



**ASX Release**

29 December 2010

**SECURITY TRADING POLICY**

Atticus Resources Limited (ASX: ACZ) is pleased to provide a copy of its Security Trading Policy in accordance with Listing Rule 12.9 which comes into effect on 1 January 2011.

Yours sincerely

Peter Ironside  
**Company Secretary**

**ATTICUS RESOURCES LIMITED**  
ABN 34 124 782 038

**SECURITY TRADING POLICY**  
Approved 24 December 2010

## **1. Introduction and Policy Statement**

The ordinary shares of Atticus Resources Limited (“Atticus”) are listed on ASX. Atticus aims to achieve the highest possible standards of corporate conduct and governance.

The purpose of this security trading policy is to:

- ensure compliance with the ASX Listing Rules and the Corporations Law;
- to ensure that Atticus Personnel (defined in section 2) and their associates are aware of the legal restrictions in dealing in Atticus shares, options or other securities while such a person is in possession of unpublished price sensitive information concerning Atticus; and
- assist in maintaining market confidence in the integrity of dealings on Atticus securities.

Atticus Personnel and their associates must not trade in Atticus securities when in possession of inside information or give inside information to any other person who is likely to use it to trade in Atticus securities or pass the information onto others to trade in Atticus securities.

The policy recognises that it is illegal for a person to deal in Atticus securities when he or she is in possession of unpublished price sensitive information. This is regardless of whether the terms of this policy have been complied with.

Atticus Personnel must receive written approval prior to any dealing in Atticus securities.

This policy shall be distributed to all Atticus Personnel when commencing with Atticus, or whenever this policy is amended, and it is the responsibility of each person to comply with this policy. The policy is also available on the Atticus website. Any non-compliance with this policy will be considered as serious misconduct, including possible termination of employment.

The trading restrictions set out in this policy are additional to any provisions governing or restricting the trading of securities set out in any agreement between Atticus and Atticus Personnel. Where the provisions of an agreement between Atticus and Atticus Personnel conflict with the provisions of this policy, the most restrictive provisions will prevail.

Definitions to assist in the interpretation of this policy are set out in section 12.

**If you do not understand any part of this policy or how it applies to you, you must discuss the matter with the Company Secretary before dealing in any Atticus securities.**

## **2. Application**

This policy applies to all:

- (a) Executive, non-executive directors and Executive Management Team members (**'Key Management Personnel'**);
- (b) Full-time, part-time and casual employees; and
- (c) Contractors and consultants

of Atticus ('Atticus Personnel').

This policy extends to dealing in the securities of Atticus by any associate or related party of any Atticus Personnel and any company, trust or other entity in which any Atticus Personnel have a relevant interest. Accordingly, references to dealings in securities by an Atticus Personnel in this trading policy apply equally to dealings by any associate or related party of that Atticus Personnel and any company, trust or other entity in which any Atticus Personnel have a relevant interest.

## **3. Insider Trading**

A person engages in insider trading if that person deals in securities of a relevant entity while possessing information that:

- (a) is not *generally available*; and
- (b) if it were available, may have a material effect on the price or value of the relevant entity's securities, and
- (c) the person knows, 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 or value of the entity's securities.

Information is considered to have a *material effect* on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities. This type of information is commonly referred to as "price sensitive information".

The prohibition against insider trading applies to:

- (a) direct trading in Atticus securities;
- (b) procuring another person to trade in Atticus securities;
- (c) communicating price sensitive information to another person who is likely to trade in Atticus securities; or
- (d) securities of other entities that may be affected by inside information, such as suppliers.

Insider trading is a criminal offence, punishable by substantial fines and/or imprisonment. Atticus may in certain circumstances also be liable if an Atticus Personnel or their associates engages in insider trading. Insider trading may also attract civil liability, including liability to pay compensation to those who suffer loss or damage as a result of the insider trading.

Examples of inside information about Atticus could be:

- Information relating to drilling results or reserves;
- Change of directors or senior management;
- A possible acquisition or sale of tenements or other assets;
- Information on changes in production;
- A proposed takeover or merger;
- A significant incident, such as safety or environmental; or
- Financial results exceeding or falling short of market expectation.

