

Gulf Manganese Corporation Limited, (The Company)

1 PURPOSE

The purpose of this Policy is to:

- assist those persons covered by the Policy to comply with their obligations under the insider trading provisions of the Corporations Act 2001 (Cth) (Corporations Act);
- aim to ensure that the reputation of the Company and its subsidiaries (Group) is not adversely impacted by perceptions of trading in the Company's securities at certain times, and to ensure a proper market for the Company's securities is maintained that supports shareholder and investor confidence;
- establish a procedure for trading in the Company's securities by persons covered by the Policy including setting out: the periods when trading is prohibited; the restrictions on trading; the exceptional circumstances when trading may be permitted during a prohibited period with prior written clearance; the procedure to obtain written clearance to trade during a prohibited period; and the trading that is excluded from the Policy; and
- comply with the ASX Listing Rules.

This Policy is for the protection of the Company and each of the persons covered by the Policy. If you do not understand any part of this Policy, or the summary of the law relating to insider trading, or how it applies to you, you should contact the Company Secretary before trading in any securities covered by this Policy. Ultimately it is **your** responsibility to make sure that none of your trading constitutes insider trading.

2 PERSONS COVERED BY THIS POLICY

This Policy applies to **Restricted Persons**. A Restricted Person is a person who is:

- a) A person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company (Key Management Personnel); and
- b) An employee of the Group (Employee); and
- c) A contractor who at the time is engaged by or providing services to the Group (Contractor); and
- d) A Connected Person of Key Management Personnel/Employees/Contractors

A **Connected Person** means a spouse or partner, child or step-child under 18 years, a parent, an unlisted body corporate which the Key Management Personnel, Employee or Contractor controls or is director of, a trust of which the Key Management Personnel, Employee or Contractor is a trustee and of which he or she or any of the persons referred to above is a beneficiary or any other person over whom the Key Management Personnel, Employee or Contractor has significant influence or control. Where this Policy requires a Restricted Person to do an act or thing, the relevant Restricted Person must do that act or thing in respect of the Connected Person.

3 SECURITIES COVERED BY THIS POLICY

This Policy applies to trading in all securities issued by the Company, and includes the following types of securities:

- a) shares, share acquisition rights and options;
- b) debentures (including bonds and notes); or
- c) derivatives of any of the above (including equity swaps, futures, hedges and exchange-traded or over-the-counter options) whether settles by cash or otherwise,

(Company Securities).

The insider trading provisions in the Corporations Act also apply to the securities of other companies and entities if you have inside information about that company or entity. These other companies and entities may include suppliers or customers of the Group; joint venture partners; or companies that the Company or another member of the Group has entered (or is planning to enter) into a transaction with, for example a takeover or asset sale.

To “trade” in securities means, whether as principal or agent, to apply for, acquire or dispose of securities; enter into an agreement to apply for, acquire or dispose of securities. To “trade” includes the exercise of an option or the conversion of a share acquisition right.

4 INSIDER TRADING PROHIBITION

4.1 What is Inside Information?

Inside Information is information that: (a) is not generally available; and (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if (and only if) the information would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of those securities. In other words, the information must be shown to be material to the investment decision of a reasonable hypothetical investor in the securities.

It does not matter how you come to know the Inside Information. For the purpose of the insider trading provisions of the Corporations Act, “information” is given a wide meaning and includes matters of supposition and other matters that are insufficiently definite to warrant being made known to the public and matters relating to the intentions, or the likely intentions of a person.

Examples of information which, if made available to the market, may depending on the circumstances be likely to have a material effect on the price of Company Securities are set out in the Appendix.

4.2 When is information generally available?

Information is generally available if:

- a) it consists of ‘readily observable matter’;
- b) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in securities of a kind whose price or value might be affected by the information and since it was made known, a reasonable period for it to be disseminated among such persons has elapsed; or

- c) it consists of deductions, conclusions or inferences made or drawn from information of the kind referred to in (a) or (b) above.

