

Stemcell United Limited

CORPORATE GOVERNANCE POLICIES

Continuous Disclosure Policy

1. Introduction

This policy outlines the disclosure obligations of the Company under the Corporations Act 2001 and the Australian Securities Exchange (ASX) Listing Rules. The policy is designed to ensure that procedures are in place so that ASX is properly informed of matters which may have a material impact on the price at which its securities are traded.

The Company is committed to:

- ensuring that all market participants have equal opportunity to receive externally available information issued by the Company;
- complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing rules;
- preventing the selective or inadvertent disclosure of material price sensitive information; and
- ensuring shareholders and the market are provided with full and timely information about the Company's activities.

2. Disclosure Officers

The Chairman and Company Secretary act as the Company's Disclosure Officers who are responsible for implementing and administering this policy. The Disclosure Officers are responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.

In the absence of the Chairman and the Company Secretary, any matters regarding disclosure issues are to be referred to two directors.

3. Material Information

In accordance with the ASX Listing Rules, the Company must immediately notify the market of any information concerning the Company which a reasonable person with experience in the regenerative medicine industry would expect to have a material effect on the price or value of the Company's securities.

Information need not be disclosed if:

- one or more of the following applies:
 - o it would breach the law to disclose the information;
 - o the information concerns an incomplete proposal or negotiation;
 - o the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - o the information is generated for internal management purposes; or
 - o the information is a trade secret;
- the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

- a reasonable person would not expect the information to be disclosed;

The Company is also required to disclose information if asked to do so by ASX, to correct or prevent a false market.

The Company is deemed to have become aware of information where a director or executive officer has, or ought to have, come into possession of the information in the course of the performance of his duties as a director or executive officer.

The Corporations Act defines material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities.

4. Review of Communications for Disclosure

The Disclosure Officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations.

Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the Disclosure Officers will assess the circumstances and if necessary, seek external professional advice.

All presentations containing not previously disclosed information will be released to ASX and then included on the Company's website.

5. Reporting of Disclosable Information

Once the requirement to disclose information has been determined, the Disclosure Officers are the only persons authorised to release that information to ASX.

Information to be disclosed must be lodged promptly and without delay with ASX. Any such information must not be released to the general public until the Company has received formal confirmation of lodgement by ASX.

All information disclosed to the ASX in compliance with this policy must also be promptly placed on the Company's web-site.

6. Authorised Spokespersons

The Company's authorised spokespersons are the Disclosure Officers appointed by the Board.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

7. Market Speculation and Rumours

The Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by ASX to comment upon a market report or rumour.

8. Trading Halts

The Company may, in exceptional circumstances, request a trading halt to maintain orderly trading in the Company's securities and to manage any disclosure issues.

9. Meetings and Group Briefings with Investors and Analysts

The Chairman and Chief Executive Officer are primarily responsible for the Company's

relationship with major shareholders, institutional investors and analysts and shall be the primary contacts for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are to be circulated to the Board and lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material is posted to the Company's web-site. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market.

10. Analysts' Reports and Forecasts

Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinion on strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price, the Company's comments on analyst reports will be restricted to:

- information the Company has issued publicly; and
- other information that is in the public domain.

Given the level of price sensitivity to earnings projections, the Company will only make comment to correct factual errors in relation to information publicly issued by other parties and Company statements.

11. Periods Prior to Release of Financial Results

During the time between the end of the financial year or half year and the actual results release, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to ASX.

12. Web-based Communication

The Company's web-site will feature discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include:

- annual reports and results announcements;
- all other company announcements made to ASX;
- speeches and support material given at investor conferences or presentations;
- company profile and company contact details; and
- all written information provided to investors analysts.

Announcements lodged with ASX will be placed on the Company's web-site as soon as practicable after ASX confirms receipt of that information.