

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of: **MAY 2017**.

Commission file number: **0-17863**

CONTINENTAL ENERGY CORPORATION

(Translation of registrant's name into English)

900-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F XX or Form 40-F ___.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ___.

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ___.

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

A. Under cover of, attached to, and hereby made a part of this Form-6K filing, are complete copies of the following documents:

1. The "**Code of Business Conduct and Ethics**" of Continental Energy Corporation as last revised and adopted by the board of directors on 14 May 2017.
2. The "**Charter of the Audit Committee**" of Continental Energy Corporation as last revised and adopted by the board of directors on 14 May 2017.
3. The "**Charter of the Governance and Nominating Committee**" of Continental Energy Corporation as last revised and adopted by the board of directors on 14 May 2017.

B. This filing on Form-6K filing is made to cover a similar filing of these same documents made by the undersigned foreign issuer in its home jurisdiction of Canada. There, these same documents were filed on the Canadian Securities Administrators National Instrument-13-101 System for Electronic Document Analysis and Retrieval ("SEDAR") in accordance with the requirements of Canadian securities regulations: *Part-2.3 NI 58-101 Disclosure of Corporate Governance Practices* and with *NI 51-102 Continuous Disclosure Obligations*.

Exhibits

[99.1](#) [Code of Business Conduct and Ethics](#)

[99.2](#) [Charter of the Audit Committee](#)

[99.3](#) [Charter of the Governance and Nominating Committee](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONTINENTAL ENERGY CORPORATION (Registrant)

Date: **17 MAY 2017**

// signed //

By: Robert V. Rudman
Director and Chief Financial Officer



CONTINENTAL ENERGY CORPORATION
CODE OF BUSINESS CONDUCT & ETHICS

INTRODUCTION - This Code of Business Conduct and Ethics, the "**Code**", has been adopted by the board of directors to promote ethical and responsible decision making by the directors, officers, managers, and all other employees of Continental (each hereinafter referred to as a "**Member**"). The core principles of this Code embrace the values of honesty, integrity, excellence, accountability, transparency, independence, and common-sense ethical responsibility.

APPLICABILITY - This Code applies to not less than all of the Members of Continental Energy Corporation, of Continental's wholly or majority owned subsidiaries, and to those directors of joint ventures or affiliates under Continental's operational control. All such entities are herein collectively referred to as "**Continental**". This Code should be read in conjunction with the attached "*Guidelines for the Interpretation of the Core Principles of the Code*" and with any separate Board adopted corporate "*Policies*", the content of each one of which forms an integral part of this Code.

CORE PRINCIPLES OF THE CODE

The core principles of the Code include that each one of the Members of Continental, as a pre-condition to employment and taking office, shall subscribe to this Code and agree to abide by the following core principles. Each Member:

- a) must act honestly, in good faith and in the best interest of Continental as a whole.
- b) has a duty to use due care and diligence in fulfilling the functions of the Member's office and exercising the powers attached to that office.
- c) must use the powers of office for a proper purpose, in the best interests of Continental as a whole.
- d) must recognize that the primary responsibility is to Continental's shareholders as a whole but should, where appropriate, have regard for the interests of all Continental stakeholders including the other Members.
- e) must not make improper use of information acquired while in the position of office.
- f) must not take improper advantage of the position of office.
- g) must not allow personal interests, or the interests of any associated person, to conflict with Continental's interests.
- h) has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
- i) must promote and up-hold Continental's zero tolerance culture towards bribery, corruption, fraudulent conduct, and any form of discrimination or harassment made in or outside the workplace on the basis of gender, social standing, religious affiliation, or gender preference.
- j) shall agree that confidential information received in the course of the exercise of duties of the office remains the property of Continental and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorized by Continental, or the person from whom the information is provided, or is required by law.
- k) should not engage in conduct likely to bring discredit upon Continental.
- l) has an obligation, at all times, to comply with the spirit, as well as the letter of the law in Canada; in any jurisdiction in which Continental is operating; and with the principles of this Code.
- m) has an obligation to comply with this Code; with all separately published Continental policies, procedures, mandates, charters; and act appropriately in respect of all Continental contracts and agreements.

REVIEW AND IMPROVEMENT - The Code shall be reviewed and ratified annually by a unanimous written consent resolution of the Board prior to each annual general meeting and signed by each and every director as a condition precedent for re-election to the Board. This Code may also be amended at such same time as the Board may deem fit.

This revision of the Code was adopted by the Board and subscribed by each sitting Director on 14 May 2017.

