

Gleneagle Gold Limited

ABN 27 103 782 378

SECURITIES TRADING POLICY

1. SECURITIES TRADING POLICY

1.1 Introduction

This policy has been prepared in an effort to prevent the insider trading in the Company's securities by Insiders (as defined in this policy). It is the responsibility of each Insider to comply with the terms of this policy, the Company's Code of Conduct and any applicable laws regarding insider trading.

This policy sets out:

- (a) when trading in Company Securities (defined below) by Insiders is permitted;
- (b) when trading by Insiders is permitted in financial products issued or created over the Company Securities by third parties or products which operate to limit the economic risk of their security holdings in the Company; and
- (c) procedures to reduce the risk of insider trading.

1.2 Definitions

In this policy the following definitions apply unless the context otherwise requires:

"Company Securities" means any unlisted or listed Securities of the Company, including Securities of the Company that have been listed or admitted for trading on, or have their prices quoted on or under the rules of, any regulated market.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Inside Information" means:

- (a) a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the Company Securities (which includes any decision to implement such a change by the Board of Directors or by senior management who believe that confirmation of the decision by the Board of Directors is probable) which has not been generally disclosed;
- (b) a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the Company Securities which has not been generally disclosed;
- (c) any information which is not generally available to the public that a reasonable person would expect to have a material effect on the price or value of the Company Securities (i.e. information not generally available which would or would be likely to influence an investor's decision to buy, hold or sell Company Securities);
- (d) unpublished price sensitive information, which means information required to be disclosed to the ASX under Listing Rule 3.1 and is defined as any unpublished information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company Securities if it were made public.

Examples of information that may constitute Inside Information are set out in Schedule "A" attached hereto. It is the responsibility of any person contemplating a trade in Company Securities to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with an Insider Trading Policy Administrator. In addition, this policy requires that certain Insiders pre-clear trades in Company Securities.

“Insider” means:

- (a) all directors, Officers and employees of the Company or its subsidiaries;
- (b) any person that possesses or is deemed to possess Inside Information under the Corporations Act;
- (c) any other person retained by or engaged in professional activity on behalf of the Company or any of its subsidiaries (such as a consultant, independent contractor or adviser);
- (d) any family member, spouse or other person living in the household or a dependent child of any of the individuals referred to in (a), (b) or (c) above;
- (e) any **“Related Party”** or **“Associate”** as defined in the Corporations Act, which essentially covers parties who are associated with directors or senior employees, including spouses and de factos who are likely to be influenced by directors or senior employees in their investment decision-making; and
- (f) partnerships, trusts, corporations, registered retirement savings plans and similar entities over which any of the above-mentioned individuals exercise control or direction.

“Insider Trading Policy Administrator” means an individual designated by the Board of Directors from time to time to administer this policy and in the absence of a specific appointment shall be the Company Secretary.

“Key Management Personnel” or **“KMP”** has the same meaning as in the accounting standards (as defined in the Corporations Act) and broadly includes those persons 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.

“Officer” has the meaning given in section 9 of the Corporations Act.

“Securities” include equity shares, debentures, options, any other instrument issued or granted by a company (or a company controlled or managed company), any other “Division 3 financial product” (as that term is defined in the Corporations Act) and any derivatives or other financial products issued by third parties in relation to such securities.

“trade” shall be construed with reference to the definition of “trading” and “trading” includes:

- (a) the sale or purchase of, or application or agreement to sell or purchase, any Company Securities and the grant, acceptance, acquisition, disposal, exercise or discharge of any option (whether for the call, or put, or both) or other right or obligation, present or future, conditional or unconditional, to acquire or dispose of Company Securities, or any interests in Company Securities; and
- (b) any derivatives-based or other transaction or arrangement that would be required to be reported by Insiders in accordance with applicable laws or regulations relating to derivatives or equity monetisation transactions.

1.3 Trading in Company Securities

Insiders shall not trade in Company Securities nor place themselves under suspicion of trading in Company Securities while in possession of Inside Information until:

- (a) two days after the disclosure to the public of the Inside Information, whether by way of press release, disclosure to the ASX or a filing made with securities regulatory authorities; or
- (b) the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the Inside Information is abandoned, and either the Insider has been so advised by an Insider Trading Policy Administrator or such abandonment has been generally disclosed).

All Insiders should ensure that all transactions in Company Securities comply with:

- (a) the Corporations Act and its related regulations (particularly the insider trading provisions in section 1042A -1043O, detailed below); and
- (c) any similar legislation in other jurisdictions in which the Company offers Company Securities or conducts transactions.

