

Securities Trading Policy

Woomera Mining Limited (ACN 073 155 781) (**Company**)

Securities Trading Policy

1. Introduction

- 1.1 The ordinary shares of Woomera Mining Limited (**WML** or the **Company**) are listed on the Australian Securities Exchange (**ASX**). The purpose of this policy (**Policy**) is to ensure that all officers, employees and contractors of WML and its subsidiaries (**WML Personnel**) have a clear understanding of insider trading laws and the rules for all WML Personnel and their associates in relation to dealing in WML Securities.
- 1.2 This Policy also imposes additional trading restrictions on certain WML Personnel who, from time to time, are likely to be in possession of inside information relating to WML. This policy applies to all WML Personnel, and it is the responsibility of each person to ensure they comply with this Policy.
- 1.3 Definitions of capitalised terms are set out in Section 10 of this Policy.

2. Prohibition Against Insider Trading

2.1 The insider trading prohibitions in the Corporations Act

- (a) The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits ‘insider trading’. Under this prohibition, if WML Personnel have ‘inside information’ relating to WML, and they know, or ought to know, that the information is ‘inside information’, then that person is prohibited from:
 - (i) (dealing in WML Securities) dealing in (that is, applying for, acquiring or disposing of) WML Securities or entering into an agreement to do so;
 - (ii) (procuring others to deal in WML Securities) procuring another person to deal in WML Securities, or entering into an agreement to do so; or
 - (iii) (tipping) directly or indirectly communicating, or causing to be communicated, that information to any other person, if the WML Personnel knows, or ought reasonably to know, that the recipient of that information would, or would be likely to, use the information to engage in activities described in paragraphs (i) or (ii) above.

Inside Information is information about WML that is not Generally Available and, if it were, a reasonable person would expect that information to have a material effect on the price or value of WML Securities.

Information is considered to be likely to have a material effect on the price or value of WML Securities 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 WML Securities (**Price Sensitive Information**). The following are examples of matters that may constitute Price Sensitive Information, although the list is not exhaustive and each matter should be considered on a case by case basis.

- financial results and financial reports;
- profit forecasts;
- earnings or guidance updates;
- proposed issues of securities;

- borrowings;
- impending mergers, acquisitions, reconstructions and takeovers;
- significant litigation;
- significant changes in operations;
- dividend policy or declarations; and
- information relating to joint venture partners, subsidiaries or associates which is material for WML.

2.2 No Insider Trading by WML Personnel

- (a) Notwithstanding any other provision in this Policy, WML Personnel in possession of Inside Information must not:
- (i) directly deal in WML Securities;
 - (ii) procure that another person deals in WML Securities; or
 - (iii) communicate Inside Information to another person if the WML Personnel knows, or ought reasonably to know, that the other person would, or would be likely to, deal in, or procure another person to deal in, WML Securities.
- (b) WML Personnel should be aware that the prohibition against insider trading in the Corporations Act also applies to dealing in securities of another entity, where a member of WML Personnel has ‘inside information’ (that is, price sensitive information that is not Generally Available) regarding that other entity. As such, if WML Personnel have ‘inside information’ in relation to another entity, they must not deal in, or procure that another person deals in, the securities of that entity, or communicate that ‘inside information’ to another person if it is likely that the recipient of that information will deal in, or procure another person to deal in, the securities of the relevant entity.

3. Dealing by Designated Persons

3.1 No dealing during Blackout Periods

- (a) In addition to the Insider Trading prohibitions set out in this Policy which apply to all WML Personnel, additional restrictions on dealing in WML Securities apply to Designated Persons who are specified in the Annexure to this Policy (and their Associates).
- (b) Designated Persons (and their Associates) are not permitted to deal in WML Securities:
- (i) during the following periods:
 - (A) between 1 January and one Trading Day following the announcement of the half year results;
 - (B) between 1 July and one Trading Day following the announcement of the full year results; and
 - (ii) if notified that they are Designated Persons for the purposes of any extended or additional period as specified by the Company Secretary, then during that extended or additional period,

(together, the **Blackout Periods**).

- (c) Dealing in WML Securities by Designated Persons during the Blackout Periods may only be permitted with prior written clearance from the Chairman of the WML Board (**Chairman**), or in the case of the Chairman, with clearance from the Chairman of the Audit and Risk Management Committee (**ARMC Chairman**), where:

- (i) there are exceptional circumstances (such as severe financial hardship, requirements under a court order or other legal or regulatory requirements); and
- (ii) the Designated Person does not possess Inside Information.

If clearance to trade during a Blackout Period is granted, the Designated Person must deal in the relevant WML Securities within 10 Trading Days of the receipt of the clearance.

