on SeaDragon must be in accordance with the prior authorisation of the CEO or Chairman.

Accountabilities

SeaDragon people

It is the responsibility of all SeaDragon people to discuss with the Chairman and CEO whether any information they hold requires disclosure in accordance with this Policy.

Chairman and CEO

The Chairman and CEO are accountable for:

- promptly considering any Material Information from a SeaDragon person;
- determining what is Material Information and what information needs to be disclosed to the market;
- reviewing and approving announcements prior to release to the capital markets or media;
- liaising with the Board on continuous disclosure matters; ensuring disclosures are factual and presented in a clear and balanced way that includes disclosure of both positive and negative information.
- disclosing Material Information in accordance with this Policy.

SeaDragon Senior Management

SeaDragon senior management will consider on a regular basis if there is any information that may require disclosure in accordance with this Policy and are responsible for identifying and reporting any matters that may need to be disclosed.

Board of Directors

The Board will consider at each Board meeting if there is any information that may require disclosure in accordance with this Policy. Notwithstanding the responsibility of the Board, it is noted that no decision to disclose Material Information shall be delayed until the next Board meeting.

Confidential Discussions or Negotiations

Before entering into any discussions or negotiations with any person (including with any investor, broker, fund manager or analyst) that may result in the release or disclosure of any information not generally available to the market or public in general, all SeaDragon people must first have the approval of the Chairman, Board, or CEO.

If approval is given, the Chairman, Board or CEO will approve all information to be released and will ensure that before any discussions or negotiations take place, a binding non-disclosure agreement (“**NDA**”) is signed by all parties involved. Those involved in the discussions will at all times be responsible for ensuring that no information is released outside those party to the NDA and if there is a suspected breach, the Chairman, Board or CEO are advised immediately.

SeaDragon must not, under any circumstances, disclose Material Information to any person not bound by obligations of confidentiality prior to NZX releasing the information to the market. If unreleased Material Information is unintentionally communicated, by SeaDragon or any SeaDragon person, in any forum, the CEO or Chairman must be advised immediately so that following a decision of the Chairman and CEO, the market can be informed.

Release of reports

SeaDragon must release, in a timely fashion, the following reports as required by the Listing Rules and the Companies Act 1993:

- the annual report;
- the half-year report;
- the preliminary half-year and final reports;
- the annual audited financial statements; and
- any other reports required to be lodged under the Listing Rules and the Companies Act 1993.

SeaDragon must not hold any meetings with or initiate meeting or phone contact with analysts, fund managers or brokers, during the period of 10 days before the release of the annual and half-yearly preliminary reports. Briefings to or meetings with analysts, fund managers and brokers must only be made with the use of public or non-Material Information unless all such information is appropriately released to the market at the same time.

Directors of SeaDragon are required to give written notice to SeaDragon in respect to dealing in the securities of SeaDragon. A change in the notifiable interest of a director must be advised to NZX within 5 business days after the change occurs.

Examples of Material Information

Material Information could include information concerning:

- the financial performance or a change in the financial performance of SeaDragon (including a change in financial forecasts or expectations);
- a change in dividend policy;
- a recommendation to declare or not to declare a dividend;
- a change in the company's capital structure;
- SeaDragon's ability to pay interest on debt and repay principal on maturity;
- a change in the strategic direction of the company or the general nature of its business;
- the introduction of an important new product or service;
- a material purchase or sale of assets or shares of SeaDragon;
- changes to, or issues of, SeaDragon shares or debt securities;
- a joint venture partner or subsidiary;
- entry into or the unlikely entry into or termination or likely termination of material contracts or other business arrangements which are not publicly known;
- industry issues that have, or which may have, a material impact on the company;
- decisions by regulatory bodies on significant issues affecting SeaDragon;
- changes in the board, CEO, senior management or the auditor;
- a material legal claim bought by, or against, the company;
- confidential information about the company which has been disclosed or leaked; and/or
- an event that may result in significant reputational harm to SeaDragon.

This list is not exhaustive and there are many other types of information which could give rise to a disclosure obligation.

Exceptions to disclosure

The CEO and Chairman may make any determination that Material Information is not required to be disclosed under Listing Rule 10.1.1(a). Listing Rule 10.1.1(a) provides that information does not need to be disclosed if:

- a reasonable person would not expect the information to be disclosed;
- the information is confidential, and its confidentiality is maintained; and
- one or more of the following applies:
 - the release of information would be a breach of law;
 - the information concerns an incomplete proposal or negotiation;
 - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - the information is generated for the internal management purposes of SeaDragon or its subsidiaries; or
 - the information is a trade secret.

Note that under the Listing Rules, Material Information must be disclosed unless each of the exceptions above applies. The disclosure obligation will apply once one or more of those exceptions are no longer fulfilled.

Note also that the existence of market rumours may result in a requirement on SeaDragon to prematurely release that information. Where release of any information is being delayed, consideration should be given to the preparation of appropriate announcements in the event of a leak.

Authorisation

This SeaDragon Market Disclosure Policy has been approved by the Board on 30 May 2018.