

CORPORATE GOVERNANCE POLICIES AND PRACTICES MANUAL EXECUTIVES & DIRECTORS SECURITIES DEALING POLICY

Introduction

This policy imposes constraints on Directors and Senior Executives (“Key management personnel”) of Gascoyne Resources Limited (“Company”) dealing in securities of the Company. It also imposes disclosure requirements on Directors.

Objectives

The objectives of this policy are to:

- (a) minimise the risk of Key management personnel of the Company contravening the laws against insider trading;
- (b) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
- (c) increase transparency with respect to trading in securities of the Company by Key management personnel.

Dealing in Securities - Legal & Other Considerations

The Corporations Act 2001 prohibits persons who are in possession of price sensitive information in relation to particular securities that is not generally available to the public from:

- (a) dealing in the securities;
- (b) procuring that another person deals in the securities; or
- (b) communicating the information to others who might deal in the securities.

The central test of what constitutes price sensitive information for the insider trading and continuous disclosure rules apply to information concerning a company that a reasonable person would expect to have a material effect on the price or value of securities in the Company (“**price sensitive information**”).

Key management personnel of the Company will from time to time be in a situation where they are in possession of price sensitive information that is not generally available to the public. Examples are the period prior to release of annual or half-yearly results to ASX Limited (“ASX”) and the period during which a major transaction is being negotiated.

Dealing in Securities

Key management personnel can deal in securities of the Company in the following circumstances:

- (a) they have satisfied themselves that they are not in possession of any price sensitive information that is not generally available to the public;
- (b) they have contacted the Chairman or in his absence, the Company Secretary and notified them of their intention to do so and the Chairman or Company Secretary confirms that there is no impediment to them doing so; and
- (c) where the Chairman wishes to deal in securities, he has contacted one independent Non-Executive Director and the Company Secretary and received approval that there is no impediment to them doing so.

Key management personnel are generally not allowed to deal in securities of the Company (“closed period”) as a matter of course in the following periods:

- (a) within 14 days prior to the release of annual, half yearly or quarterly results; and



- (b) while there is in existence price sensitive information that has not been disclosed because of an ASX Listing Rule exception.

Key management personnel should wait at least 1 day after the relevant release before dealing in securities so that the market has had time to absorb the information and should not engage in short-term trading in securities of the Company.

Key management personnel must not communicate price sensitive information to a person who may deal in securities of the Company. In addition, Key management personnel should not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or Directors of a family company) the buying or selling of securities in the Company.

Exceptional Circumstances

The Chairman may, in exceptional circumstances waive the requirement of Key management personnel to deal in securities during a closed period on the condition that the Key management personnel can demonstrate to him that they are not in possession of any price sensitive information that is not generally available to the public. Where an “exceptional circumstances” trading request is made to the Chairman, the request must be made in writing (including via email) and must set out reasonable details of the circumstances relied upon by the Key management personnel in question as being “exceptional”. Trading in these circumstances may only occur when the Key management personnel has received prior written approval from the Chairman. Exceptional circumstances may include, but are not limited to:

- Where the Key management personnel is experiencing severe financial hardship which cannot be satisfied or resolved other than by them selling the securities; or
- Where the Key management personnel is required to sell or transfer the securities in accordance with a court order or undertaking or settlement enforceable by a court, eg, a bona fide family settlement.

If the Chairman approves the trading in securities outside the allowed periods, that approval is valid for one week.

Excluded Trading

Trading by Key management personnel is excluded trading and permitted at any time where the trade involves:

- Transfers of securities already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- Undertakings to accept, or the acceptance of, a takeover offer;
- Trading under an offer or invitation made to all or most of the security holders, such as, a rights issue or a security purchase plan, where the plan that determines the timing and structure of the offer has been approved by the Board.
- The exercise (but not sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security.

Notification of Dealings in Securities

ASX Listing Rules require the Company to notify dealing in securities by Directors within 5 business days - 3X Initial Director’s Interest Notice, 3Y Change of Director’s Interest Notice and 3Z Final Director’s Interest Notice.



Senior Executives are required to notify the Chairman, or in his absence, the Company Secretary of any dealings in securities within 3 business days.

Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company.

Director “dealing in securities” includes associates of Directors dealing in securities, and it is incumbent on each Director to ensure that an associate does not deal in circumstances where the dealing could be attributed to the Director concerned.