3.2 Permitted dealing outside the Blackout Periods

- (a) Dealing in WML Securities by Designated Persons outside the Blackout Periods set out in section 3.1 above, is only permitted:
 - (i) if the Designated Person is not, at the time of the proposed dealing, in possession of any Inside Information; and
 - (ii) where the Designated Person is a Director of WML, if the Director has obtained prior written clearance from the Chairman, or in the case of the Chairman, clearance from the ARMC Chairman; or
 - (iii) where the Designated Person is not a Director, where the Designated Person has obtained prior written clearance from the Company Secretary, Chief Financial Officer (**CFO**) or WML's Managing Director (**WML MD**).
- (b) Any Dealing in WML Securities by a Designated Person in respect of which clearance is given under this Section 3 must occur within 10 Trading Days of receipt of the clearance.

3.3 Clearance to trade

- (a) In each case where a Designated Person is required under this Policy to seek prior written clearance to trade, WML may grant or refuse clearance to trade in its absolute discretion. A clearance to trade can also be withdrawn by WML if new information comes to light or there is a change in circumstances.
- (b) If clearance to trade is refused:
 - (i) that decision is final and binding on the Designated Person seeking the clearance; and
 - (ii) the Designated Person must keep that information confidential and not disclose it to anyone.

4. Other Permitted Dealings by Designated Persons

4.1 The following types of dealings are excluded from the operation of section 3 of this Policy and may be undertaken by Designated Persons at any time without prior notification or approval, subject to the Insider Trading prohibitions:

- (a) (beneficial holdings) dealings that do not result in a change in beneficial control of WML Securities (for example, transferring a personal holding of WML Securities to a personal superannuation fund);
- (b) (third parties) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in WML Securities) where the assets of the fund or scheme are invested at the discretion of a third party;

- (c) (takeover) a disposal of WML Securities arising from a scheme of arrangement or acceptance of a takeover offer;
- (d) (rights issues and equal access buy-backs) trading under an offer or invitation made to all or most of WML's Securityholders, such as a rights issue or equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the WML Board of Directors;
- (e) (share purchase plans and dividend reinvestment plans) acquisition of WML Securities under a share purchase plan or dividend reinvestment plan, provided that Designated Persons do not commence or amend their participation in the relevant plan during a Blackout Period (other than in exceptional circumstances and with the relevant prior written clearance);
- (f) (lender disposal) a disposal of WML Securities that is the result of a secured lender exercising their rights;
- (g) (incentive scheme) the exercise (but not the sale of WML Securities following exercise) of an option, right or other Security under a WML employee incentive scheme; and
- (h) (employee share plan) an election to participate in, and the acquisition of WML Securities under, an employee share plan approved by the WML Board where such Securities are purchased by the trustee of a WML employee share trust.

5. Further Restrictions

5.1 No margin loans or security arrangements

- (a) Directors and the WML MD (**WML Senior Personnel**) must not enter into a margin loan or other security arrangement in respect of WML Securities except with prior written clearance from the Chairman, or in the case of an arrangement proposed to be entered into by the Chairman, the ARMC Chairman.
- (b) If clearance is given:
 - (i) in respect of a member of WML Senior Personnel other than the WML MD, then the Market Disclosure Committee (comprising the Chairman, WML MD, CFO and Company Secretary); or
 - (ii) in respect of the WML MD, the Continuous Disclosure Committee (comprising the Chairman, CFO and Company Secretary),

will review the terms of the margin loan or other security arrangement to determine whether it considers the margin loan to be "material" for the purposes of WML's continuous disclosure obligations. Where the Market Disclosure Committee determines that the relevant margin loan or other security arrangement is material, WML will make a disclosure to the market in accordance with WML's Market Disclosure Protocol. Such disclosure will address the existence of the margin loan, and set out relevant terms such as the trigger points or right of the financier to sell unilaterally.

5.2 No hedging

WML prohibits Designated Persons from entering into arrangements which have the effect of limiting the economic risk related to an unvested share, option or other Security granted or awarded under a WML employee incentive scheme (or a vested share, option or other Security granted, awarded or acquired under a WML employee incentive scheme that is still subject to disposal restrictions).

5.3 No short-term or speculative selling

WML encourages WML Personnel to be long term investors in WML. A Designated Person must not:

- (a) buy and sell WML Securities on a short term basis (that is, within a three month period) except with prior written clearance obtained in accordance with this Policy; or
- (b) engage in short selling WML Securities at any time.

6. Dealing by Associates

If a Designated Person is prohibited from dealing in WML Securities during a relevant period, that Designated Person must (so far as is consistent with his or her duties of confidentiality to WML) procure that any Associate of that Designated Person does not deal in WML Securities.

7. Further assistance

WML Personnel who are unsure of the nature of the information that they have in their possession and whether they may deal in WML Securities should contact the Company Secretary, CFO, WML MD or Chairman, as appropriate.

