

## **1. INTRODUCTION**

The *Corporations Act 2001* (Cth) (**Corporations Act**) contains provisions which prohibit a person in possession of material, non-public information relating to a company from dealing in any way with shares, options or other securities issued by that company or issued or created over the company's securities by third parties (**Securities**).

The Juno Minerals Limited (**Juno**) Personnel Share Trading Policy (**Policy**) sets guidelines designed to protect Juno and Personnel from intentionally or unintentionally breaching these Laws.

This Policy applies to all Directors, executive officers, employees, contractors and consultants (collectively, **Personnel**) of the Juno or any of its subsidiaries which form part of its group of entities.

## **2. THE LAW**

The principal insider trading prohibition in Australian law is contained in section 1043A of the Corporations Act.

Section 1043A prohibits a person (an **Insider**) who is in possession of information relating to Juno that is not generally available but, if the information was generally available (see paragraph 3), a reasonable person would expect that information to have a material effect (see paragraph 4) on the price or value of Juno Securities (**Material Non-Public Information**) from:

- (a) applying for, acquiring, disposing of or entering into an agreement to apply for, acquire or dispose of Juno's Securities;
- (b) procuring another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Juno Securities; or
- (c) directly or indirectly communicating the Material Non-Public Information to another person when the Insider knows, or ought reasonably to know, that the other person would or would be likely to:
  - (i) apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Juno's Securities; or
  - (ii) procure another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Juno's Securities.

## **3. AVAILABLE INFORMATION**

Information relating to Juno would be considered to be generally available after it has been released to the Australian Securities and Investments Commission (**ASIC**).

## **4. INFORMATION HAVING A MATERIAL EFFECT ON JUNO SECURITIES**

A reasonable person would be taken to expect information to have a material effect on the price of Juno's Securities if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to acquire or dispose of Juno's Securities.

## **5. DETERMINING MATERIAL NON-PUBLIC INFORMATION**

Determining what is Material Non-Public Information is subjective. It would, as an indication, most likely include (but not be restricted to) the following types of information:

- an agreement or option to acquire an interest in a mining tenement, including the number of tenements, a summary of previous exploration activity and expenditure, where the tenements are situated, the identity of the vendor and the consideration for the tenements;
- material (more than 5%) changes in Juno's financial forecasts or expectations;
- a declaration of a dividend or a decision that a dividend not be declared;
- the making of a share, option or debt issue and the under or over subscription of that issue;
- exogenous events in the financial markets or the mining, pipeline constructions and maintenance services industries, which affect Juno's business etc;
- proposed acquisitions, mergers, sales, joint ventures or takeovers;
- information about Juno's business plans, investment proposals or asset purchases or sales;
- regulatory decisions or industrial actions that may affect Juno's operations;
- the occurrence of an environmentally related incident;
- the threat, commencement or settlement of any material litigation or claim;
- an agreement between Juno (or a related party or subsidiary) and a Director (or related party of the Director);
- a change in accounting policy adopted by Juno;
- a proposal to change Juno's auditors; and
- the health or capacity of any Director.

## **6. INSIDER TRADING POLICY**

The confidentiality of Material Non-Public Information must be strictly maintained within Juno by all persons who have access to that information, regardless of title or position. No Personnel shall disclose such information, except on a need-to-know basis, inside or outside of Juno.

## **7. PERSONNEL IN POSSESSION OF MATERIAL NON-PUBLIC INFORMATION**

Personnel must not purchase or sell Juno's Securities while in possession of Material Non-Public Information.

Personnel in possession of Material Non-Public Information must not cause or procure a third party to deal in the Securities of Juno.

## **8. SENIOR MANAGEMENT & DIRECTORS' DEALING IN JUNO SECURITIES**

### Notice of Intent to Deal in Juno's Securities

Senior Management and Directors (or any family member or associate over whom they have influence) are prohibited from dealing in Juno Securities without providing the Chief Executive Officer (and the Chairman in the case of the Chief Executive Officer) with prior written notice of their intent to deal in Juno Securities. The notice must include a statement that they do not believe they are in possession of any Material Non-Public Information. A copy of the notice will be sent to the Company Secretary for the official file.

