



## Code for Dealing in Securities

### 1. INTRODUCTION

This Code for Dealing in Securities ("**Code**") sets out the requirements for Directors, employees, consultants and contractors of Rubianna (collectively "**Rubianna Personnel**") dealing in Rubianna securities. In order to ensure that Rubianna Personnel do not inadvertently breach the insider trading provisions of the Corporations Act, Rubianna Personnel are only permitted to deal in Rubianna securities in limited circumstances determined by this Code. These limited circumstances are called "**trading windows**" and are determined by the provisions of this Code.

Even during trading windows, a securities dealing written request must be submitted to and approved by the Chair or his delegate prior to any dealing in Rubianna securities.

Subject to the overriding restriction that persons may not deal in any securities when they are in possession of inside information, Rubianna Personnel may not deal in Rubianna securities during certain periods as set out in this Code.

### 2. PROHIBITED CONDUCT UNDER INSIDER TRADING PROVISIONS

#### 2.1 The Company

- (a) As a matter of law, all Rubianna Personnel must not deal (meaning any change whatsoever including, but not limited to, any sale, purchase, exercise of options (even if due to expire), discharge of any right or obligation, or transfer) in Rubianna securities where:
- they possess information which is not generally available;
  - that information may have a material effect on the price or value of Rubianna securities; and
  - they know or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the price of Rubianna securities, as such information constitutes inside information.
- (b) Rubianna Personnel with inside information must comply with this policy in relation to insider trading which has been approved by the Board.

#### 2.2 Other Companies

The laws regarding insider trading extend to dealings in securities of any companies about which a person possesses material price sensitive information which is not generally available including for example, companies in a joint venture with Rubianna.

### 3. POLICY FOR DEALING IN SECURITIES

Subject to the restriction that no Rubianna Personnel must deal in any securities when they are in possession of inside information, the following restrictions also apply (**Closed Periods**):

- (a) Rubianna Personnel are not permitted to deal in Rubianna securities in the following periods:-
- one week before the release of Rubianna's quarterly reports;
  - one week before the release of Rubianna's annual results;
  - one week before the release of Rubianna's half yearly report;
  - prior to an announcement to the ASX.
- (b) Rubianna Personnel are not permitted to deal in Rubianna securities during a trading window when there exists any matter which constitutes inside information in relation to Rubianna securities (whether or not such person has knowledge of such matter) and the proposed dealing would (if permitted) take place before the time when it has become reasonably probable that an



announcement will be required in relation to that matter. This is a measure for the benefit and protection of Rubianna Personnel and Rubianna to ensure dealing in Rubianna securities by Rubianna Personnel is, at all times, transparent and free of any potential controversy.

Company options for ordinary shares may only be exercised in accordance with the terms and conditions of those options and in accordance with the requirements governing their issue, and, further, in accordance with this Code. In addition, any dealing of Rubianna securities acquired upon exercise of options must only occur in accordance with this Code.

Where options are held by any Rubianna Personnel and the expiry date of those options is imminent, special permission for exercise may need to be obtained from the relevant stock exchanges on which the Company is listed if the application of this Code would otherwise prevent exercise of those options.

#### **4. CLEARANCE REQUEST**

All Rubianna Personnel wishing to deal in Rubianna securities within a trading window must request for approval. The Chairman will determine such request.

#### **5. TRADING DURING A PROHIBITED PERIOD**

Rubianna Personnel are not permitted, as a general rule, from trading in the Company's securities during a prohibited period. A prohibited period is either a Closed Period, or other period when Rubianna 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 Listing Rule 3.1A.

In exceptional circumstance (as determined by the Company), Rubianna Personnel may be permitted to trade during a prohibited period.

All Rubianna Personnel wishing to deal in Rubianna securities within a prohibited period must request written approval. The Chairman will determine such request.

#### **6. EXCLUSIONS**

The following dealings are excluded from this Policy:

- (a) Dealings in the Company's securities which do not result in a change to the beneficial interest of the securities;
- (b) Acceptance of a takeover offer;
- (c) Trading under an offer made to all or most shareholders.

#### **7. GENERAL OBSERVATIONS**

If any Rubianna person possesses inside information that is not generally available, such person is prohibited from procuring any other person to deal in those securities and from directly or indirectly communicating the information to another person who the Rubianna person believes is likely to deal in, or procure another person to deal in, those securities.

It is important that any Rubianna person who possesses inside information that is not generally available does not recommend or otherwise suggest to any person or associates (including a spouse, relative, friend or any trustee of a trust or family company) to deal in Rubianna securities.

Accordingly, this Code applies equally to persons acting for Rubianna Personnel or with whom it may appear Rubianna Personnel may communicate the inside information – that is, the spouse, children, family trusts, family companies of Rubianna Personnel or other associates of Rubianna Personnel must not deal in Rubianna securities otherwise than in accordance with this Code.



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Rubianna Personnel should also ensure that before any external body of which they are a member, director, representative or trustee (for example, personal or family superannuation funds) undertakes any transaction regarding Rubianna securities, that any dealing in Rubianna securities complies with this Code.

This Code will be administered by the Company Secretary with input from the Chair. The Company Secretary will be available to answer any questions you may have in relation to it. However, neither Rubianna nor the Company Secretary is to be held responsible for any answers or any act or omission by you in reliance on those answers. It is your responsibility to comply with the law so if you are in any doubt you should obtain your own legal advice.

This Code is subject to regular review by the Board and will be amended as and when appropriate.