



GOLDFIELDS MONEY LIMITED
ACN 087 651 849

SECURITIES TRADING POLICY

as adopted by the Board of Directors on 13 February 2012

Introduction

1. The purpose of this Policy is to:
 - (a) explain the types of conduct in dealing in securities that are prohibited under the Corporations Act 2001 (Cth) (**Corporations Act**). Such prohibitions apply to all directors and key management personnel of Goldfields Money Limited (the **Company**) and its related bodies corporate as defined in the Corporations Act (collectively the **Group**); and
 - (b) establish a best practice procedure for buying and selling securities that protects the Company and its directors and employees against the misuse of unpublished information which could materially affect the value of securities.
2. The Company aims to achieve the highest possible standards of corporate conduct and governance. The board of directors of the Company (the **Board**) considers that compliance with this Policy is essential to ensure that the highest standards of conduct are being met by all directors and employees.
3. Any non compliance with this Policy will be regarded as serious misconduct which may entitle the Company to take corrective disciplinary action.
4. For the purposes of this Policy, **Listing Rules** means the Listing Rules of ASX Limited.

Attachment 1 describes how the insider trading rules apply and contains definitions of the key terms used in this Policy.

Persons to whom this Policy applies

5. This Policy applies to:
 - (a) all directors and officers of the Group (including the Managing Director);
 - (b) all key management personnel (as such term is defined in Accounting Standard AASB 124 Related Party Disclosure*) (**Key Management Personnel**); and
 - (c) their associates (as defined in the Corporations Act).

In this Policy, the persons listed above will be collectively referred to as **Relevant Persons**.

* AASB 124 currently defines "key management personnel" as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly.

Restrictions on dealing in securities

6. No trading where in possession of inside information

A Relevant Person must not deal in the Group's securities where:

- (a) they are in possession of price sensitive or 'inside' information; or
- (b) the Company is in possession of price sensitive or 'inside' information and has notified Relevant Persons that they must not deal in securities (either for a specified period, or until the Company gives further notice).

Attachment 1 sets out further guidance as to what constitutes 'inside' or price sensitive information.

7. Other prohibited dealings

7.1 No short term dealing – buying and selling within 3 month period

Relevant Persons must not deal in the Company's securities on a short term trading basis. Short term trading includes buying and selling securities within a 3 month period, and entering into other short term dealings (for example, forward contracts).

7.2 Closed periods

Relevant Persons must not deal in the Company's securities during the following periods:

- (a) the period from the close of trading on 30 June each year until 10:00am on the next trading day after the announcement to ASX of the earlier of the preliminary final statement, the full year results or the annual report;
- (b) the period from the close of trading on 31 December each year until 10:00am on the next trading day after the announcement to ASX of half-yearly results; and
- (c) any other period that the Board may impose.

7.3 Exceptional circumstances

In exceptional circumstances, the Board (in the case of directors and Key Management Personnel) or Managing Director (in the case of other Relevant Persons) may waive compliance with the provisions of paragraph 7.1 or 7.2, by giving notice in writing to affected Relevant Persons.

Relevant Persons seeking a waiver under this clause must apply in writing to the Board or Managing Director (as relevant) setting out the circumstances of the proposed dealing and the reason the waiver is requested.

Exceptional circumstances for these purposes include severe financial hardship or compulsion by court order.

Unless otherwise specified in the notice, any dealing permitted under this paragraph 7.3 must comply with the other sections of this Policy (to the extent applicable).

8. Permitted dealings

Where paragraph 6 and 7 do not apply, Relevant Persons may deal in the Company's securities subject to the notification and approval requirements set out below.

8.1 Directors

- (a) ***Advance notification required:*** during any of the following 4 periods:
- (i) the 2 week period commencing at 10.00am on the next trading day after the announcement to ASX of half yearly results;
 - (ii) the 2 week period commencing at 10.00am on the next trading day after the announcement to ASX of the preliminary final statement or full year results;
 - (iii) the 2 week period commencing at 10.00am on the next trading day after the holding of the Annual General Meeting; or
 - (iv) the period that the Company has a current prospectus or other form of disclosure document on issue under which persons may subscribe for securities, in which case directors must notify of any dealing in the Company's securities as follows:
 - A. the chairperson of the Board (**Chairperson**) must notify the Board or most senior director in advance of any proposed dealing; and
 - B. any other director of the Company (including the Managing Director) must notify the Chairperson in advance of any proposed dealing.
- (b) ***Approval required:*** during any other period, directors must receive approval for any proposed dealing in the Company's securities as follows:
- (i) the Chairperson must inform and obtain approval from the Board or the most senior director before undertaking a transaction; and
 - (ii) any other director of the Company (including the Managing Director) must inform and receive approval from the Chairperson before undertaking a transaction.