#### **4. Exemptions from this policy**

This policy does not apply to the following trading:

- (a) transfers of securities of Atticus already held into a superannuation fund or other saving scheme in which the Atticus Personnel is a beneficiary;
- (b) where an Atticus Personnel is a trustee, trading in the securities of Atticus by that trust provided the Atticus Personnel 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 Atticus Personnel;
- (c) undertakings to accept, or the acceptance of, a takeover offer;
- (d) trading under an offer or invitation made to all or most of the Securityholders, 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;

- (e) exercising rights under an employee performance rights plan (but not the sale of securities following exercise); and
- (f) a disposal of securities of Atticus that is the result of a secured lender exercising their rights under a loan agreement.

## 5. Prohibited Periods

Unless otherwise approved by the Company Secretary in exceptional circumstances (for example, genuine and pressing need, see section 7), Atticus Personnel are not permitted to deal in Atticus securities during the following periods:

- (a) 2 weeks prior to release to the ASX and ending 48 hours after such release of:
  - Atticus quarterly reports;
  - Atticus half year results;
  - Atticus year end results; or
  - Atticus Annual General Meeting and ending 24 hours after the Annual General Meeting,  
(collectively the “**Closed Periods**”).
- (b) Any other blackout period that the Board declares from time to time when it is considering matters which are subject to the exceptions to the continuous disclosure requirements set out in Listing Rule 3.1A.

Notwithstanding the above, no dealing will be permitted at any time if that Atticus Personnel possesses (or is deemed to possess) any price sensitive information which is not generally available.

## 6. Pre-Dealing – permitted trading outside Prohibited Periods

For all periods during which dealing is permitted, Atticus Personnel may deal in Atticus Securities if:

- prior written consent from the Company Secretary has been obtained (refer to Schedule 1 – Form of Application to Trade During Permitted Periods);
- they do not have inside information;
- the dealing does not occur within a Prohibited Period (refer section 5);
- the dealing is not for short term or speculative dealing; and
- the dealing is not for the purpose of a transaction that has the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlements in Atticus securities.

The dealing must be completed within 14 days from the date of Atticus approval.

## **7. Dealing during Prohibited Periods in Exceptional Circumstances**

Atticus Personnel may in exceptional circumstances apply to the Company Secretary for approval to trade during a Prohibited Period, provided that the Applicant is not in possession of inside information. The application must be in the form set out in Schedule 2 and be submitted to the Company Secretary.

On receipt of the application, the Company Secretary shall consider the application. No dealing may be undertaken before the Applicant receives the written approval of the Company Secretary.

The Company Secretary may grant the Applicant written permission to deal in securities during the Prohibited Period if satisfied that the Applicant's circumstances amount to exceptional circumstances, when taking into account the following factors:

- (a) whether the Applicant is suffering severe financial hardship;
- (b) whether the Applicant is bound by a court order, enforceable undertaking or other legal or regulatory requirement to transfer or sell the securities of Atticus; and
- (c) whether the Applicant's circumstances are otherwise exceptional and the proposed dealing is the only reasonable or commercial course of action available.

If approval is granted by the Company Secretary the Applicant must complete the dealing within 14 days of receiving such written approval, or such earlier time as determined.

## **8. Margin Loans**

Key Management Personnel intending to enter into a margin loan or other financing arrangement ('margin loan') where there is a risk that Atticus securities may be traded pursuant to the terms of margin loan must obtain prior written approval from the Company Secretary. The Company Secretary must be informed of the following information of the margin loan:

- (a) number of Atticus securities involved;
- (b) key terms and trigger points;
- (c) the rights of the lender to sell securities; and
- (d) any other material information.

## **9. ASX Notification by Directors**

Under Section 3.19A.2 of the ASX Listing Rules, notification of any change in a Director's interest in securities must be given within 5 business days after the change has occurred.

Directors should notify the Company Secretary in writing who will lodge the necessary notification with the ASX. The Company Secretary must circulate any notification received to other Directors at the next Board meeting.

The ASX must also be notified of a substantial shareholding (more than 5%), or change in substantial shareholding of a Director.

## **10. Company Secretary unavailable**

When the Company Secretary is unavailable to approve a proposed dealing in securities for section 6, 7 or 8, or where the Company Secretary is proposing to deal in securities him/herself, written approvals shall be received from the Chairman.

## **11. Further assistance**

Any Atticus Personnel who is unsure of the nature of the information that they have in their possession and whether they may deal in Atticus securities should contact the Company Secretary.

## **12. Definitions**

**“Applicant”** means an Atticus Personnel applying to deal securities during a Prohibited Period in accordance with section 7.

