

# SHARE TRADING POLICY



Regener8 Resources NL  
(ACN 655 560 740)

Adopted by the Board of Directors of Regener8 Resources NL on 22 June 2022

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## 1. Share Trading Policy

### 1.1 Overview

This Share Trading Policy (in this Section, **Policy**) applies to all Personnel, including all members of Management.

This Policy:

- (a) includes a brief summary of the laws that govern dealings in the Company's Securities when Personnel have information about the Company that a reasonable person would expect to have a material effect on the price or value of the Company's Securities and is not generally available to the market (called **Insider Trading**);
- (b) gives guidance to Personnel, including all members of Management, who may contemplate Dealing in the Company's Securities; and
- (c) states the Company's position on Personnel Dealing in the Securities of other companies where they are in possession of Inside Information because of their position in the Company.

This Policy applies to:

- (a) the Company's shares;
- (b) other securities which may be issued by the Company, such as options;
- (c) derivatives, such as exchange traded options and warrants, and other financial products issued by third parties in relation to the Company's shares and/or options; and
- (d) securities of any other company or entity that may be affected by inside information, such as a listed company for whom the Company intends to fund an action on behalf of or against.

### 1.2 Prohibition on Insider Trading and Communication

#### Outline of prohibition

The Corporations Act prohibits a person from:

- (a) trading or agreeing to trade a company's securities;
- (b) procuring someone to trade or entering an agreement to trade a company's securities; or
- (c) directly or indirectly communicating information to someone who they think might trade, enter into an agreement to trade or get another person to trade a company's securities,

while in possession of Inside Information about that company.

Information is generally available to the public if, amongst other things, it consists of readily observable matters, or it has been brought to the attention of investors by an announcement with ASX and a reasonable period for its dissemination has elapsed since the announcement.

For the purposes of the legislation, it is irrelevant how a person comes into possession of Inside Information.

### Possible Inside Information

From time to time, Personnel may come into possession of Inside Information related to the Company, such as:

- (a) information in relation to the Company's financial performance or position;
- (b) details of a proposed material acquisition or disposition involving the Company;
- (c) a significant business development or a proposed change in the nature of the Company's business;
- (d) a significant milestone or event in relation to new products or service offerings being developed by the Company;
- (e) details of material contracts that are being negotiated by the Company;
- (f) potential litigation that would have a substantial effect on the Company;
- (g) a proposed change to the share capital structure of the Company; and
- (h) a major change to the Board or senior management.

Further, the Personnel may obtain Inside Information in relation to another company. For example, in the course of negotiating a transaction with the Company, another company might provide confidential information about itself which is not generally available.

### Obligations

Personnel who is in possession of Inside Information must not:

- (a) Deal in any Securities in any way;
- (b) procure any other person to Deal in Securities in any way; or
- (c) directly or indirectly communicate the Inside Information, or cause the information to be communicated, to another person.

Any Personnel who Deals with Securities while in possession of Inside Information may be liable to receive serious civil and/or criminal penalties, including imprisonment, fines, liability for civil damages and compensation orders.

It is the responsibility of Management to ensure that external advisors who receive Inside Information are bound by a confidentiality agreement or other enforceable confidentiality obligations.

### Questions

Any Personnel who is unsure whether they be in possession of Inside Information should contact the Company Secretary and seek appropriate advice prior to any Dealings taking place.

### 1.3 When dealings in the Company's Securities are not permitted (Closed Periods)

In addition to the prohibition at law on persons engaging in Insider Trading, Personnel are prohibited from Dealing in the Company's Securities in the following periods:

- (a) in the period commencing 10 Trading Days prior to the announcement of the Company's full year financial statements to the ASX until close of normal trading on the first Trading Day after such announcement;
- (b) in the period commencing 10 Trading Days prior to the announcement of the Company's half year financial statements to the ASX until close of normal trading on the first Trading Day after such announcement;
- (c) in the period commencing 5 Trading Days prior to the announcement of the Company's quarterly reports required under the ASX Listing Rules until close of normal trading on the first Trading Day after such announcement;
- (d) 5 Trading Days prior to, and 2 hours after, the issue of any announcement by the Company to ASX marked as price sensitive; or
- (e) where the Board has resolved that there is a prohibition on dealing in the Company's Securities which will be notified to Personnel by the Managing Director or Company Secretary by email.