**CONTINENTAL ENERGY CORPORATION
GUIDELINES FOR THE INTERPRETATION
OF THE CORE PRINCIPLES OF THE CODE**

The following guidelines are intended to assist Members in complying with the core principles of the Code. These guidelines are not meant to be exhaustive and may be amended or expanded from time to time to address issues of clarity or importance as they arise.

<i>Contents</i>	<i>Page</i>
1. Duties Of The Company	1
2. Duties To Shareholders	1
3. Duties To Creditors	2
4. Duties Of Other Stakeholders	2
5. Due Diligence	2
6. Conflicts Of Interest	3
7. Bribery And Corruption	3
8. Use Of Information	4
9. Professional Integrity	4
10. Inclusion Of Other Public Policies	5
11. Securities Regulatory Reporting And Compliance	5
12. Date Of Revision And Public Notice Filing	6

1. DUTIES TO THE COMPANY

- a) Each Member should endeavor to ensure that the functions of the position of office have been specified clearly, are properly understood and are competently discharged in the interests of Continental.
- b) A Member should endeavor to ensure that the management and administration of Continental is competently conducted and is devoting its best efforts in the interests of Continental.
- c) In evaluating the interests of Continental, a Member should first take into account the interests of the shareholders, other stakeholders including the local communities involved and the other Members as a whole, but where appropriate and/or required by law should take into account the interests of creditors and others.

2. DUTIES TO SHAREHOLDERS

- a) Each Member should endeavor to ensure that Continental is financially viable, properly managed and constantly improved so as to protect and enhance the interests of the shareholders.
 - b) A Member who is appointed as a director to the Board should seek to ensure that all shareholders or classes of shareholders are treated fairly according to their rights as between each other.
 - c) A Member who is appointed as a director to the Board should consider whether any benefit to be received by the Member or associated persons is of sufficient magnitude that the approval of shareholders should be sought, even though not required by law.
 - d) A Member who is appointed as a director to the Board at the instigation of a party with a substantial interest in Continental such as a major shareholder or a creditor, should recognize the particular sensitivity of the position. Fiduciary duty requires the Member to make a contribution in the interests of Continental and the shareholders as a whole and not only in the interest of the nominators.
-

- e) Where obligations to other people or bodies preclude an independent position on an issue the Member should disclose the position and seriously consider whether to be absent or refrain from participating in the Board's consideration of the issue (see also Guideline-6). Before taking the decision to be absent, a Member should consider whether that absence would deprive the Board of essential background or experience. The matter should be disclosed and resolved by the rest of the Board.

3. DUTIES TO CREDITORS

Whilst the obligations of a Member who is appointed or elected as a director to the Board are primarily owed to Continental, there are situations in which it is necessary to evaluate the interests of creditors. This is particularly so where Continental's financial position is uncertain or where insolvency may be pending. In cases of doubt, such a Member of the Board should, with some urgency, seek professional advice.

4. DUTIES TO OTHER STAKEHOLDERS

All companies and their Members must comply with the legal framework governing their operations and must be conscious of the impact of their business on society. Without limiting in any way the nature of the issues with which the Member must be concerned in the running of the business, particular attention should be paid to the environment, questions of occupational health and safety, industrial relations, local community relations, corporate social responsibility, and responsible economic opportunities for employees, the impact of competition and consumer protection rules, and other legislative initiatives that may arise from time to time. Continental may from time to time adopt specific written Policies containing rules and guidelines for address these types of issues which may directly affect other stakeholders. Each Member shall seek out and read and comply with all such stated Policies.

5. DUE DILIGENCE

- a) A Member must acquire knowledge about the business of Continental, the statutory and regulatory requirements affecting Members in the discharge of their duties to Continental in their respective position of office, and be aware of the physical, political, local, and social environment in which Continental operates.
 - b) A Member should endeavor to ensure that systems are established and operated within Continental to provide the management, on a regular and timely basis, with necessary data to enable them to make a reasoned judgement and so discharge their duties of care and diligence.
 - c) A Member, who is appointed or elected as a director to the Board, should attend all Board meetings but where attendance at meetings is not possible appropriate steps should be taken to obtain leave of absence.
 - d) A Member shall endeavor to ensure that Continental complies with the law and strives for the highest standards of business and ethical conduct.
 - e) In order to be fully effective, a Member, who is appointed or elected as a director to the Board, should insist upon access to all relevant information to be considered by the Board. This information should be made available in sufficient time to allow proper consideration of all relevant issues. In the extreme circumstances where information is not provided the Member should make an appropriate protest about the failure on the part of Continental to provide the information and if necessary abstain from voting on the particular matter on the basis that there has not been the time necessary to consider the matter properly. Any abstention and the reasons for it, should be included in the minutes. It may also be appropriate to vote against the motion or move for deferment until proper information is available.
-

