

# POLICY FOR TRADING IN COMPANY SECURITIES

## ALTONA MINING LIMITED ("COMPANY")

### 1. INTRODUCTION

The Altona Mining Limited (Company) Share Trading Policy (Policy) regulates trading by the Company's Directors and employees (Altona Persons) in securities issued by the Company.

The Policy imposes trading restrictions on Altona Persons who possess inside information and additional trading restrictions on the Directors, Officers and Key Management Personnel (Restricted Persons) of the Company.

The restrictions and procedures in relation to Altona's shares apply equally to trading in all types of Altona's securities, unless otherwise specified.

Compliance with this Policy is a condition of employment and breaches will be subject to disciplinary action, including termination of employment.

### 2. INSIDER TRADING PROHIBITION

Inside information is information that:

- is not generally available; and
- if it were generally available, a reasonable person would expect that the information may influence persons deciding whether or not to buy or sell securities.

If an Altona Person possesses inside information, the person must not:

- trade in Altona securities; and
- pass on the inside information to others knowing (or where the Altona Person should have reasonably known) that the other persons may use that information to trade in, or procure someone else to trade in Altona securities.

This prohibition applies even if the trading might otherwise be permitted by this Policy.

The prohibition on insider trading applies not only to information concerning Altona securities. If a person has Inside Information in relation to securities of another company because of their position in the Company then that person must not deal in those securities.

Altona Persons have a duty of confidentiality to the Company and its affiliated entities, in relation to any confidential information they possess, in addition to their obligations under the law in relation to inside information. This duty arises under common law and under the terms of employment.

Information has a material effect on the price or value of securities if it has the potential to influence people who commonly invest in securities in their decision to trade or not to trade in these securities.

You may come into possession of inside information if you become aware of any of the following when it is not generally available:

- a float, takeover, merger, purchase, sale or partial sale of a business;
- actual or internal forecast profit results;
- details of a new discovery, new product or substantial new business contract;
- the appointment or resignation of a chief executive officer, executive director or chairman;
- actual or proposed major litigation; or
- any plans involving securities or securities.

You will no longer be an insider once the inside information:

- becomes readily observable; or
- becomes known in a way which is likely to bring it to the attention of people who commonly invest in securities and a reasonable period has elapsed for the Information to come to the attention of people who commonly invest in securities.

At this point, and so long as you are not a Restricted Person, and if you adhere to the policy trading restrictions listed below in Sections 5 to 7, you are able to buy or sell Altona securities.

If you accidentally give somebody inside information, you must immediately tell them that it is insider information and warn them against trading on it, getting others to trade on it, or communicating it to others. You should also contact the Company Secretary for guidance.

### **3. POLICY FOR RESTRICTED PERSONS**

A Restricted Person includes Directors, Officers and Key Management Personnel of the Company. From time to time, these Restricted Persons may notify other staff members and contractors that they too are Restricted Persons, for example, when staff members or contractors work on a confidential transaction which may require them to have inside information.

If you are a Restricted Person you must not buy or sell Altona securities outside of a Closed Period (see definition below) without first obtaining written clearance from the following designated officer:

- from the Company Secretary or Managing Director, in the case of senior management;
- from the Chairman, in the case of Director; and
- from the Chairman of the Corporate Governance & Audit Committee, in the case of the Chairman.

Clearance to trade will only be granted where it is reasonable in the circumstances, where there is no apparent breach of the insider trading laws, and adheres to trading restrictions listed in sections 4 – 6 below.

Requests for clearance to trade must be followed up with confirmation of the actual trade within five (5) days of it taking place.

### **4. CLOSED PERIODS**

Restricted Persons can only trade the Company's securities outside of the Closed Periods set out in this Policy (see below) if the procedure for prior written clearance has been met.

#### **Closed Periods**

The Closed Periods are the periods between the end of the Company's financial year, or financial half year, and the date on which results are reported for each of those periods. Restricted Persons are prohibited from dealing in the Company's securities during a Closed Period unless the circumstances are exceptional and the procedure for prior written clearance has been met, or the trade is excluded from this Policy.

#### **Exceptional Circumstances**

Restricted Persons may trade during a Closed Period, subject to obtaining prior written clearance from the Chairman in accordance with the procedure described below, in the following exceptional circumstances:

1. If the Chairman is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and the Restricted Person is in severe financial hardship or has a pressing financial commitment that cannot be satisfied otherwise than by selling the Company's securities or there are other circumstances deemed to be exceptional by the Chairman; or
2. Where trading is required for compliance with a court order or court enforceable undertaking (e.g. a bona fide family settlement) or for some overriding legal or regulatory requirement for the transfer or sale of the securities.

## **Procedure to obtain prior written clearance**

Prior written clearance to trade may be obtained by filling out a Request for Prior Written Clearance to Deal in Securities of Altona Mining Limited as attached at Annexure A and providing it to the appropriate designated Officer, or in the case of a request for clearance to trade due to exceptional circumstances by providing it to the Chairman. The application may be submitted in person, by mail, by email or by facsimile. The clearance to trade will set out the period for which the clearance is valid and may be given in person, by mail, by email or by facsimile.

## **5. HEDGING**

Altona Persons who participate in equity based remuneration schemes or plans are prohibited from hedging their rights to shares or options received under the plans prior to the vesting of the shares or options to the participants, that is entering into any transactions or arrangements which limit the economic risk of participating in unvested entitlements.

## **6. MARGIN LOANS**

The Company requires Directors and Officers of the Company to obtain prior written clearance from the Chairman before entering into any agreements that provide a lender with rights over their interests in securities in the Company, including margin lending or share loan arrangements.

## **7. TRADING EXCLUDED FROM THIS POLICY**

The following types of trades are excluded from this policy (subject to the overriding requirement that a person comply with the insider trading provisions of the *Corporations Act*).

- Transferring securities already held into a superannuation fund or similar saving scheme in which the Restricted Person is a beneficiary;
- Investing or trading in a fund or scheme where the investment decisions are made by a third party, provided that the fund or scheme does not invest exclusively in the Company's securities;
- Trading in securities by a trust where the Restricted Person is a trustee provided the Restricted Person is not also a beneficiary of the trust and the decision to trade is made by other trustees or investment managers independently of the Restricted Person;
- Undertaking to accept or accepting a takeover offer;
- Trading under an offer or invitation made to all or most security holders, where the timing and structure of the plan 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;
- A disposal of securities that is a result of a secured lender exercising their rights, for examples, under a margin lending arrangements
- Exercising options or converting convertible securities (but not the sale of securities following the exercise) under an employee incentive scheme if the final exercise or conversion date falls during a Closed Period and the Closed Period has been exceptionally long; and  
Trading under a non-discretionary trading plan for which prior written clearance has been obtained, where the Restricted Person did not enter into the plan or amend the plan during a Closed Period and the plan does not permit the Restricted Person to exercise any influence or discretion over how, when or whether to trade.

### **Are there any exceptions for employee option plans?**

No, except as outlined above, that is exercising options or converting convertible securities (not the sale of securities following the exercise) under the Company Awards Plan if the final exercise or conversion date falls during a Closed Period and the Closed Period has been exceptionally long or the Company has had a number of consecutive Closed Periods and the Restricted Person could not reasonably have been expected to exercise it at a time when free to do so.