

# AEON METALS LIMITED

## POLICY ON DIRECTORS AND SENIOR EXECUTIVES DEALING IN SECURITIES

### 1. INTRODUCTION

- 1.1 This policy imposes constraints on Directors and Senior Executives of Aeon Metals Limited ("the Company") dealing in securities of the Company. It also imposes disclosure requirements on Directors.
- 1.2 Defined terms are explained in the Explanation of Terms at the end of this policy.

### 2. OBJECTIVES

- 2.1 The objectives of this policy are to:
- (a) minimise the risk of Directors and Senior Executives of the Company contravening the laws against insider trading;
  - (b) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
  - (c) increase transparency with respect to trading in securities of the Company by Directors and Senior Executives.

To achieve these objectives Directors and Senior Executives are bound by this policy.

### 3. DEALING IN SECURITIES – LEGAL AND OTHER CONSIDERATIONS

- 3.1 Sections 1042B to 1043O of the Corporations Act 2001 prohibit persons who are in possession of price sensitive information in relation to particular securities that is not generally available to the public from:
- (a) dealing in the securities; or
  - (b) communicating the information to others who might deal in the securities. The central test of what constitutes price sensitive information is found in section 1042A. It provides that the insider trading and continuous disclosure rules apply to information concerning a company that a reasonable person would expect to have a material effect on the price or value of securities in the company ("price sensitive information").
- 3.2 Directors and Senior Executives of the Company will from time to time be in a situation where they are in possession of price sensitive information that is not generally available to the public. Examples are the period prior to release of quarterly activities reports to the Australian Securities Exchange ("ASX") and the period during which a major transaction is being negotiated.

3.3 The risk of contravention of insider trading laws in relation to information concerning public companies was substantially reduced in 1994 with the introduction of the continuous disclosure regime. Under that regime, public companies are required to disclose all price sensitive information immediately to the ASX, except in limited circumstances. The tests of what constitutes price sensitive information under the insider trading laws and under the continuous disclosure requirements are effectively identical. As a consequence, at least in theory, there is no risk of Directors and Senior Executives contravening insider trading laws as all relevant information will already have been disclosed.

3.4 There are a number of limitations and qualifications to the above. They include:

- (a) the ASX Listing Rules and the Corporations Act 2001 permit companies to not disclose certain information, for example in the situation where an acquisition is being negotiated and remains confidential;
- (b) in the case of a Director, information may be known to a particular Director but not yet by the Company as a whole (ie. the Board);
- (c) the Company may not have yet complied with its continuous disclosure obligations in relation to a particular event or circumstance – there will always be some element of delay in doing so; and
- (d) Directors and Senior Executives will generally have a better feel for the performance of the Company than the public.

In these situations there is still potential for contravention. There is also the potential for an appearance of contravention even if there has not been actual contravention. This could reflect badly on the Company as well as on the Director or Senior Executive concerned.

3.5 Another circumstance that must be guarded against is where one or more Directors and Senior Executives are aware of an event or circumstance and the remaining Directors and Senior Executives are not yet aware. In such a circumstance it is important that no Director or Senior Executive deals in securities because:

- (a) there is a risk that they will be found to have been guilty of insider trading even if they had no intention of committing a contravention; and
- (b) of the potential for such circumstances to reflect badly on the Company.

For these reasons, the advice of the Chairman should be sought prior to any dealings taking place, and steps should be taken to ensure that the Chairman is appraised of all relevant considerations by the Continuous Disclosure Manager appointed under ASX Listing Rule 1.1, condition 12.

#### **4. POLICY – DEALING IN SECURITIES**

- 4.1 Directors and Senior Executives shall not deal in securities of the Company during a Closed Period or Prohibited Period.
- 4.2 Directors and Senior Executives can otherwise deal in securities of the Company in the following circumstances:
- (a) they have satisfied themselves that they are not in possession of any price sensitive information that is not generally available to the public;
  - (b) they have contacted the Chairman or in his absence, the Company Secretary and notified them of their intention to do so and the Chairman or Company Secretary indicates that there is no impediment to them doing so; and
  - (c) where the Chairman wishes to deal in securities, he has contacted the Lead Director, or in his absence, the Company Secretary and notified them of their intention to do so and the Lead Director or Company Secretary indicates that there is no impediment to him doing so; and
  - (d) the proposed dealing is not in the nature of short term trading.
- 4.3 In circumstances where a person subject to this policy would suffer severe financial hardship if precluded from dealing in securities during a Closed Period, the Chairman may waive in writing the prohibition against dealing during that Closed Period if that Director or Senior Executive can demonstrate to him that they are not in possession of any price sensitive information that is not generally available to the public. The procedure for seeking this waiver is for the Director or Senior Executive to contact the Chairman.
- 4.4 Directors and Senior Executives must not communicate price sensitive information to a person who may deal in securities of the Company. In addition, a Director or Senior Executive should not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or directors of a family company) the buying or selling of securities in the Company.

#### **5. DIRECTORS – NOTIFICATION OF DEALINGS IN SECURITIES- LEGAL AND OTHER CONSIDERATIONS**

- 5.1 ASX Listing Rules 3.19A and 3.19B require the Company to notify dealing in securities by Directors within 5 business days. Three appendixes are included in the Listing Rules for the purpose of this notification, being 3X Initial Director's Interest Notice, 3Y Change of Director's Interest Notice and 3Z Final Director's Interest Notice.
- 5.2 Section 205G of the Corporations Act 2001 requires a Director of a listed company to notify ASX within 14 days of acquiring or disposing of a relevant interest in any securities of the Company. This is an obligation of the Director, not the Company. There is no prescribed form for such notifications. ASIC

has granted relief from the requirements of section 205G where notifications are made by the Company under Listing Rules 3.19A and 3.19B.

- 5.3 Senior Executives are required to notify the Chairman, or in his absence, the Company Secretary of any dealings in securities within 5 business days.

**6. DIRECTORS – POLICY – NOTIFICATION OF DEALING IN SECURITIES**

- 6.1 Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company.

**7. EXCLUDED TRADING**

This policy will not operate to affect trading by Directors or key management personnel where the trading results in no change in beneficial interest, where trading occurs under an investment arrangement where decisions are made by a third party or where the relevant Company executive has no control or influence with respect to trading decisions or where trading occurs under an offer to all or most of the security holders of the Company. The Company will determine, in all the circumstances at the time whether particular trading is excluded trading and in making that determination will be guided by the examples of excluded trading published in ASX Guidance Note 27.

## EXPLANATION OF TERMS

For the purposes of this policy:

**“Closed Period”** means those fixed periods specified in this policy when key management personnel are prohibited from trading in the Company's financial products being the period commencing at the end of each Quarter and ending 2 ASX trading days after the lodgement of the Company's Quarterly Activities Report and Appendix 5B in respect of that Quarter.

**“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.

**“dealing”** for the purposes of paragraph 4 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.

**“price sensitive information”** has the meaning given in paragraph 3.1.

**“Prohibited Period”** means any closed period or any additional periods when key management personnel are prohibited from trading which are imposed by the Company from time to time when the Company is considering matters which are subject to ASX Listing Rule 3.1A.

**“Quarter”** means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December in any year.

**“Senior Executives”** means persons who are key management personnel for the purposes of Accounting Standard AASB124 Related Party Disclosure.