No approval is required in connection with participation in any dividend reinvestment plan operated by the Company and other corporate actions open to all shareholders in the relevant class, although the insider trading prohibition under paragraph 6 will still apply (see also Attachment 1).

8.2 Key Management Personnel

- (a) During any of the following periods:
- (i) the 2 week period commencing at 10.00am on the next trading day after the announcement to ASX of half yearly results;
 - (ii) the 2 week period commencing at 10.00am on the next trading day after the announcement to ASX of the preliminary final statement or full year results;
 - (iii) the 2 week period commencing at 10.00am on the next trading day after the holding of the Annual General Meeting; or

- (iv) the period that the Company has a current prospectus or other form of disclosure document on issue under which persons may subscribe for securities,

Key Management Personnel must notify the Managing Director or Company Secretary, in advance, of any dealing in the Company's securities.

- (b) During any other period, Key Management Personnel must inform and receive approval from the Managing Director before undertaking any proposed dealing in the Company's securities.
- (c) It is intended that a request for approval to trade will be answered within 2 business days.
- (d) No approval is required in connection with participation in any dividend reinvestment plan operated by the Company and other corporate actions open to all shareholders in the relevant class, although the insider trading prohibition under paragraph 6 will still apply (see also Attachment 1).
- (e) On provision of notification or receipt of approval, Key Management Personnel may undertake the proposed dealing. Key Management Personnel must confirm any such dealings with the appropriate person (as listed above) within 2 business days of the dealing.

8.3 Relevant Persons (other than directors and Key Management Personnel)

Relevant Persons other than directors and Key Management Personnel must notify the Company Secretary of any dealing within 2 business days of the relevant dealing occurring.

9. Margin lending arrangements

Directors, Key Management Personnel and certain other employees who are deemed by the Board to hold a significant number of securities must obtain clearance for any proposed dealing in the Company's securities in connection with a margin lending arrangement by completing the Margin Loan Form in Attachment 2 and returning it to the Company Secretary. This requirement applies notwithstanding anything in paragraphs 8.1 and 8.2. The Company may, at its discretion, make any clearance granted conditional upon such terms and conditions as the Company sees fit (for example, in regards to the circumstances in which the Company's securities may be sold to satisfy a margin call).

10. Employee, executive and director share plans

Relevant Persons are not required to seek consent or provide notification in connection with participating in an employee share plan operated by the Company (e.g. applying for an allocation of securities under an employee share offer or exercising vested rights or options under an employee share plan). However, such dealings are still subject to paragraph 6 of this Policy where applicable. Where securities in the Company granted under an employee share plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy (including paragraph 8).

11. Hedging of company securities

Hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding Company securities.

Hedging of Company securities by a Relevant Person is subject to the following overriding prohibitions:

- (a) the hedge transaction must not be entered into, renewed, altered or closed out when the Relevant Person is in possession of inside information;
- (b) Company securities must never be hedged prior to the vesting of those Company securities; and
- (c) Company securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee share plan operated by the Company.

Relevant Persons are permitted to hedge their Company securities on the following conditions:

- (d) the hedge transaction is treated as a dealing in Company securities for the purposes of this policy, and the relevant approvals and notifications are made on this basis; and
- (e) the relevant requirements under paragraph 8 of this Policy have been satisfied.

Where a Relevant Person enters into a hedging arrangement in respect of Company securities, the Company may, where appropriate, disclose the fact and nature of the hedge (e.g. in the annual report or to ASX).

12. **Compliance with Financial Sector (Shareholdings) Act 1998 (FSSA)**

Relevant Persons must ensure that in complying with this policy, at all times they must comply with the provisions of the FSSA, and must inform the Chairman immediately if any breach has occurred.

13. **Exclusions**

Paragraphs 7 and 8 of this policy do not apply to certain passive trades, including:

- (a) transfers of securities already held into a superannuation fund or other saving scheme which the Relevant Person is a beneficiary;
- (b) trading under an offer or invitation made to all or most security holders, such as a rights issue, share purchase plan or dividend reinvestment plan;
- (c) undertakings to accept, or the acceptance of, takeover offers;
- (d) trading under a pre-approved non-discretionary trading plan; and
- (e) margin calls.

Securities in other companies

- 14. While in general employees are free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings not only in the Company's securities but also in those of other listed companies with which the Company may be dealing (including the Group's customers, contractors or business partners) where an employee possesses 'inside information' in relation to that other company.
- 15. If a Relevant Person 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 Relevant Person should not deal in the securities of the companies that it affects.

16. Relevant Persons may come into possession of ‘inside information’ where they are directly involved in client relationship management or negotiating contracts. For example, where the Relevant Person is aware that the Group is about to sign a major agreement with another company, the Relevant Person should not buy securities in either the Company or the other company.