4.3 Prohibited conduct

In summary, the Corporations Act prohibits three types of conduct relating to Inside Information:

- the direct or indirect acquisition or disposal of securities using Inside Information;
- the procurement of another person to acquire or dispose of securities using Inside Information; and
- communication of Inside Information to another person for the purpose of the other person acquiring or disposing of securities.

You must not, whether in your own capacity or as an agent for another, apply for, acquire or dispose of, or enter into an agreement to apply for, acquire or dispose of, any securities, or procure another person to do so if you:

- a) possess Inside Information; and
- b) know or ought reasonably to know, that:
 - i) the information is not generally available; and
 - ii) if it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities.

Further, you must not either directly or indirectly pass on this kind of information to another person if they know, or ought reasonably to know, that this other person is likely to apply for, acquire or dispose of the securities or procure another person to do so.

4.4 Consequences of insider trading

Engaging in “insider trading” (as summarised in section 4.3), can subject you to criminal liability, including substantial monetary fines and/or imprisonment. You may also be subject to civil liability, which may include being sued by another party or the Company, for any loss suffered as a result of insider trading. **Insider trading is prohibited at all times.**

5 BLACKOUT PERIODS

In addition to the prohibitions on insider trading set out in the Corporations Act, Restricted Persons must not trade in Company Securities in the periods between:

- a) 5 business days immediately preceding the release of the Company's half-year financial accounts; and
- b) 5 business days immediately preceding the release of the Company's annual financial accounts; and
- c) 2 business days immediately preceding the release of the Company's quarterly financial reports for those financial quarters,

(Blackout Periods), unless the circumstances are exceptional and the procedure for prior written clearance described in section 7 has been met.

In addition to the prohibitions on insider trading set out in the Corporations Act, Restricted Persons must not trade in Company Securities within any period imposed by the Board from time to time, for example because the Company is considering matters that would require

disclosure to the market but for Listing Rule 3.1A (**Additional Period**), unless the circumstances are exceptional and the procedure for prior written clearance described in section 7 has been met. This prohibition is in addition to the Blackout Periods. The Blackout Periods and the Additional Period are together referred to as a **Prohibited Period** in this Policy. Restricted Persons must not disclose to anyone that an Additional Period is in effect.

6 EXCEPTIONAL CIRCUMSTANCES WHEN TRADING MAY BE PERMITTED SUBJECT TO PRIOR WRITTEN CLEARANCE

A Restricted Person, who is not in possession of Inside Information, may be given prior written clearance to trade in Company Securities during a Prohibited Period in accordance with the procedure described in section 7, in the following exceptional circumstances:

- a) where the person is in severe financial hardship; or
- b) where there are other circumstances deemed to be exceptional by the person granting the prior written clearance; or
- c) where trading is required for compliance with a court order or court enforceable undertakings or for some other legal or regulatory requirement.

The determination of whether a person is in severe financial hardship or whether there are other exceptional circumstances can only be made by the relevant Approving Officer in accordance with the procedure for obtaining clearance prior to trading set out in section 7. A person may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities. A tax liability would not normally constitute severe financial hardship unless the person has no other means of satisfying the liability. A circumstance may be considered exceptional if the person in question is required by a court order or a court enforceable undertaking to transfer or sell, or accept a transfer of, the Company Securities or there is some other overriding legal or regulatory requirement for him or her to do so.

7 PROCEDURE FOR OBTAINING WRITTEN CLEARANCE PRIOR TO TRADING

Restricted Persons must not trade in Company Securities at any time, including in the exceptional circumstances referred to in section 6, unless the Restricted Person first requests permission in writing to the Company Secretary (or in his/her absence the Managing Director), and written clearance to trade is obtained utilising the following authorisation levels:

- a) in the case of Employees and Contractors (excluding Key Management Personnel and Directors), the Managing Director;
- b) in the case of Key Management Personnel (excluding Directors), the Chairman;
- c) in the case of the Managing Director or other Directors, the Chairman or, in his absence, the Chair of the Audit Committee; and
- d) in the case of the Chairman, the Chair of the Audit Committee, (each, an "**Approving Officer**").

