



## Securities Trading Policy

### 1 Purpose

The purpose of this policy is to:

- Explain the type of conduct that is prohibited under the Corporations Act in relation to trading in securities of the Company; and
- Explain how the Company restricts trading in the Company's securities to prevent breaches of insider trading laws.

Ultimately, the onus is on the individual to ensure that none of his or her dealings contravenes the insider trading laws.

Note: Trading in securities in the Company is prohibited at any time a person possesses inside information, regardless of whether this policy allows trading at that particular time.

### 2 Who does the policy apply to?

This policy applies to all directors and employees of Global Resources Corporation Limited ("the Company"). This policy also applies to contractors of the Company who are Restricted Persons.

### 3 What is insider trading?

#### 3.1 The law

In broad terms, a person will be guilty of insider trading if that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (i.e., information that is 'price sensitive') and that person:

- a) Applies for, buys or sells securities in the Company (or enter into an agreement to do those things); or
- b) Procures someone else to apply for, buy or sell securities in the Company, or enter into an agreement to do those things; or
- c) Directly or indirectly communicates that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

#### 3.2 Penalties

The penalties for the breach of the provisions of the Corporations Act may be either criminal, civil or both. Breach of insider trading law or this Policy will also be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

This Policy is only a summary of complex legal provisions and should therefore only be used as a guideline, not as legal advice.

### **3.3 What is “information”?**

Information includes matters of supposition or speculation and matters relating to the intentions or likely intentions of a person.

### **3.4 When is information “inside” information?**

When it is not “generally available” and if it were, a reasonable person would expect it to have a material effect on the price or value of the securities.

Information is generally available if it:

- a) Consists of readily observable matter; or
- b) Has been made known in a way that would commonly bring it to the attention of persons who invest in securities (for example, the ASX announcements platform, the Company’s website) and since the time it was made known, a reasonable period has elapsed for it to be disseminated;
- c) Consists of deductions, conclusions or inferences made or drawn from (a) or (b) above.

The information has a “material effect” on the price or value of securities, if the information would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to buy or sell them.

### **3.5 Examples of inside information**

The following are examples of information which, if made available generally, may be likely to materially affect the price of the Company’s securities:

- a) Significant discoveries, exploration results or changes in reserve/resource estimates in relation to the Company’s tenements and projects;
- b) Material changes in the Company’s financial forecasts or financial position;
- c) Threats of major litigation against the Company;
- d) Consideration of a major acquisition or disposal of assets;
- e) Proposal of a share issue;
- f) Changes in accounting policy adopted by the Company;
- g) Agreements to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a tenement;
- h) Proposals of a management or business restructuring; or
- i) Expansions or contractions of the Company’s operations.

This list is not exhaustive and is provided by way of example only.

### **3.6 Trading through third parties**

A person does not need to be a director or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by directors and employees through their nominees, agents or other associates, such as family members, family trusts and family companies (referred to as “Associates” in these guidelines).

### **3.7 Information however obtained**

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute “inside” information.

### **3.8 Employee share schemes**

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes. The prohibition does not apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

## **4 Policy**

### **4.1 General rule**

All directors, employees and contractors of the Company who are designated as Restricted Persons and who are in possession of inside information are prohibited from trading in the Company’s securities or procuring another person to trade in the Company’s securities at any time.

### **4.2 Restricted Persons**

Restricted Persons means:

- a) All directors and their spouses and related parties (as defined in the Corporations Act 2001);
- b) Contractors notified by the Company Secretary in writing as being Restricted Persons; and
- c) Any person designated by the Board as key management personnel from time to time in accordance with this Policy.

Key management personnel means any person designated by the Board as key management personnel from time to time and notified in writing by the Company Secretary. Such persons may cease to be key management personnel as the circumstances dictate, and they will also be notified when they cease to be by the Company Secretary.

For example, key management personnel are likely to include those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly, and those persons who are involved in key financial, corporate, technical or other activities of the Company as they occur from time to time.

### **4.3 Closed periods**

All Restricted Persons are prohibited from buying or selling Company securities:

- a) In the 14 day period prior to the:
  - Release of the half yearly results announcement to ASX;
  - Release of the full year results announcement to ASX; and
  - Release of a disclosure document offering securities in the Company
- b) In the 7 day period prior to the:
  - Release of the quarterly results announcement to ASX.