Who to contact

17. Any employee who has queries about this Policy should contact the Company Secretary.

Attachment 1 - How the insider trading rules apply

1. Summary of prohibited conduct

The Corporations Act prohibits ‘insider trading’. Under the Corporations Act, a person is prohibited from dealing in securities where:

- (a) the person possesses information which is not generally available to the public;
- (b) that information may have a material effect on the price of securities of the relevant entity; 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 of securities.

In addition, a person with inside information must not procure another person to deal in the Company’s securities or communicate the information (directly or indirectly) to another person whom the person believes may deal (or procure someone else to deal) in the Company’s securities.

The key concepts are discussed in more detail in paragraph 2 of this Attachment 1.

2. Relevant terms

2.1 Securities

The definition of securities in the Corporations Act is very broad. Securities include:

- (a) ordinary shares;
- (b) preference shares;
- (c) options;
- (d) debentures; and
- (e) convertible notes.

It also extends to financial products relating to securities issued by the Company (for example, warrants and other derivative products), whether or not the financial products are created by the Company or by third parties.

2.2 Dealing in securities

Dealing in securities is a broad concept and covers more than simply buying or selling securities. It extends to exercising options over securities and entering agreements to buy or sell securities.

Under this Policy and the law, the prohibition on dealing means that Relevant Persons are not permitted to:

- (a) buy or sell; or
- (b) enter into an agreement to subscribe for, buy or sell securities,

where they possess information that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those securities.

If a Relevant Person possesses price sensitive information that is not generally available, the Relevant Person is also prohibited from:

- (c) procuring any other person to deal in those securities; or
- (d) directly or indirectly communicating the information to another person whom the Relevant Person believes is likely to deal in, or procure another person to deal in, those securities.

Procuring means enticing, encouraging, persuading, causing or securing another person to do or not to do something. Procuring also includes inciting, inducing or encouraging an act or omission. For example, a Relevant Person cannot ask or encourage anyone, including family members, friends, associates or others, to deal in securities when the Relevant Person possesses price sensitive information, and Relevant Persons should not communicate price sensitive information.

If a Relevant Person accidentally gives somebody ‘inside information’ when he or she should not have, the Relevant Person must immediately tell that person that it is ‘inside information’ and warn them against trading in the Company’s securities, getting others to trade in the Company’s securities, or communicating the information to others.

2.3 Price sensitive or ‘Inside’ Information

Information is ‘inside’ or ‘price sensitive’ if it is not generally available, but which, if it were generally available, a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of a security. For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

2.4 Information that is generally available

Information is ‘generally available’ if it:

- (a) consists of readily observable matter;
- (b) 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 any of the classes of securities issued by the Company and since it was made known, a reasonable period for it to be disseminated among those persons has elapsed. That is, information will be ‘generally available’ if it has been released to ASX or published in an annual report or prospectus or similar document and a reasonable period of time has elapsed after the information has been disseminated in one of these ways; or
- (c) consists of deductions, conclusions or inferences made or drawn from information referred to in paragraph 2.4(a) of this Attachment 1 or information made known as mentioned in paragraph 2.4(b) of this Attachment 1, or both.

2.5 Material effect on the price of securities

Under the Corporations Act, information is likely 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.

It is not possible to list all information that may be material. However, the following types of information would be likely to be considered to have a material effect on the price of the Company's securities:

- sales figures;
- profit forecasts;
- unpublished announcements or knowledge of possible regulatory investigation;
- liquidity and cashflow;
- proposed changes in the Company's capital structure, including issues of securities, rights issues and buy backs;
- borrowings;
- major asset purchases and sales;
- impending mergers, acquisitions, reconstructions, takeovers, etc;
- significant litigation;
- significant changes in operations;
- significant changes in industry;
- new products/services and technology;
- proposed dividends;
- management restructuring or Board changes; and
- new contracts or customers.

3. **Consequences of breach**

Breaches of the insider trading laws have serious consequences for both the Relevant Person concerned and the Company. A person who commits a breach of the insider trading provisions could be subject to criminal liability (substantial fines or imprisonment or both may be imposed) or civil liability (substantial fines may be imposed) under Australian law. A person who contravenes or is involved in a contravention of these provisions may also be liable to compensate any person who suffers loss or damage resulting from the conduct. In addition, an actual or suspected breach of the insider trading laws may also give rise to adverse public scrutiny and media comment.

It is therefore important that Relevant Persons adhere to this Policy at all times.

Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach.

Any person who is proven to have breached this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

Attachment 2

Goldfields Money Limited

Margin Loan Form

I *[insert name and position]*

hold*[insert number]* shares in the Company subject to a margin loan.

The margin loan relates to (please tick):

- ☐ the Company shares only.
- ☐ the Company shares and my shareholdings in one or more other companies.

I acknowledge the terms of the Company's Policy for dealing in securities, including the need to obtain prior approval for any trading of the Company shares subject to the margin loan.

I acknowledge that the information provided in this form may be disclosed to ASX.

Signature:

Name:

Position:

Date:

Please submit to the Company Secretary.