A request for prior written clearance under this Policy should be made in writing using the form attached to this Policy entitled 'Request for Prior Written Clearance to Trade in Company Securities' and given to the Company Secretary who will obtain the approval from the appropriate Approving Officer. The request form may be submitted in person, by mail, by email or by facsimile as detailed on the form.

Any written clearance granted under this Policy will be valid for the period of 5 business days from the time which it is given or such other period as may be determined by the Approving

Officer. The expiry time of the clearance will be stated in the clearance granted. Written clearance under this Policy may be given in person, by mail, by email or by facsimile.

Directors are also referred to the Director notification obligations set out in section 12 of this Policy.

8 TRADING WHICH IS NOT SUBJECT TO THIS POLICY

The following trading by Restricted Persons is excluded from the restrictions outlined in section 5, but is subject to the insider trading provisions of the Corporations Act summarised in section 4 of this Policy:

- a) transfers of Company Securities between a Restricted Person and their spouse, civil partner, child, step-child, family company, family trust or other close family member or of Company Securities already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- c) where a Restricted Person is a trustee, trading in the Company Securities by that trust provided that 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;
- d) undertakings to accept, or the acceptance of, a takeover offer;
- e) a disposal of Company Securities arising from a scheme of arrangement;
- f) 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 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;
- g) a disposal of Company Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement.
- h) the exercise (but not the sale of Company Securities following exercise) of an option or right by Key Management Personnel or an Employee (excludes Contractors) under an employee incentive scheme that is ASIC Class Order 03/184 compliant, or the conversion of a convertible security, where:
 - i) 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; and
 - ii) the Restricted Person obtains prior written clearance to exercise the option or right, or convert the security, in accordance with the procedure set out in section 7 of this Policy;
- i) 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: (a) the Restricted Person did not enter into the plan or amend the plan during a Prohibited

Period; and (b) the trading plan does not permit the Restricted Person to exercise any influence or discretion over how, when, or whether to trade;

- j) an acquisition of Company Securities under an employee incentive scheme; and
- k) the vesting (but not the sale of Company Securities following the vesting) of Company Securities as a result of meeting performance hurdles, or release of Company Securities from holding lock or holding term in respect of Company Securities received by Restricted Persons as part of performance-based remuneration.

9 HEDGING TRANSACTIONS

Restricted Personnel are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes.

Restricted Personnel must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first obtaining prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in section 7.

10 MARGIN LOANS AND OTHER SECURED LENDING

Restricted Personnel must not enter into margin loan agreements or other secured lending arrangements in relation to Company Securities without first obtaining prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in section 7.

11 NON-DISCRETIONARY TRADING PLANS

Restricted Persons must not put in place a non-discretionary trading plan in respect of Company Securities without first obtaining prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in section 7. Restricted Persons must not cancel any such trading plan during a Prohibited Period, unless the circumstances are exceptional and the procedure for prior written clearance set out in section 7 has been met.

12 DIRECTOR NOTIFICATION REQUIREMENTS

Directors have agreed with the Company to provide details of changes in Company Securities they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible to enable the Company to comply with its obligations under the ASX Listing Rules to report changes in a Director's holding within five business days of a change occurring.

Directors are referred to the Company's Director's Disclosure Obligations document and Director's Declaration of Interest Form. Directors are reminded that it is their obligation under section 205G of the Corporations Act to notify the market operator within 14 days after any change in a director's interest if the Company has failed to do so.

13 REGISTER OF NOTIFICATIONS AND CLEARANCES

The Company Secretary must maintain a register of notifications and clearances given in relation to trading in Company Securities.

The Company Secretary must report all notifications of trading in, and clearances given, in relation to trading in Company Securities to the next Board meeting of the Company.