1.4 Prohibited conduct

Insiders:

- (a) must not engage in short term trading of any Company Securities, which includes buying Company Securities with the intention of quickly reselling such Company Securities or selling Company Securities with the intent of quickly buying such Company Securities, each within a 3 month period, other than in connection with the acquisition and sales of Company Securities issued under any employee incentive scheme or any other Company benefit plan or arrangement;
- (b) must not trade in any Company Securities while in possession of Inside Information;
- (c) must not advise, procure or encourage another person to trade in any Company Securities while in possession of Inside Information; and
- (d) must not directly or indirectly communicate Inside Information or cause Inside Information to be communicated to another party where the Insider knows or ought reasonably know that the person would or would likely trade in the Company Securities while in possession of Inside Information.

1.5 Restrictions on trading by Key Management Personnel – Blackout Periods

When Insiders trade in Company Securities there is the potential for adverse financial consequences for the Company if the Company's financial position and operating results differ from the financial community's expectation or the reasons for trading are not adequately disclosed to the market.

Insiders who are Key Management Personnel are to be subject to the additional restrictions on trading in Company Securities during certain times of the year. This includes any employee who may be exposed to Inside Information in the course of its duties.

In addition to the overriding prohibition on trading in the Company Securities when a person is in possession of Inside Information, Key Management Personnel must not trade in the Company Securities during a "blackout period" unless the approval practices below are followed. A "blackout period" means:

- (a) the period between the end of a statutory reporting period and two days after the announcement of the Company's annual results, half yearly results and quarterly report respectively; and
- (b) any period when there is reason to believe that the proposed dealing is in breach of applicable law or Company policy and standards.

Blackout periods will be imposed by direction of the Managing Director or Chief Executive Officer (or equivalent) or the Chairman and notice of the commencement and closure of blackout periods will be provided to Key Management Personnel by the Company Secretary by email.

A blackout period may be extended or shortened or another blackout period introduced at any time by direction of the Managing Director or Chief Executive Officer (or equivalent) or the Chairman. Notice of such changes will be specified to Insiders by email. Changes to blackout periods are effective immediately.

If Key Management Personnel are unsure as to the precise start and finish dates of these periods, they should consult their supervisor or manager or the Company Secretary. For the avoidance of doubt, it is stressed that the existence of these blackout periods does not permit Key Management Personnel to deal whilst in the possession of Inside Information - this restriction applies at all times.

1.6 Exemptions to Restrictions on Trading in Blackout Period

Key Management Personnel may trade in Company Securities during a blackout period if prior written clearance is obtained. Prior written clearance to trade during a blackout period may be granted only in exceptional circumstances.

An exemption will not however be granted if it is established by the relevant person authorising the exemption that there is information that is not generally available.

The Board may, in exceptional circumstances only, approve any member of Key Management Personnel or his or her associated parties trading in Company Securities during a blackout period. For example, the Board may approve Key Management Personnel exercising options in employee share ownership plans, redemption of securities or certain other option exercises, or if the person is facing extreme financial hardship.

An exemption will not however be granted by the Board if it considers there is information that is not generally available, but if it were, would be likely to “materially affect” the price of Company Securities.

Any exemption granted in accordance with the procedure above will be valid for a period of one week from the date of the grant of the exemption.

The exemption by way of prior written clearance may be provided by way of electronic mail.

1.7 Associated Parties

Key Management Personnel have a personal responsibility to ensure that his or her “associated parties” (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to Key Management Personnel of the Company.

1.8 Notification

Notification of any trade by an Insider after it has occurred must include the following information:

- (a) the name of the Insider;
- (b) the name of any person who dealt on the behalf of the Insider;
- (c) details of the Insider’s interest in Company Securities the subject of the dealing;
- (d) the date of dealing;
- (e) the number of Company Securities subscribed for, brought or sold;
- (f) the amount paid or received for such Company Securities; and
- (g) the number of Company Securities held by the Insider (directly or indirectly) before and after the dealing.

The Company Secretary will maintain a written record of the receipt of any notice received from an Insider pursuant to this policy and of any clearance given.

1.9 Reporting Requirements

A director of the Company is required to provide details of all changes to his or her interests in:

- (a) Company Securities registered in the name of the director or held on behalf of the director, directly or indirectly;
- (b) Company Securities not registered in the director’s name in which the director has a relevant interest; and
- (c) contracts in which the director is a party or entitled to a benefit under and confer a right to call or deliver a share in, debentures of, or interests in a managed investment scheme made available by the Company or a related body corporate.

The details must be provided as soon as reasonably possible after the date of the change and in any event no later than three business days after the change or another time frame which allows for compliance with the ASX Listing Rules obligations.