**“Associate”** includes:

- (a) a related body corporate; and
- (b) a Director or Secretary of a related body corporate.

**“ASX”** means Australian Securities Exchange.

**“Board”** means the board of directors of Atticus Resources Limited.

**“Closed Period”** has the meaning given to that term in section 5.

**“Dealing”** includes:

- (a) any application for acquisition or disposal of any securities;
- (b) entering into an agreement to apply for, acquire or dispose of any securities; and
- (c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of securities.

**“Executive Management Team”** means any Atticus senior executive or general manager.

**“Generally available”**, in relation to information, means any such information which:

- (a) is readily observable;
- (b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

**“Key Management Personnel”** (singular use **“Key Management Person”**) has the meaning given to that term in the ASX Listing Rules, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director. For the avoidance of doubt, this includes management personnel reporting directly to the Managing Director, including the Executive Management Team.

**“Prohibited Period”** has the meaning given to that term in section 5.

**“Related party”** includes:

- (a) a spouse or de facto spouse of an Atticus Personnel;
- (b) a parent, son or daughter of an Atticus Personnel;
- (c) an entity over which a person referred to above has control; or
- (d) two or more persons referred to above together have control.

**“Securities”** includes:

- (a) ordinary shares;
- (b) other securities issued by Atticus such as options, performance rights and convertible notes;
- (c) preference shares;
- (d) hybrid securities;
- (e) debentures;
- (f) any derivatives (such as exchange-traded options and warrants) and other financial products issued by third parties in relation to Atticus shares and options; and
- (g) securities of other entities that may be affected by inside information (such as an Atticus contractor or partner or another party involved in a corporate transaction with Atticus).

**“Securityholder”** means a holder of securities in Atticus.

**SCHEDULE 1****FORM OF APPLICATION TO TRADE DURING PERMITTED PERIODS**

Name: \_\_\_\_\_

Residential Address: \_\_\_\_\_

Office or position in Atticus: \_\_\_\_\_

Type of transaction (circle): Sale/Purchase

Number of securities that are subject of the proposed transaction: \_\_\_\_\_

Class of securities that are the subject of the proposed transaction: \_\_\_\_\_

Will the transaction take place on the ASX (circle): YES/NO

If the transaction is not to take place on the ASX, advise details of the transaction:

\_\_\_\_\_  
\_\_\_\_\_

Likely date of the transaction: \_\_\_\_\_

I HEREBY ACKNOWLEDGE that:

I have read the Atticus Security Trading Policy and my decision to deal in securities of Atticus has not been made on the basis of information that:

- a. is not generally available, and
- b. would be expected by a reasonable person to have a material effect on the price or value of securities of Atticus, if it was generally available.

I request approval for the proposed purchase/sale of the above securities.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

***Atticus Approval (signed by the Company Secretary):***

I have reviewed the contents of the attached Application and now give my consent to the proposed transaction described in the Application.

Signed by the Company Secretary: \_\_\_\_\_ Date: \_\_\_\_\_

**SCHEDULE 2**  
**FORM OF APPLICATION TO TRADE DURING PROHIBITED PERIODS**

Name: \_\_\_\_\_

Residential Address: \_\_\_\_\_

Office or position in Atticus: \_\_\_\_\_

Type of transaction (circle): Sale/Purchase

Number of securities that are subject of the proposed transaction: \_\_\_\_\_

Class of securities that are the subject of the proposed transaction: \_\_\_\_\_

Will the transaction take place on the ASX (circle): YES/NO

If the transaction is not to take place on the ASX, advise details of the transaction:

\_\_\_\_\_  
\_\_\_\_\_

Likely date of the transaction: \_\_\_\_\_

Details of exceptional circumstances pursuant to which I make this application:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I HEREBY ACKNOWLEDGE that:

I have read the Atticus Security Trading Policy and my decision to deal in securities of Atticus has not been made on the basis of information that:

- a. is not generally available, and
- b. would be expected by a reasonable person to have a material effect on the price or value of securities of Atticus, if it was generally available.

I request approval for the proposed purchase/sale of the above securities.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

***Atticus Approval (signed by the Company Secretary):***

I have reviewed the contents of the attached Application and now give my consent to the proposed transaction described in the Application.

Signed by the Company Secretary: \_\_\_\_\_ Date: \_\_\_\_\_