- f) A Member who is appointed or elected as a director to the Board, should endeavor to ensure that relations between the Board, the audit committee and the auditors are open, unimpeded and constructive. Similarly, the auditors should have direct and unimpeded access to the Member. A Member should be satisfied that the scope of the audit is adequate and that it is carried out thoroughly and with the full cooperation of management and the internal auditors.
- g) A Member who is appointed or elected as a director to the Board, shall endeavor to ensure that Continental complies with the securities, listing, and business rules of the Canadian Securities Administrators, the US Securities Commission, the OTC Markets, and with applicable provisions of the BC Business Corporations Act, the US Securities Act of 1933, the US Securities Act of 1934, and the rules of any exchanges Continental's securities may become listed and trade on, and in particular those rules relating to any benefits that may be received by a Member or an associated person, from Continental by way of an issue of shares or any other transaction of a similar nature.
- h) A Member who is appointed or elected as a director to the Board, from time to time may need expert advice (whether it be legal, financial or some other professional advice and whether it relates to fiduciary or other duties) in order to discharge duties properly. The Member should ensure, to the extent possible, that any advice obtained is independent of Continental. In that regard wherever necessary the services of advisers external to those advising Continental may need to be sought. In any case of doubt separate independent advice should always be sought by the Members on matters that may impact on their position vis-à-vis Continental.

6. CONFLICTS OF INTEREST

- a) A Member must not take improper advantage of the position of office or as a Member to gain, directly or indirectly, a personal advantage or any advantage for any associated person or, which might cause detriment to Continental.
- b) The personal interests of a Member, and those of family, must not be allowed to prevail over those of Continental's shareholders generally. A Member should seek to avoid conflicts of interest wherever possible. Full disclosure of the conflict, or potential conflict, must be made to the Board. In considering the issues, account should be taken of the significance of the potential conflict for Continental and the possible consequences if it is not handled properly. Where a conflict does arise, a Member must consider whether to refrain from participating in the debate and/or voting on the matter, whether to be absent from discussion of the matter, whether to arrange that the relevant Board papers are not sent, or, in an extreme case, whether to resign from the Board. Where a Member chooses to be absent from the meeting, consideration should be given as to whether expertise that would be contributed by the Member is otherwise available. In the case of a continuing material conflict of interest a Member should give careful consideration to resigning from the Board and consider the provisions of Guideline-9.
- c) An executive Member must always be alert to the potential for conflict of interest between management interests and the fiduciary duties as a Member.
- d) Dealing in listed securities of Continental may give rise to dangers of breaching the duties of a Member and should be undertaken with care. A Member should not engage in the short term trading of Continental's listed securities.
- e) Continental's listed securities may be traded by Members after considering the provisions of Continental's separately published policy statement: "*Policy for Trading and Company Securities*".

7. BRIBERY AND CORRUPTION

- a) A Member must promote and uphold Continental's zero tolerance culture towards bribery, fraudulent conduct, and other forms of corruption.
 - b) As a Canadian company, Continental is subject to the provisions of the Corruption of Foreign Public Officials Act, S. C. 1998, c. 34.
-

- c) In addition, a Member may be personally subject to similar foreign or local corrupt practice legislation in jurisdictions in which the Member is a citizen or are resident, or in which Continental is operating. A Member is obliged under this Code to familiarize him or herself with regard to such legislation applicable to his or her position of office.
- d) Further, a Member is also obliged under this Code to be familiar with and adhere to the legal obligations and principles set out in the most recent revision of Continental's separately published policy statement: "*Policy on Anti-bribery and Anti-corruption*".

8. USE OF INFORMATION

- a) A Member must not make improper use of information acquired by virtue of the position as a Member. This prohibition applies irrespective of whether the Member would gain directly and indirectly a personal advantage or an advantage for any associated person or might cause detriment to Continental.
- b) Matters such as trade secrets, processes, methods, advertising or promotional programs, sales and statistics affecting financial results are particularly sensitive and must not be disclosed by any Member.
- c) A Member who takes the serious step of resignation on a point of principle should consider whether the reasons for resignation should be disclosed to shareholders (perhaps through the stock exchange) or the appropriate regulator. In deciding whether or not to make public the reasons for resigning and composing any resignation statement, a Member should have regard to the following:
 - i) the duty not to disclose confidential information so as to damage Continental; and
 - ii) the duty to act bona fide in the interests of Continental.
- d) A Member who has been nominated to the Board as a director by outside parties should recognize the particular sensitivity of the position and should be especially careful not to disclose confidential matters to the nominators unless the prior agreement of the Board has been obtained.
- e) A Member must not buy or sell listed securities in Continental while in possession of information which, if disclosed publicly, would be likely materially to affect the price of Continental's listed securities.
- f) A Member should ensure that any information which is not publicly available and which would have a material effect on the price or value of Continental's securities is not provided to anyone who may be influenced to subscribe, buy or sell shares. Such information includes, but is not limited to: profit forecasts; proposed share issues; borrowings; impending takeovers; impending litigation; significant changes in operations; new products; and liquidity problems.
- g) Continental is a publicly owned company and its securities trade and may be listed on certain stock exchanges, a Member has a particular duty in this regard and should ensure that adequate and timely disclosure is made to the securities regulatory authorities and to the stock exchanges.

9. PROFESSIONAL INTEGRITY

- a) An executive Member should recognize that the position of office occupied is particularly sensitive. A Member must be prepared, if necessary, to express disagreement with colleagues including the other Members and senior executive officers. However, in the absence of a need to express disagreement, a Member should be prepared to implement the decisions of the Board and the instructions of the Chairman and senior executive officers as a loyal Member.
 - b) If there is any doubt about whether a proposed course of action is inconsistent with a Member's perceived fiduciary or ethical duties then the course of action should not be supported. Independent advice should be sought as soon as possible to clarify the issue.
-

- c) When a Member who is appointed or elected as a director to the Board, feels so strongly as to be unable to acquiesce in a decision of the Board, some, or all, of the following steps should be considered:
- i) making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decisions;
 - ii) asking for additional legal, accounting or other professional advice;
 - iii) asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion;
 - iv) tabling a statement of dissent and asking that it be minuted;
 - v) writing to the Chairperson, or all members of the Board, and asking that the letter be filed in the minutes; and
 - vi) if necessary, resign, and consider advising the appropriate regulator; provided however that,
- in any event, 'Opinion shopping' and the search for loopholes in the law is unacceptable.

10 . INCLUSION OF OTHER PUBLIC POLICIES

From time to time, Continental's Board will adopt a new policy, mandate, and/or charter; or amend an existing one, for the purpose of further expanding guidelines on how Continental ethically and responsibly conducts its business with regard to a key issue or focus subject. These policies, mandates, and charters are collectively referred to herein as "**Continental Policies**". Continental Policies are or may be published separately from this Code and subscribed by each one of the Members at the time adopted or revised by the Board. Therefore, Continental Policies make up an integral part of this Code and are binding upon each Member to the same extent as if incorporated directly herein.

- 1. "Continental's Policy on Anti-bribery and Anti-corruption".
- 2. "Continental's Policy on Corporate Social Responsibility".
- 3. "Continental's Policy on Environmental Protection".
- 4. "Continental's Policy on Occupational Health and Safety".
- 5. "Continental's Policy on Trading and Company Securities".
- 6. "The Board's Audit Committee Charter".
- 7. "The Board's Compensation Committee Charter".
- 8. "The Board's Corporate Governance and Nominating Committee Charter".
- 9. "The Board's Reserves Committee Charter".

11 . SECURITIES REGULATORY REPORTING AND COMPLIANCE

- a) As a Canadian company, Continental is a special case reporting issuer (or publicly traded company) considered to be a "*Venture Issuer*" as defined in *Section-1.1 of Canadian Securities Administrators National Instrument 51-102 Continuous Disclosure Obligations*. Therein a Venture Issuer is a reporting issuer that does not have any of its securities listed or quoted on any of:
- i) the Toronto Stock Exchange,
 - ii) an exchange in the USA registered as a "national securities exchange" under Section-6 of the US Securities Exchange Act of 1934,
 - iii) the Nasdaq Stock Market, or
 - iv) a marketplace outside of Canada and the US, except:
 - v) the Alternative Investment Market of the London Stock Exchange (AIM),
 - vi) the PLUS markets operated by PLUS Markets Group plc, and

vii) certain other exchanges identified in exemptive relief orders

- b) Continental's common shares trade on the OTC Markets in the USA under the symbol "CPPXF", consequently Continental is considered to be a "Reporting Issuer" in the USA subject to periodic and current reporting requirements of Sections 13(a) and 15(d) of the Securities Exchange Act of 1934 as amended by the applicable sections of the Sarbanes-Oxley Act of 2002. Continental routinely files its audited annual financial statements and report on the US Securities Exchange Commission's "Form-20F as an Annual Report" and its unaudited, quarterly financial statements and any other material reports on "Form-6K Report of a Foreign Issuer".
- c) It is the duty and responsibility of each Member who is serving in an office as a senior executive or financial officer and/or is appointed or elected as a director to the Board, to familiarize him or herself with Continental's continuous disclosure reporting and other securities regulatory obligations in both Canada as a Venture Issuer and in the USA as a Reporting Issuer and do all thing necessary to help and cause timely disclosure.
- d) It is also the duty and responsibility of each Member who is a designated "Insider" under Continental's separately stated "Policy on Trading and Company Securities" or may be a deemed to be such, to familiarize him or herself with the personal continuous disclosure reporting and other securities regulatory obligations that an Insider may personally have or be subject to in both Canada as a Venture Issuer and in the USA as a Reporting Issuer.

12 . DATE OF REVISION AND PUBLIC NOTICE FILINGS

- a) This Code and these guidelines for it were last revised and adopted by the Board on **14 May 2017**.
- b) A complete copy of this Code has been publicly filed on the Canadian Securities Administrators ("CSA") *National Instrument ("NI") 13-101 System for Electronic Document Analysis and Retrieval ("SEDAR")* in accordance with requirements of Part-2.3 of the CSA's *NI 58-101 Disclosure of Corporate Governance Practices*.
- c) A complete copy of this Code has also been publicly filed on the US Securities Commission's EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system under cover of a *Form-6K Report of Foreign Issuer* filing made by Continental under its central index key (CIK) 0000852747.
- d) This entire Code is publicly available in PDF form for download from the SEDAR website. The PDF download link can be found after a search of the Company's filings at SEDAR's website <http://sedar.com/search/>.

--- o O o ---

CONTINENTAL ENERGY CORPORATION
CHARTER OF THE
AUDIT
COMMITTEE

1. EFFECTIVENESS AND CHANGE

This Charter of the Audit Committee (this "**Charter**") is ratified and adopted by order of the Board of Directors ("**Board**") of Continental Energy Corporation ("**Continental**") with effect upon and from the date of this last revision dated as the "**Adoption Date**" on **14 May 2017**.

This Charter shall continue in full force and effect until revoked or revised by the Board. This Charter is subject to change by the Board, at any time, to address any new issues or specific concerns which may arise as a result of ongoing business operations; changes in statutory or regulatory compliance requirements; and any recommendations for changes brought to the Board by the Committee.

2. PURPOSE AND SCOPE

The Board has caused the preparation of this Charter for the purpose of establishing operating procedures and guiding principles for the Board's duly appointed and Audit Committee (the "**Committee**") which is herewith duly formed and constituted as a standing committee of the Board. Further:

- a) The Committee is expressly established with the intent of operating in full compliance with Continental's obligations pursuant to the Canadian Securities Administrators under *National Instrument 52-110 Audit Committees* and its *Companion Policy 52-110CP* as last amended and in force and effect (both herein referred to as "**NI-52-110**").
- b) In accordance with the provisions of *Part-1.1 of NI-52-110*, Continental is a "**Venture Issuer**", and thereby in accordance with *Part-6.1 of NI-52-110*, exempt from certain portions of the requirements of *Part-3 and Part-5 of NI- 52-110*.
- c) This Charter sets out the Committee's mandate and responsibilities in accordance with *Part-2.3.(1) of NI-52-110*.

3. AUTHORITY OF THE COMMITTEE

The Committee is hereby authorized and empowered by the Board, subject to available financial resources, to:

- a) engage independent counsel and other advisors as it determines necessary to carry out its duties,
- b) set and pay the compensation for any advisors employed by the audit committee, and
- c) communicate directly with the internal and external auditors.

4. RESPONSIBILITIES OF THE COMMITTEE

The responsibilities of the Committee include the following:

- d) The Committee must recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an annual auditor's report or performing other audit, review or attest services for Continental; and the compensation of the external auditor.
 - e) The Committee must be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for Continental, including the resolution of disagreements between management and the external auditor regarding financial reporting.
-

f) The Committee must pre-approve all non-audit services to be provided to Continental or its subsidiary entities by Continental's external auditor.

The Committee must review Continental's financial statements, management discussion and analysis and annual and interim profit or loss press releases before Continental publicly discloses this information.

The Committee must be satisfied that adequate procedures are in place for the review of Continental's public disclosure of financial information extracted or derived from Continental's financial statements, other than the public disclosure referred to in the preceding section, and must periodically assess the adequacy of those procedures.

i) The Committee must establish procedures for:

- i) the receipt, retention and treatment of complaints received by Continental regarding accounting, internal accounting controls, or auditing matters; and
- ii) the confidential, anonymous submission by employees of Continental of concerns regarding questionable accounting or auditing matters.

j) The Committee must review and approve Continental's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of Continental.