8. Contravention of Insider Trading Laws and this Policy

- 8.1 A person who breaches the Insider Trading prohibitions in the Corporations Act may be subject to significant criminal penalties (including imprisonment) and/or civil penalties. Substantial monetary penalties also apply to body corporates who breach those provisions. In addition, a person who contravenes, or is involved in a contravention of, the Insider Trading prohibitions may be liable to compensate any person who suffers loss or damage as a result of the conduct.
- 8.2 WML is committed to high standards of corporate governance. Accordingly, breaches of this Policy by WML Personnel (including obligations of confidentiality in relation to Inside Information relating to WML and its subsidiaries) may lead to disciplinary action being taken against that person, including dismissal in serious cases.

9. Other Relevant Policies

- Market Disclosure Protocol
- Code of Conduct

10. Definitions

In this policy:

ARMC Chairman has the meaning given in section 3(c).

Associate includes:

- (a) a spouse or partner of the Designated Person;
- (b) a child or step-child of the Designated Person;
- (c) a relative who has shared the same household as the Designated Person for at least 12 months on the date of the transaction in question;

- (d) any other entity in respect of which the Designated Person is a director, secretary or executive officer, unless appropriate arrangements are in place within that entity to ensure that the Designated Person:
 - (i) takes no part in the decision by that other entity to purchase or sell WML Securities; and
 - (ii) has not induced or encouraged that other entity to purchase or sell WML Securities;
- (e) companies with which the Designated Person is connected by directly or indirectly holding at least 20 per cent of the share capital or controlling the exercise of at least 20 per cent of the voting power at any general meeting;
- (f) a trustee where the beneficiaries of the relevant trust include the Designated Person or his or her spouse, partner, child or step-child; and
- (g) any other persons over whom a Designated Person has, or may be expected to have, investment control or influence.

ASX has the meaning given in section 1.

Blackout Periods has the meaning given in section 3.1(b)(ii).

Chairman has the meaning given in section 3.1(c).

Corporations Act has the meaning given in section 2(a).

CFO has the meaning given in section 3.2(iii).

Designated Person means a person specified in the Annexure to this Policy who is subject to restrictions relating to dealing in WML Securities, as specified in section 3 of this Policy.

Generally Available in relation to information, means any information which:

- (a) consists of readily observable matter;
- (b) has been made known in a manner which would, or would be likely to, bring it to the attention of persons who commonly invest in Securities and 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.

Inside Information has the meaning given in section 2.1.

Insider Trading means any of the activities prohibited in section 2.2 (a)

Policy has the meaning given in section 1.

Price Sensitive Information has the meaning given in section 2(a).

Securities includes, without limitation:

- (a) shares (including ordinary shares, preference shares and partly paid shares);
- (b) units (including ordinary units, preference units and partly paid units);
- (c) hybrid securities;
- (d) debentures;
- (e) legal or equitable rights or interests in (a) to (d) above; and

- (f) any derivatives including but not limited to options in respect of any of (a) to (d) above, and Securityholder means a holder of such securities.

Trading Day means a day determined by ASX to be a trading day and notified to market participants, being:

- (a) a day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day which ASX declares and publishes is not a trading day; and
- (b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.

WML has the meaning given in section 1.

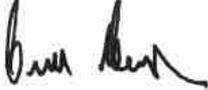
WML MD has the meaning given in section 3.2.

WML Personnel has the meaning given in section 1.

WML Senior Personnel has the meaning given in section 5.1.

This policy was approved and adopted by the Board on 22 May 2020

Date 22 May 2020

Signed 

Chairperson of the board of directors
of Woomera Mining Limited

Annexure

Designated Persons

1. Directors of WML;
2. WML Group Executives;
3. Any other WML Personnel who have access to Inside Information relating to WML as specified from time to time by the WML MD.

Appendix A

Request for Clearance

[insert date]

The Chairman
Woomera Mining Limited
[insert Postal Address]

TRADING OF COMPANY SECURITIES

In accordance with Woomera Mining Limited securities trading policy, I give notice to you that I am proposing to Deal with Company Securities in the following manner:

- sell Company shares
- transfer shares vested under an equity incentive plan to me
- transfer Company shares to a related party (eg family company, trust or superfund)
- exercise options over Company shares
- utilise derivatives and enter into a hedge transaction

The number of shares that I propose to Deal with is [insert number of shares].

The transaction will be carried out [select from the following two options~on-market~off-market].

I confirm that have no insider information and will be comply with the balance of the Woomera Mining Limited securities trading policy in my Dealing.

I agree to notify the Company Secretary of the results of this action for the purposes of disclosure in the annual report or to ASX.

Please confirm that I am cleared to Deal in Company Securities.

.....
[select from the following three options~Designated Officer~Employee~Associate]

Date: I confirm that subject to you gaining any Inside Information, you are authorised to Deal in Company Securities within a 10 business day window starting on [insert date] and ending on [insert date] as outlined above.

.....
Clearance Officer
Date: