



SECURITIES TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in Riedel Resources Limited ACN 143 042 022 (**Company**) by its Directors and employees.

Directors of the Company and employees are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Directors and employees to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

3. WHAT IS INSIDER TRADING?

3.1 *Prohibition*

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (i.e., information that is 'price sensitive'); and
- (b) that person:
 - (i) *buys or sells securities in the Company; or*
 - (ii) *procures someone else to buy or sell securities in the Company; or*
 - (iii) *passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.*

3.2 *Examples*

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) the Company considering a major acquisition or disposal of assets;
- (b) the threat of major litigation against the Company;



- (c) the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss or a major contract;
- (g) a management or business restructuring proposal;
- (h) a share issue proposal;
- (i) an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- (j) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

3.3 ***Dealing through third parties***

A person does not need to be a Director or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by Directors and employees through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

3.4 ***Information however obtained***

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

3.5 ***Employee share schemes***

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

4. **GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES**

4.1 ***General rule***

Any Director, employee, or contractor is not permitted to deal in Company securities in the two (2) week period prior to and forty eight (48) hours after the:

- (a) date of the Company's Annual General Meeting;
- (b) release of the quarterly results announcement to the Australian Securities Exchange (ASX);

- (c) release of the half yearly results announcement to the ASX;
- (d) release of the preliminary final results announcement to the ASX; or
- (e) release of a disclosure document offering securities in the Company.

The Company may at its discretion vary this rule in relation to a particular period by general announcement to all employees either before or during the period. The Company may also impose any other restriction periods that the Board declares from time to time when it is considering matters which are subject to the exceptions to the continuous disclosure requirements set out in Listing Rule 3.1A. However, if a Director or employee of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.

4.2 ***No short-term trading in the Company's securities***

Directors and employees should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

4.3 ***Securities in other companies***

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

4.4 ***Exceptions***

- (a) Directors and all employees may at any time:
 - (i) *acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;*
 - (ii) *acquire Company securities under a bonus issue made to all holders of securities of the same class;*
 - (iii) *acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;*
 - (iv) *acquire, or agree to acquire or exercise options under a Company Share Option Plan;*
 - (v) *withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan;*
 - (vi) *acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;*



- (vii) *transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;*
 - (viii) *make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;*
 - (ix) *where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;*
 - (x) *undertake to accept, or accept, a takeover offer;*
 - (xi) *trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;*
 - (xii) *dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;*
 - (xiii) *exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or*
 - (xiv) *trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.*
- (b) In respect of any share or option plans adopted by the Company, it should be noted that:
- (i) *it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside one of the periods specified in paragraph 4.1; and*



- (ii) *where the exercise price of options is being provided by a margin loan or other form of lending arrangement, then there may be a risk that the employee or Director may need to sell shares to avoid providing additional capital or security to the lender in the event of a decrease in the value of the shares.*

Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

5. APPROVAL AND NOTIFICATION REQUIREMENTS

5.1 Prior Written Clearance

Subject to the over-riding prohibitions in clause 4, any Director or employee (including their Associates) may trade in Company securities only if they obtain prior written clearance from the Chairman or in his absence or in the Chairman's case, the Managing Director and the Company Secretary ("Request").

The Request must be in a form provided by the Company Secretary and shall include a statement that the person making the Request does not believe they are in possession of any price sensitive information.

Within two business days of receipt of the Request, the Chairman (or Managing Director and Company Secretary, as the case may be) must:

- (i) in his or her absolute discretion, either give clearance for or veto the proposed trade; and
- (ii) give notice in writing (which includes email) of their decision to the person making the request.

In deciding whether to grant clearance, the Chairman (or Managing Director and Company Secretary) may have regard (without limitation) to any reputational or other damage that could be suffered by the Company as a result of the proposed trade in the Company securities at the relevant time.

Any clearance of a proposed trade will be effective only for ten business days from the date on which it is given to the applicant (or any other period specified in it). For the avoidance of doubt, in the case of an on-market trade this requires execution (but not settlement) of the trade to occur within that period.

The grant of clearance under this section is intended as a compliance monitoring function only and is not an endorsement, recommendation or approval of the proposed Dealing.

Directors and employees and their Associates remain responsible for their own investment decisions and compliance with the insider trading provisions of the Corporations Act and this Policy.



5.2 Notification

Any Director or employee who (or through his or her Associates) trades the Company securities **must** notify the Company Secretary in writing of the details of the transaction within three (3) business days of the transaction occurring. This notification obligation **operates at all times** but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

5.3 ***Exemption from trading restriction due to severe financial hardship and exceptional circumstances***

A Director, employee or contractor, who is not in possession of inside information in relation to the Company, may be given prior written clearance (including e-mail) from two of the Chairman, the CEO/Managing Director, or the Company Secretary or in the case of the Chief Executive Officer/Managing Director from two of the Chairman, the Company Secretary or an independent director, or in the case of the Chairman from two of the CEO/Managing Director, the Company Secretary, or an independent director to sell or otherwise dispose of Company securities inside a period specified in paragraph 4.1 where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

The determination of whether a Director, employee or contractor is in severe financial hardship or there are exceptional circumstances will be made from two of the Chairman, the CEO/Managing Director, or the Company Secretary, from two of the Chairman, the Company Secretary or an independent director in the case of the Chief Executive Officer/Managing Director, and from two of the CEO/Managing Director, the Company Secretary, or an independent director in the case of the Chairman.

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

An application for an exemption allowing the sale of Company securities inside the periods specified in paragraph 4.1 based on financial hardship must be made in writing (including e-mail) to the Company Secretary.

Any exemption, if issued, will be in writing (including e-mail) and shall contain a specified time period during which the sale of securities can be made.

5.4 ***Exceptional circumstances***

Exceptional circumstances may apply to the disposal of Company securities by a Director, employee or contractor if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities inside of the periods specified in paragraph 4.1 based on exceptional circumstances must be



made in writing (including e-mail) to the Company Secretary and be accompanied by relevant court and/or supporting legal documentation.

Any exemption, if issued, will be in writing (including e-mail) and shall contain a specified time period during which the sale of securities can be made.

6. ASX NOTIFICATION FOR DIRECTORS

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

7. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

EXPLANATION OF TERMS

For the purposes of this policy:

“deal in securities” means buy or sell shares, options or other securities in the Company, or enter into transactions in relation to shares, options or other securities in the Company. It includes procuring another person to do any of these things;

“price sensitive information” has the meaning given in paragraph 3.

For the purposes of paragraph 4, directors **“dealing”** includes associates of directors dealing in securities, and it is incumbent on each director to ensure that an associate does not deal in circumstances where the dealing could be attributed to the director concerned.