Senior Management and Directors must confirm with the Chief Executive Officer (or the Chairman, as appropriate) that the trading has occurred. A copy of the confirmation will be sent to the Company Secretary for the official file.

The Company Secretary will notify the Board of all trades by Senior Management as soon as reasonably practicable.

### Closed Periods

Senior Management Personnel and Directors (or any family member or associate over whom they have influence) are not permitted to deal in Juno Securities during the following periods (**Closed Periods**), unless exceptional circumstances apply under paragraph 9:

- (a) between 1 January and the day of release by Juno of its quarterly report for the three month period ended 31 December (of the previous year);
- (b) between 1 April and the day of release by Juno of its quarterly report for the three month period ended 31 March;
- (c) between 1 July and the day of release by Juno of its quarterly report for the three month period ended 30 June;
- (d) between 1 October and the day of release by Juno of its quarterly report for the three month period ended 30 September; and
- (e) any other periods as prescribed from time to time to take account of:
  - the Company's periodic reporting obligations under the Listing Rules; or
  - specific circumstances requiring the designation of a period of time as a Closed Period.

### Anti-Hedging Policy

Directors and Senior Executives are not permitted to enter into transactions with Securities (or any derivative thereof) in associated products which limit the economic risk of any unvested entitlements under any equity-based remuneration schemes offered by the Company.

## **9. EXCEPTIONAL CIRCUMSTANCES**

Any member of Personnel, who is not in possession of Material Non-Public Information affecting Securities, may be given prior written approval to sell or otherwise dispose of Securities during a Closed Period where there are exceptional circumstances. Exceptional circumstances may include:

- (a) severe financial hardship which means a member of Personnel has a pressing financial commitment that cannot be satisfied otherwise than by selling the Securities;
- (b) if a member of Personnel is required by a court order, or there are court enforceable undertakings to transfer or sell the Securities or there is some other overriding legal or regulatory requirement for the Personnel to do so; or
- (c) a situation determined by the Chairman (or in the case of the Chairman the Chief Executive Officer) to be an exceptional circumstance.

When requesting prior written approval to sell or otherwise dispose of Securities during a Closed Period, Personnel must submit an application in writing (which can be by email) to the Chairman, generally through the Company Secretary (in the case of the Chairman an application in writing (which can be by email) to the Chief Executive Officer) including the reasons for requesting approval and confirming that Personnel are not in possession of Material Non-Public Information. Approval, if granted, must be in writing (which can be by email) and must specify a time period for which the approval applies.

## **10. EXCLUDED TRADING**

Trading that is excluded from the restrictions in this Policy includes:

- (a) transfers of Securities already held into a superannuation fund or other saving scheme in which the member of Personnel is a beneficiary;
- (b) an investment in, or trading units of, a fund or other scheme (other than a scheme only investing in Juno Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where a member of Personnel is a trustee, trading in Securities by that trust provided the member of Personnel is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the member of Personnel;
- (d) undertakings to accept, or the acceptance of, a takeover offer;
- (e) trading 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 investment plan (DRP) and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board;
- (f) a disposal of securities of the entity that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement; and
- (g) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed Period and where the member of Personnel could not reasonably have been able to exercise at a time when free to do so; and
- (h) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
  - Personnel did not enter into the plan or amend the plan during a Closed Period; and

- the trading plan does not permit Personnel to exercise any influence or discretion over how, when, or whether to trade.

#### **11. BREACH OF INSIDER TRADING POLICY**

Notwithstanding the provisions of disciplinary action contained in General Principles, failure to comply with this Insider Trading Policy by any Personnel constitutes cause for immediate dismissal/termination of engagement by Juno.

In addition, a breach of the prohibitions contained in the Corporations Act is a criminal offence punishable by imprisonment for up to ten years, a fine of up to \$999,000, or both.

#### **12. REVIEW OF THIS POLICY**

This Policy will be reviewed regularly by the Company's Directors having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. If Directors and Senior Executives have any comments or views concerning the operation or effectiveness of this Policy, they should be communicated to the Company Secretary.