It is the responsibility of each Insider (and not the Company) to comply with these reporting requirements, and Insiders are required to provide the Insider Trading Policy Administrators with a copy of any insider report completed by the Insider concurrent with or in advance of its filing. The Company will assist any Insider in the preparation and filing of insider reports upon request.

Some Officers of the Company or its subsidiaries may be eligible to be exempted by applicable securities law from the requirements to file insider reports.

A person that is uncertain as to whether he or she is an Insider or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Insiders who are exempted from these reporting requirements remain subject to all of the other provisions of applicable securities law and this policy.

1.10 Trading by Related Parties

An Insider must (so far as is consistent with his or her duties of confidentiality to the Company) seek to prohibit any trading in Company Securities by a related party at a time when the Insider is in possession of Inside Information.

For the purposes of this policy an Insider must advise all such related parties:

- (a) that he is an Insider of the Company;
- (b) of any periods when the Insider knows he or she is not free to trade in the Company Securities on his or her own behalf under the provisions of this policy unless his or her duty of confidentiality to the Company prohibits him from disclosing such periods; and
- (c) that they must advise the Insider immediately after they have traded in Company Securities.

1.11 Trading by brokers and funds

An Insider must (so far as is consistent with his or her duties of confidentiality to the Company) seek to prohibit any trading in Company Securities by his or her broker at a time when the Insider is in possession of Inside Information.

An Insider may enter into a personal superannuation or equity investment plan or deal in units of an equity unit trust without regard to the provisions of this policy. In the case of a personal superannuation or equity investment plan investing only in Company Securities the following applies:

- (a) the Insider does not enter into the plan or carry out the first purchase of Company Securities within the plan during a blackout period;
- (b) the Insider does not cancel or vary the terms of this participation, or carry out sales in Company Securities within the plan, during a blackout period; and
- (c) before entering into the plan or cancelling the plan or varying the terms of his or her participation or carrying out the sales of Company Securities within the plan, the Insider obtains the relevant clearance as set out in this policy.

1.12 Permitted Transactions

The grant of options by the Board under any employee incentive scheme established by the Company and the grant of Company Securities by the Board under any employee securities acquisition scheme may be permitted during a blackout period if such grant could not reasonably be made at another time, the grant of the options would not otherwise be prohibited under this policy and failure to make the grant would indicate that the Company was in a blackout period. Such issues will always be subject to ASX Listing Rules, section 708A of the Corporations Act and any other applicable securities laws and regulations.

Subject to such exercise or conversion not otherwise being prohibited under this policy or other applicable securities laws and regulations, the Chairman or other designated director

may at any time allow the exercise of an option or right under an option scheme or the conversion of a convertible security, to occur.

Any subsequent sale of such Company Securities will be subject to the terms of this policy and other applicable securities laws and regulations.

1.13 Guidance on other trading

For the purpose of Company policy and standards, the following transactions constitute trading and are consequently subject to the provisions of this policy:

- (a) trading between Insiders;
- (b) off-market trading; and
- (c) transfers for no consideration by an Insider, other than transfers where the Insider retains a beneficial interest under corporate law.

For the purposes of Company policy and standards, the following trading is not subject to the provisions of this policy:

- (a) undertakings or elections to take up entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- (b) the take up of entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- (c) allowing entitlements to lapse under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- (d) the sale of sufficient entitlements to allow take up of the balance of the entitlements under a rights issue; and
- (e) undertakings to accept, or the acceptance of, a takeover offer.

1.14 Guidance notes on other trading

While in general, Insiders are free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings not only in Company Securities but also in those of other listed companies with which the Company may be dealing (including the Company's customers, contractors or business partners) where an Insider possesses Inside Information in relation to that other company. If an Insider is aware of information that is not generally available but which, if it were generally available, a reasonable person would expect to have a material effect on the price or value of a security, the Insider should not deal in the securities of the companies that it affects.

1.15 Enforcement

All directors, Officers, employees and consultants of the Company and its subsidiaries will be provided with a copy of this policy, and acknowledgement of and compliance with the procedures and restrictions set forth in this policy is required of all Officers, employees and consultants of the Company. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this policy unless a written authorisation to proceed otherwise is received from an Insider Trading Policy Administrator. Any such person who violates this policy may face disciplinary action up to and including termination of his or her employment or appointment with or engagement by the Company without notice. The violation of this policy may also violate certain securities laws. If it appears that a director, Officer, employee or consultant may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

1.16 Review of Securities Trading Policy

The Board will, at least once in each financial year, review this Policy to determine its appropriateness to the needs of the Company and make any amendments it determines are necessary or desirable.