### 1.4 When dealings in the Company's Securities are permitted

Notwithstanding the circumstances set out above, the Board may resolve that there are specific periods when Personnel can deal in the Company's Securities. Personnel will be notified of these periods by the Managing Director, Chairperson or Company Secretary by email. Personnel must still ensure that they do not engage in Insider Trading during a period designated for trading by the Board. Subject to the rules of the Company equity based executive or Employee incentive plan, if any Personnel intends dealing in the Company's Securities:

- (a) the Personnel must give prior written notice (which may be by email) of an intention to the Company Secretary or Directors;
- (b) the Company will use its best endeavours to advise in writing in a timely way whether the dealing is permitted;
- (c) that person must deal as soon as possible and in any event within five (5) Business Days of the permission being given; and
- (d) if the Personnel subsequently deals in the Company's Securities, the person must confirm the dealing and relevant details of the dealing in writing to the Company Secretary, within two (2) Business Days after the dealing.

### 1.5 Dealings in exceptional circumstances

Any Personnel may be given prior written permission, in accordance with the process outlined in section 1.2, to Deal in the Company's Securities during a prohibited period under this Policy where:

- (1) a person may be in severe financial hardship demonstrated by compelling supporting information;
- (2) such Dealing is required to comply with an applicable law or court order; or

- (b) an exceptional circumstance exists (which is deemed exceptional by the Chairperson or if the person is the Chairperson, then by the Managing Director).

## **1.6 No short-term trading**

The Company encourages Personnel to adopt a long-term attitude to their investment in Securities.

Personnel must not engage in short-term trading in Securities without approval of the Company Secretary or Directors.

In general, the purchase of Securities with a view to resale within a 6 month period, and the sale of Securities with a view to repurchase within a 6 month period, would be considered short-term trading. However, the sale of shares immediately after they have been acquired through the conversion of a Security (e.g. exercise of an option) will not be regarded as short-term trading.

## **1.7 No hedging**

Where any Personnel is entitled to equity-based remuneration arrangements, that Personnel must not enter into a transaction (e.g. writing a call option) that operates or is intended to operate to limit the economic risk of holdings of unvested Securities or vested Securities which are subject to a holding lock.

## **1.8 No margin lending**

Personnel must not at any time enter into a transaction that involves using Securities as collateral in any financial transaction, including margin lending arrangements.

## **1.9 Dealings not subject to this Policy**

The following dealings are not subject to this Policy:

- (a) an undertaking to accept, or the acceptance of a takeover offer;
- (b) dealings in Securities already held by the Personnel into a superannuation fund in which that person is a beneficiary;
- (c) dealings under an offer or invitation made to all or most of the shareholders of the Company, such as a rights issue, a security purchase plan or a dividend or distribution reinvestment plan or an equal access buyback, approved by the Board;
- (d) decisions to take up or not to take up entitlements or to allow them to lapse, and the sale of sufficient entitlements to take up the balance of entitlements under a rights issue;
- (e) a dealing where the beneficial interest in the security does not change;
- (f) an investment in, or a trading in units of a fund or arrangement, other than a fund only investing in Securities in the Company, where the assets of the fund are invested at the discretion of a third party;
- (g) the cancellation, lapsing or surrender of an option or right under an equity based executive or Employee incentive plan; or
- (h) the exercise (but not the sale on exercise) of an option or a right under an equity based executive or Employee incentive plan, or the conversion of a convertible security, where the final date for exercise or conversion of the Security, falls during a prohibited period and the Company has been in an exceptionally long prohibited period and the person could not reasonably have been expected to exercise it at time when he or she is free to do so.

