



## Spartan Resources Ltd Group (Group)

### Securities Trading Policy

#### Introduction

This policy imposes constraints on Directors, other key management personnel and other employees of Spartan Resources Limited (“**Company**”) and all its subsidiaries (“**Group**”) 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 Directors, other key management personnel and other employees of the Group contravening the laws against insider trading;
- (b) ensure the Group 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 Directors, other key management personnel and other employees.

#### Dealing in Securities – Legal & Other Considerations

Broadly speaking, the *Corporations Act 2001* (Cth) provides that a person who has Inside Information about a company (defined below) must not:

- buy or sell securities in a company, or enter in an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire or dispose of securities (deal);
- encourage someone else to deal in securities in that company; or
- directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that company (tipping).

These restrictions apply to all securities, not just the Company’s securities.

“**Inside Information**” is information that:

- is not generally available to the market; and
- if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Inside Information may include matters of supposition, matters that are not yet certain and matters relating to a person’s intentions.

Directors, other key management personnel and other employees of the Group 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**”);
- the period prior to release of significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Group has an interest; and
- the period during which any major transaction is being negotiated.

## Who must comply with this policy?

This policy applies to all directors of the Company and all employees of the Group (collectively, “**Employees**”).

Certain parts of this policy apply only to “**Restricted Persons**” who, for the purposes of this policy, are:

- (a) Directors;
- (b) other key management personnel of the Group (“**Senior Management**”); and
- (c) other persons who regularly possess inside information and who have been advised by the Company Secretary, Chief Financial Officer or Managing Director that they are subject to special restrictions under this Policy (“**Nominated Employees**”).

Restricted Persons must also take steps in relation to dealings by their “**Connected Persons**”. See below for further information in relation to Connected Persons.

Employees must not communicate price sensitive information to a person who may deal in securities of the Company. In addition, Employees 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.

## Trading restrictions applicable to all Employees

### No dealing while in possession of Inside Information

Employees must not deal in the Company’s securities if:

- (a) they are aware of Inside Information in relation to the Company; or
- (b) the Company has notified Employees that they must not deal in securities (either for a specified period, or until the Company gives further notice).

### The Front Page Test

It is important that public confidence in the Company is maintained. It would be damaging to the Company’s reputation if the market or the general public perceived that Employees might be taking advantage of their position in the Company to make financial gains (by dealing in securities on the basis of Inside Information).

As a guiding principle, Employees should ask themselves:

*If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (“**The Front Page Test**”)*

If the Employee is unsure, they should consult the Company Secretary or the Chief Financial Officer.

Where any approval is required for a dealing under this policy, approval will not be granted where the dealing would not satisfy the Front Page Test.

#### Dealing In other companies' securities

Employees may come into possession of Inside Information regarding another Company where they are directly involved in client relationship management or negotiating contracts. For example, an Employee may become aware that the Company is about to sign a major agreement with another company.

Employees must not deal in the securities in another company if they are aware of Inside Information in relation to that company, no matter how they came into possession of the Inside Information.

#### Closed periods – Trading restrictions for all employees

**All employees** must not deal in securities of the Company during any the following periods (“**closed periods**”):

- (a) In the two weeks prior to the release of the Company’s quarterly reports until 1 business day after the release of quarterly results;
- (b) In the four weeks prior to the release of the Company’s half year results (31 December) until 1 business day after the release of the half year results;
- (c) In the four weeks prior to release of the Company’s full year financial results until 1 business day after the release of the full year results; and
- (d) Any other period that the Board specified from time to time, which may include for example, the period prior to the release of significant discoveries or exploration results.

### **Approvals required for Restricted Persons dealing outside the closed periods**

Directors and restricted employees must receive prior approval for any proposed dealing in the Company’s securities outside of the above closed periods (including any proposed dealing by one of their connected persons).

Requests for approval should be submitted to the Company Secretary and Chief Financial Officer, who will consult with and forward it to:

- (a) the Managing Director (in the case of Nominated Employees or Senior Management);
- (b) the Chairman (in the case of the Managing Director or other Directors);
- (c) a Director (other than the Chairman) (in the case of the Chairman).

A request for approval to deal will be answered as soon as practicable. The approver, having consulted with members of management as appropriate, may:

- grant or refuse the request;
- impose conditions on the dealing in their discretion.

The approver is not obliged to provide reasons for any aspect of their decision and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.

Following receipt of approval to deal, the approved dealing must occur within 10 business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and fresh approval must be sought.

Approval under this Policy is not an endorsement of the dealing. Personnel are responsible for their own compliance with the law

Trading at any time (even if approval has been obtained under this policy) remains subject to the insider trading prohibition in the Corporations Act.

Restricted Persons should not engage in short-term trading in securities of the Company.

Participants in the Company's Employee Share Option Plan are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

#### Exceptional Circumstances

The Chairman (or in the case of the Chairman, one of the other Directors) may, in exceptional circumstances, waive the requirement of Restricted Persons to deal in securities during a closed period on the condition that the Restricted Person can demonstrate that they are not in possession of any price sensitive information that is not generally available to the public and that the Company Secretary or Managing Director/Chief Executive Officer confirms that the Company is 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 Restricted Person in question as being "exceptional". Trading in these circumstances may only occur when the Restricted Person has received prior written approval from the Chairman (including via email). Exceptional circumstances may include, but are not limited to:

- Where the Restricted Person is experiencing severe financial hardship which cannot be satisfied or resolved other than by them selling the securities; or
- Where the Restricted Person 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 during a closed period, that approval is valid for one week and before the Chairman rescinds that approval if he does so.

#### Connected Persons

Restricted Persons must take appropriate steps to ensure that their "**Connected Persons**" only deal in securities in circumstances where the Restricted Person to whom they are connected would be permitted to deal under this policy. For example, by obtaining clearance in accordance with this policy in respect of the Connected Persons' dealings.

Connected Persons are:

- a family member who may be expected to influence, or be influenced by, the Restricted Person in his or her dealings with the Company or Company securities (this may include the Restricted Person's spouse, partner and children, the children of the Restricted Person's partner, or dependants of the Restricted Person or the Restricted Person's partner);

- a company or any other entity which the Restricted Person has an ability to control.

This does not apply to family members who are financially independent from the Restricted Person.

## **Excluded Trading**

Trading by Employees, is excluded trading and permitted at any time where the trade involves:

- dealings that result in no effective change to the beneficial interest in the securities (for example transfers of securities already held into a superannuation fund or other saving scheme in which the Employee is a beneficiary);
- undertakings to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made on a pro-rata basis to all security holders, such as, a rights issue or a security purchase plan; and
- the exercise (but not the sale of securities resulting from the exercise) of an option or a right, or the conversion of a convertible security.

However, given such dealings remain subject to the insider trading rules in the Corporations Act, Employees should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary or Chief Financial Officer) before proceeding with the dealing.

## **Notification of Dealings in Securities**

The ASX Listing Rules require the Company to notify ASX of 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.

Directors and Senior Management must notify the Company Secretary immediately on transferring, acquiring or disposing of a relevant interest in any securities in the Company.

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

## **Who should I contact?**

Employees should contact the Company Secretary or Chief Financial Officer if they are unsure about whether it is acceptable to deal or communicate with others in relation to the Company's securities or other securities or if they have any other queries about this policy.