5. COMPOSITION OF THE COMMITTEE

- a) The Committee shall be comprised of at least three directors, each of whom shall upon appointment be a "**Member**" of the Committee.
- b) At least a majority of those directors appointed as Members of the Committee shall be "**Independent Directors**" as defined in *Part-1.4* or in *Part-6.1.1 of NI 52-110 Audit Committees*, and at such times as the membership composition of the Board permits all of the appointed Members shall be Independent Directors.
- c) Each director appointed as a Member to the Committee shall be "**Financially Literate**" in accordance with the meaning of that term as set forth in *Part-1.6 of NI 52-110 Audit Committees*.
- d) At least one director appointed as a Member to the Committee shall qualify as an "**Audit Committee Financial Expert**" accordance with the meaning of that term as set forth in the USA's *Regulation S-K (17 CFR Part 229.407(d)(5)(ii))*.
- e) The Board may or may not designate one member of the Committee to be its "**Chair**". If a Chair of the Committee is not designated or is not present at a meeting of the Committee, then the Members of the Committee may designate a Chair for the meeting by a majority vote of the Members present membership, provided that at least two Members are present which shall constitute a quorum.
- f) The Members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.

6. MEETINGS OF THE COMMITTEE

- a) Except as expressly otherwise provided in this Charter or in the articles of the company, the Committee shall fix its own rules of procedure.
 - b) In order to discharge its responsibilities, the Committee shall meet annually at the time of the preparation of the management information circular that Continental files annually on SEDAR prior to holding an annual or special general meeting for the purpose of electing directors basis. Additionally, the Committee may otherwise meet at such times as the Chair of the Committee shall designate.
 - c) At all meetings of the Committee, the presence of a majority of the Members will constitute a quorum for the transaction of the business and the vote of a majority of the Members present shall be the act of the Committee.
-

- d) Members of the Committee may participate in a meeting of the Committee by conference telephone, voice over internet, or similar means of communications by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.
- e) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of its members consent in writing to the action and such writing is filed with the records of proceedings of the Committee.
- f) If applicable, directors not on the Committee may attend meetings at the discretion of the Committee. At the invitation of the Chair of the Committee, members of management and outside consultants may attend Committee meetings.

7. POLICY OVERSIGHT AND ADMINISTRATION

In addition to the primary responsibilities of the Committee as set forth in Section-4, the Committee shall also oversee and make recommendations for new additions and improvements to certain of Continental's written and published policy statements (each a "**Policy**"), in conjunction with the Governance and Nominating Audit Committee. In such joint actions the Committee shall act as the Senior Committee. The decision of the Committee shall be final and take precedence over but consideration of the recommendations of the Governance and Nominating Committee. These certain Policies include the following and any others added by the Board:

- a) Continental's "**Policy on Anti-bribery and Anti-corruption**".
- b) Continental's "**Policy on Trading and Company Securities**".

8. OTHER COMMITTEE RELATIONSHIPS

The nature of the Committee's duties under this Charter may overlap from time to time with the duties of other Committees established by the Board. In such cases the Committee and the overlapping Committee shall work together to divide such overlapping duties so as to avoid any overlapping duplication of effort. In the case of any overlap of the Committee's duties and responsibilities hereunder and those of the Committee, then the Committee shall take seniority for authority and responsibility to ensure the overlapping task is executed in accordance with its own charter.

9. NI 52-110 DISCLOSURE

The Committee is hereby charged with the principle task and responsibility to facilitate, enable, and ensure that Continental makes timely and accurate disclosures and filing in the form and substance required by *Part-6.2 of the Canadian Securities Administrators' National Instrument 52-110 Audit Committees* in accordance with Continental's obligations thereunder as a "**Venture Issuer**" as defined in Section-1.1 thereof. The Committee shall accomplish this task as follows:

- a) The Committee is hereby authorized and empowered on behalf of the Board to prepare the disclosure required by *Form 52-110F2* for inclusion in the management information circular that Continental prepares and files annually on SEDAR prior to holding an annual or special general meeting for the purpose of electing directors.
- b) In the event that for some fiscal year Continental does not prepare and file a management information circular as provided for in Section-9.a), then the Committee is hereby authorized and empowered on behalf of the Board to prepare the disclosure required by *Form 52-110F2* for inclusion in Continental's annual information form or in its annual management discussion and analysis.

10. PUBLIC NOTICE FILINGS

Continental has published the last revision of this Charter and made it available for public review and access as follows:

- a) A complete copy of this Charter has been publicly filed on the Canadian Securities Administrators ("CSA") *National Instrument ("NI") 13-101 System for Electronic Document Analysis and Retrieval* ("SEDAR") in accordance with requirements of Part-2.3 of the CSA's *NI 58-101 Disclosure of Corporate Governance Practices*.
- b) A complete copy of this Charter has also been publicly filed on the US Securities Commission's EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system under cover of a *Form-6K Report of Foreign Issuer* filing made by Continental under its central index key (CIK) 0000852747.
- c) This entire Charter is publicly available in PDF form for download from the SEDAR website. The PDF download link can be found after a search of the Company's filings at SEDAR's website <http://sedar.com/search/>.