In addition, all Restricted Persons are prohibited from buying or selling Company securities where:

- a) The person knows or expects that the Company’s final half year or full year financial results are likely to be materially different to any preliminary guidance results announced to the ASX;

- b) A confidential and incomplete price sensitive proposal is being considered or negotiated by the Company and that information is exempt from disclosure under Listing Rule 3.1A;
- c) There exists information regarding drilling, reserve/resource estimates or new discoveries or relating to other activities such as those set out in clause 3.5 of this Policy.

Key management personnel will be identified by the Board as necessary and will be notified in writing by the Company Secretary as being affected by the closed period.

#### ***4.4 Other prohibited trading periods***

The Company may at its discretion notify all directors and employees that a restricted trading period is in effect and they must refrain from trading in the Company's securities during this period.

#### ***4.5 No short-term trading in the Company's securities***

Directors and employees should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter. Short-term trading is referred to as holding securities for less than two weeks.

#### ***4.6 Securities in other companies***

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information about that other company which is not generally available to the market and is 'price sensitive'.

#### ***4.7 Notification of periods when directors and employees can trade***

The Company Secretary will endeavour to notify all directors, employees and any other Restricted Persons of the times when they are permitted to buy or sell the Company's securities.

#### ***4.8 Exceptions from Trading Policy***

Directors and employees may:

- a) Acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- b) Acquire Company securities under a bonus issue made to all holders of securities of the same class;
- c) Acquire or agree to acquire or exercise options under the Company's Performance Rights Plan;
- d) Undertake to accept, or accept, a takeover offer; and
- e) Transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary.

#### ***4.9 Trading allowed in exceptional circumstances***

In specific circumstances such as severe financial hardship or other exceptional circumstances, the Chairman may waive the trading restrictions in paragraphs 4.3 – 4.4 on the condition that the Restricted Person can demonstrate that they are not in possession of any price sensitive information that is generally not available to the public. Other examples of "exceptional circumstances" include a transfer of shares required by family court order or other legal requirement.

The Restricted Person must satisfy the Chairman that the circumstances are exceptional and that the proposed sale or disposal of the securities is the only reasonable course of action available to them and must submit a Trading Clearance form seeking authorisation of the trade to the Company Secretary. Any such clearance will be provided in writing (including by email).

However, if a director or employee of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not trade in the Company's securities at any time.

#### 4.10 Trading Forms

All directors and key management personnel must obtain clearance from the Company Secretary verbally or in writing (including by email) before that person buys or sells securities in the Company.

All directors and key management personnel must then complete a Trading Notification form and provide it to the Company Secretary within two days after that person buys or sells securities in the Company. The Trading Notification form must be completed in full, including details of the number of securities traded, the date the trading took place and whether the trading occurred inside a closed period.

#### 4.11 ASX Notifications for Directors

The ASX Listing Rules require the Company to notify ASX within five business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a director in the securities of the Company. The Company has made arrangements with each director to ensure that the director promptly discloses to the Company Secretary all the information required by ASX. The notification must also specify whether the trading took place during a closed period, where prior written clearance was required, and if so, when that was provided.

#### 4.12 Funding Arrangements

All directors and key management personnel are prohibited from entering into funding arrangements relating to their interests in the Company's shares or options where the funding security would affect the equivalent of 3% or more of the Company's listed shares.

### 5 Compliance with this Policy

Strict compliance with the policy is a condition of employment. Breaches of this policy will be subject to disciplinary action which may include termination of employment.

### 6 Queries

For any queries relating to this policy, please contact the Company Secretary.



## Securities Trading Policy

### Trading Notification Form

In accordance with the Securities Trading Policy of the Company, you must obtain clearance from the Company Secretary verbally or in writing (including by email) before buying or selling securities in the Company.

Within two days after buying or selling securities in the Company you are required to submit this Trading Notification form to the Company Secretary.

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

Position: \_\_\_\_\_

Location: \_\_\_\_\_

Telephone: \_\_\_\_\_

I provide notification of a trade the following securities which are or were held by myself personally and/or other parties with whom I have an interest as follows:

Type of Security	Number of Securities	Type of Transaction

I confirm that:

1. It was not a Closed Period;
2. I was not in possession of Inside Information;
3. I obtained clearance to deal in the above securities.

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

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