14 BREACHES

Breach of the insider trading prohibition could expose you to criminal and civil liability. Breach of this Policy (irrespective of whether the insider trading prohibition or any other law is breached) will also be regarded by the Group as serious misconduct which may lead to disciplinary action and/or dismissal.

This Policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Restricted Persons who wish to obtain further advice in this matter are encouraged to contact the Company Secretary.

15 ASX LISTING RULE REQUIREMENTS

It is a requirement for admission to the official list of ASX, and an on-going requirement for listing, that the Company has a Securities Trading Policy.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to: the periods within which Restricted Persons are prohibited from trading in Company Securities; the trading that is excluded from the operation of the policy; or the exceptional circumstances in which Restricted Persons may be permitted to trade during a Prohibited Period, within five business days of the amendments taking effect. The Company will also give this policy to ASX immediately on request by ASX.

APPENDIX

Examples of information which, if made available to the market, may depending on the circumstances be likely to have a material impact on the price of Company Securities include, but are not limited to:

- a) a transaction that will lead to a significant change in the nature or scale of the Company's activities;
- b) a material acquisition or disposal;
- c) the granting or withdrawal of a material licence;
- d) the entry into, variation or termination of a material agreement;
- e) becoming a plaintiff or defendant in a material law suit;
- f) the fact that the Company's earnings will be materially different from market expectations;
- g) the appointment of a liquidator, administrator or receiver;
- h) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- i) under subscriptions or over subscriptions to an issue of securities;
- j) giving or receiving a notice of intention to make a takeover;
- k) any rating applied by a rating agency to an entity or its securities and any change to such a rating;
- l) production results;
- m) drilling results, and
- n) third party transactions such as significant changes on the Company's share register of which the Company or its Officers may have prior knowledge.

SECURITIES TRADING FORM



REQUEST FOR PRIOR WRITTEN CLEARANCE TO TRADE IN COMPANY SECURITIES		
Gulf Manganese Corporation Limited (GMC) (Company)		
I, _____, a director/an officer/an employee/a contractor (delete as appropriate) of the Company, request prior written clearance to trade in securities of the Company in accordance with the terms of the Company's <i>Securities Trading Policy</i> and provide the following information:		
Details of Securities		
Nature of Trade:	(insert here details of proposed trade)	
Number of securities	(Enter Maximum Numbers)	
Class of securities		
Name of Registered Holder		
Reason For Request		
Request to trade in normal circumstances <input type="checkbox"/>	Request to trade in exceptional circumstances <input type="checkbox"/>	
Please provide complete details of the circumstances which you wish to be considered exceptional		
I confirm that I have read and understood the Company's <i>Securities Trading Policy</i> and that the proposed trade does not breach that policy or any legal obligations referred to in it, and in particular, that I am not in possession of any inside Information in relation to the Company.		
I acknowledge the in accordance with the Company's <i>Securities Trading Policy</i> , I cannot trade in the Company's securities until clearance is given and I understand that any clearance given will be valid only for the period stated in the clearance.		
_____	_____	____/____/____
Name	Signature	Date

OFFICE USE ONLY – Clearance to be completed by Approving Officer		
_____	_____	____/____/____
Name of Approving Officer	Signature of Approving Officer	Date
Clearance Valid For:	<input type="checkbox"/> 5 business days from the date of clearance (default period) <input type="checkbox"/> ____ Business Days from the date of clearance	

APPROVALS				
Restricted Persons ➔	Employee or Contractor ↓	Key Management Personnel ↓	Managing Director and other Directors ↓	Chairman ↓
Approving Officer ➔	Managing Director	Chairman (in absence Chair of Audit Committee)	Chairman (in absence Chair of Audit Committee)	Chair of Audit Committee

Submit the form to the Company Secretary:

In Person or by Mail: T2/152 Great Eastern Highway, Ascot By Email: lmath@gulfmanganese.com