--- o O o ---

CONTINENTAL ENERGY CORPORATION
CHARTER OF THE
GOVERNANCE AND NOMINATING
COMMITTEE

1. EFFECTIVENESS AND CHANGE

This Charter of the Governance and Nominating Committee (this "**Charter**") is ratified and adopted by order of the Board of Directors ("**Board**") of Continental Energy Corporation ("**Continental**") with effect upon and from the date of this last revision, replacing all others, and dated as the "**Adoption Date**" on **14 May 2017**.

This Charter shall continue in full force and effect until revoked or revised by the Board. This Charter is subject to change by the Board, at any time, to address any new issues or specific concerns which may arise as a result of ongoing business operations; changes in statutory or regulatory compliance requirements; and any recommendations for changes brought to the Board by the Committee.

2. PURPOSE AND SCOPE

The Board has caused the preparation of this Charter for the purpose of establishing operating procedures and guiding principles for the Board's duly appointed Governance and Nominating Committee (the "**Committee**") which is herewith formed and constituted as a standing committee of the Board.

3. MISSION OF THE COMMITTEE

The mission of the Committee is four-fold and includes the following. The Committee shall:

- a) Develop and recommend revisions to this Charter to incorporate new or improved governance principles, practices, procedures, and guidelines that are directly applicable to Continental and its core business operations activities and are realistically achievable given Continental's limited financial resources and available manpower;
- b) Oversee and supervise Continental's "**Code of Business Conduct and Ethics**" (the "**Code**") to insure that the Code is annually revised in light of any Committee recommended or compliance related changes that may be desired or required, and that the Code is re-filed in accordance with the further provisions of Section-10 below;
- c) Identify, evaluate, interview, conduct due diligence investigations on, using outside executive search firms if deemed necessary and affordable; and recommend qualified individual candidates for nomination as potential directors to be elected or appointed to the Board or as qualified candidates to be hired by Continental in the capacity of senior executive and senior financial officers; and
- d) Perform any tasks or duties delegated to it by the Board from time to time; and provide such specific assistance as required upon any request for assistance, advice, or recommendation from the Board or from the Audit Committee or from any "**Lead Director**" as contemplated in *Part-3.2 of NP 58-201*.

4. COMPOSITION OF THE COMMITTEE

- a) The Committee shall be comprised of two or more directors, each of whom shall upon appointment be a "**Member**" of the Committee.
 - b) At least a majority of those directors appointed as Members of the Committee shall be "**Independent Directors**" as defined in *Part-1.2(1) of NI 58-101*, and at such times as the membership composition of the Board permits all of the appointed Members shall be Independent Directors.
-

- c) The Board may or may not designate one member of the Committee to be its "**Chair**". If a Chair of the Committee is not designated or is not present at a meeting of the Committee, then the Members of the Committee may designate a Chair for the meeting by a majority vote of the Members present membership, provided that at least two Members are present which shall constitute a quorum.
- d) The Members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.

5. MEETINGS OF THE COMMITTEE

- a) Except as expressly otherwise provided in this Charter or in the articles of the company, the Committee shall fix its own rules of procedure.
- b) In order to discharge its responsibilities, the Committee shall meet annually at the time of the preparation of the management information circular that Continental files annually on SEDAR prior to holding an annual or special general meeting for the purpose of electing directors basis. Additionally, the Committee may otherwise meet at such times as the Chair of the Committee shall designate.
- c) At all meetings of the Committee, the presence of a majority of the Members will constitute a quorum for the transaction of the business and the vote of a majority of the Members present shall be the act of the Committee.
- d) Members of the Committee may participate in a meeting of the Committee by conference telephone, voice over internet, or similar means of communications by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.
- e) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of its members consent in writing to the action and such writing is filed with the records of proceedings of the Committee.
- f) If applicable, directors not on the Committee may attend meetings at the discretion of the Committee. At the invitation of the Chair of the Committee, members of management and outside consultants may attend Committee meetings.

6. POLICY OVERSIGHT AND ADMINISTRATION

In addition to the primary mission of the Committee to oversee and supervise the Code as provided for in Section-3.b herein, the Committee shall also oversee and make similar recommendations for new additions and improvements to certain of Continental's written and published policy statements (each a "**Policy**"), in conjunction with the Audit Committee, which shall act as the Senior Committee. The decision of the Senior Committee shall be final. These certain Policies include the following and any others added by the Board:

- a) Continental's "**Policy on Anti-bribery and Anti-corruption**".
- b) Continental's "**Policy on Trading and Company Securities**".