### 1.10 Insider Trading prohibited for dealings in Securities of other companies

Personnel, in the course of performing their duties for the Company, may come into possession of inside information about other companies. The Insider Trading rules outlined above also apply to dealings with Securities in other companies. Personnel are also bound by duties of confidentiality in relation to the inside information obtained about third parties in the course of performing their duties in or their position in the Company.

### 1.11 Compliance

Any Personnel may be asked to confirm their compliance with this Policy or to provide confirmation of their dealings in the Company's Securities. Any request must be responded to promptly. This Policy must be strictly complied with and any breach will be regarded seriously. A breach of this Policy may result in disciplinary action being taken which may (if applicable) include dismissal from employment with the Company.

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## 2. Definitions

<b>ASX</b>	means the Australian markets owned and operated by ASX Limited.
<b>ASX Listing Rules</b>	means the Official Listing Rules published by the ASX as amended or replaced from time to time.
<b>Board</b>	means the Board of Directors of the Company.
<b>Business Day</b>	means a day, other than a Saturday or Sunday, on which banks are open for general banking business in Perth, Western Australia.
<b>Chairperson</b>	means the chairperson of the Board.
<b>Company</b>	means Regener8 Resources NL (ACN 655 560 740).
<b>Company Secretary</b>	means any person appointed by the Company to be the company secretary.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>Deal or Dealing</b>	in relation to Securities, includes: <ul style="list-style-type: none"> <li>(a) applying for, acquiring or disposing of Securities, or entering into an agreement to do any of those things, as principal or agent;</li> <li>(b) granting, accepting, exercising or discharging an option or other right or obligation to acquire or dispose of Securities</li> <li>(c) advising, procuring or encouraging another person (including a family member, friend, associate, colleague, or client) to apply for, acquire or dispose of Securities, or to enter into any agreement to do any of those things;</li> <li>(d) entering into agreements or transactions which operate to limit the economic risk of a person's holdings in Securities;</li> <li>(e) trading in financial products issued or created over Securities; and</li> </ul>

	(f) entering into transactions in financial products which operate to limit the economic risk of a person's holdings in Securities.
<b>Director</b>	means a director of the Company.
<b>Employee</b>	means an individual who works for the Company (or its subsidiary) under a contract of employment (including on a permanent, fixed-term or temporary basis).
<b>Inside Information</b>	in relation to a company, means the information that: <ul style="list-style-type: none"> <li>(a) is not generally available to the public; and</li> <li>(b) a reasonable person would expect that information to have a material effect on the price or value of the relevant company's securities (i.e. it would, or would be likely to, influence a person who commonly acquires securities in deciding whether or not to acquire or dispose of that company's securities).</li> </ul>
<b>Management</b>	the executive Directors and senior management of the Company.
<b>Managing Director</b>	the Director (if any) engaged by the Company in the role of the managing director of the Company.
<b>Personnel</b>	all directors, officers and Employees of the Company and its Related Bodies Corporate.
<b>Related Bodies Corporate</b>	has the meaning given in the Corporations Act.
<b>Securities</b>	<ul style="list-style-type: none"> <li>(a) shares;</li> <li>(b) debentures;</li> <li>(c) legal or equitable interests in a security covered by paragraph (a) or paragraph (b) above;</li> <li>(d) options to acquire, by way of issue, a security covered by paragraph (a) or paragraph (b) above; and</li> <li>(e) rights (whether existing or future and whether contingent or not) to acquire, by way of issue, the following under a rights issue:             <ul style="list-style-type: none"> <li>(i) a security covered by paragraph (a) or paragraph (b) above; or</li> <li>(ii) an interest or right covered by paragraph 764A(1)(b) or paragraph 764A(1)(ba) of the Corporations Act.</li> </ul> </li> </ul>
<b>Trading Day</b>	has the meaning given to that term in ASX Listing Rule 19.12.