7. OTHER COMMITTEE RELATIONSHIPS

The nature of the Committee's duties under this Charter may overlap from time to time with the duties of other Committees established by the Board. In such cases the Committee and the overlapping Committee shall work together to divide such overlapping duties so as to avoid any overlapping duplication of effort. In the case of any overlap of the Committee's duties and responsibilities hereunder and those of the Audit Committee, then the Audit Committee shall take seniority for authority and responsibility to ensure the overlapping task is executed in accordance with its own charter.

8. NP 58-201 GOVERNANCE GUIDELINES

- a) In preparing this Charter, the Board takes note of the stated intentions of *Part-1.1 of the Canadian Securities Administrators' National Policy 58-201 Corporate Governance Guidelines* which explicitly states:

The purpose of this [National] Policy is to provide guidance on corporate governance practices which have been formulated to:

- *achieve a balance between providing protection to investors and fostering fair and efficient capital markets and confidence in capital markets;*
- ***be sensitive to the realities of the greater numbers of small companies and controlled companies in the Canadian corporate landscape;***
- ***take into account the impact of corporate governance developments in the U.S. and around the world;** and*
- *recognize that corporate governance is evolving.*

The guidelines in this Policy are not intended to be prescriptive. We encourage issuers to consider the guidelines in developing their own corporate governance practices.

- b) The Board has caused the highlight in boldface of certain provisions above for illustration of the following points.
- c) The Board is of the opinion that Continental is one of the "small companies" referred to that in reality face substantial challenges in implementing sweeping and burdensome corporate governance practices, due to our limited financial resources and to available qualified manpower including independent directors, compared to many larger companies.
- d) Continental's shares trade on the OTC Markets in the USA and consequently Continental is a reporting issuer in that jurisdiction. Continental is therefore subject to certain of its separate corporate governance compliance and disclosure requirements. These may or may not, from time to time, be in conflict with, or subject to alternative interpretation to, the NP 58-201 guidelines.
- e) In the preparation of this Charter, the Board welcomes the encouragement offered by the NP 58-201 guidelines and has herein attempted to set out guidelines for the Committee that are realistic, pragmatic, and achievable by Continental at the date of adoption, given Continental's limited financial resources and constraints on available manpower. As Continental grows and these limitations and constraints are relaxed then the Board and the Committee intend to amend and expand upon this Charter.

9. NI 58-101 DISCLOSURE

The Committee is hereby charged with the principle task and responsibility to facilitate, enable, and ensure that Continental makes timely and accurate disclosures and filing in the form and substance required by *Part-2 of the Canadian Securities Administrators' National Instrument 58-101 Disclosure of Corporate Governance Practices* in accordance with Continental's obligations thereunder as a "**Venture Issuer**" as defined in Section-1.1 thereof. The Committee shall accomplish this task as follows:

- a) The Committee is hereby authorized and empowered on behalf of the Board to prepare the disclosure required by Form 58-101F2 for inclusion in the management information circular that Continental prepares and files annually on SEDAR prior to holding an annual or special general meeting for the purpose of electing directors.
- b) The Committee shall review Continental's published Code of Business Conduct and Ethics (the "**Code**") and advise the Board of any recommendations for additions or revisions to the Code. The Committee is charged with the primary responsibility of oversight and administration of the Code. However, when making recommendation for additions or revisions to the Code, the Committee shall seek the advice and coordinate with the Audit Committee when a financial or audit related issue of the Code is being considered. Only the Board may amend or change the Code.
-

- c) The Committee is hereby authorized and empowered on behalf of the Board to insure that a complete copy of the Code inclusive of any amendments thereto are published and filed on SEDAR and thereby available for public download in accordance with the provisions of *Section-2.3 of NI 58-101*.

10. PUBLIC NOTICE FILINGS

Continental has published the latest revision of this Charter and made it available for public review and access as follows:

- a) A complete copy of this Charter has been publicly filed on the Canadian Securities Administrators ("CSA") *National Instrument ("NI") 13-101 System for Electronic Document Analysis and Retrieval ("SEDAR")* in accordance with requirements of Part-2.3 of the CSA's *NI 58-101 Disclosure of Corporate Governance Practices*.
- b) A complete copy of this Charter has also been publicly filed on the US Securities Commission's EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system under cover of a *Form-6K Report of Foreign Issuer* filing made by Continental under its central index key (CIK) 0000852747.
- c) This entire Charter is publicly available in PDF form for download from the SEDAR website. The PDF download link can be found after a search of the Company's filings at SEDAR's website <http://sedar.com/search/>.

--- o O o ---
