

## FINDERS RESOURCES LIMITED SECURITIES DEALING POLICY

### 1. PURPOSE

The purpose of the Securities Dealing Policy is to create awareness of the legal prohibition on dealing in Securities of the Company and deals with the manner in which the Company's directors, employees and contractors can deal in Securities in the Company. The Policy also aims to ensure that the Company's reputation and those of its employees and directors is not adversely impacted by perceptions of dealing at inappropriate times.

The Policy's rules are designed to assist in preventing breaches of the insider trading provisions of the Corporations Act. Ultimately it is the responsibility of the Company's directors, employees and contractors to ensure that none of his or her dealings could constitute insider trading.

### 2. DEFINITIONS

**ASX** means ASX Limited ABN 98 008 624 691.

**ASX Listing Rules or Listing Rules** means the Official Listing Rules of the ASX as amended or replaced from time to time.

**Board** means the board of directors of the Company.

**Closed Period** means the period commencing 10 business days prior to:

- (a) The financial year-end and ending 24 hours after the release of the Company's annual results; and
- (b) The financial half year-end and ending 24 hours after the release of the Company's half-year results.

Each period is referred to as a Closed Period.

**Company or Finders Resources Limited** means Finders Resources Limited ABN 82 108 547 413.

**Corporations Act** means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

**Director** means a director of the Company.

**Key Management Person or Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or its related entities, directly or indirectly, including any director (whether executive or otherwise) of the Company or its related entities.

**Prohibited Period** means:

- (a) any Closed Period; or
- (b) additional periods when Key Management Personnel are prohibited from trading the Company's Securities, which are imposed by the Company from time to time when the Company is considering matters which are subject to ASX Listing Rule 3.1A.

**Security or Securities** means:

- (a) A security within the meaning given to that expression by section 92(1) of the Corporations Act;
- (b) An option over an unissued security within the meaning given to that expression by section 92(1) of the Corporations Act;
- (c) A renounceable or un-renounceable right to subscribe for a security with the meaning given to that expression by section 92(1) of the Corporations Act;
- (d) A financial product traded under ASX's rules; and
- (e) Otherwise, as defined by the ASX Listing Rules.

**Securities Dealing Policy or Policy** means this securities dealing policy.

**Shareholder** means shareholder of the Company and Shareholders has a corresponding meaning.

### **3. INSIDER TRADING PROHIBITION**

The Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, might materially impact the price or value of a security issued by the Company, to –

- (a) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things); or
- (b) procure another person to trade in, the Security issued by the Company.

It is also an offence to pass the information to another person with the knowledge that the person could deal in the security.

Under the Securities Dealing Policy, trading is prohibited at any time if a person possesses inside information, irrespective of whether the Policy provides that trading could occur in a trading window or outside a Prohibited Period, or whether it is excluded from the operation of the Policy.

### **4. SECURITIES DEALING BY KEY MANAGEMENT PERSONNEL**

The Securities Dealing Policy also imposes additional dealing restrictions on Key Management Personnel.

#### *4.1. Prohibited Period*

Each Key Management Person is permitted to deal in the Company's Securities throughout the year except during a Prohibited Period.

#### 4.2. Prohibited Period Not to Apply

The Company's Securities dealing restriction during a Prohibited Period shall not apply to –

- (a) the exercise by a Key Management Person of an existing right, such as the exercise of options issued by the Company;
- (b) participation by a Key Management Person in an issue of Securities approved by Shareholders;
- (c) participation by a Key Management Person in an issue of Securities on the same terms and conditions as other Shareholders;
- (d) Where the proposed acquisition of Securities is under:
  - (i) a bonus or rights issue made to all Shareholders;
  - (ii) a dividend reinvestment or top up plan available to all Shareholders; or
  - (iii) an employee share plan;
- (e) Undertakings to accept, or the acceptance of, a takeover offer;
- (f) A dealing by a Key Management Person with a related or associated person whose interest in the Company's Securities is to be treated by virtue of the Corporations Act as the Key Management Person's interest; or
- (g) A disposal of Securities of the Company that is the result of a secured lender exercising their rights.

#### 4.3. Notice

A Key Management Person must not deal in the Company's Securities without first, if the Key Management Person is –

- (a) A Director, giving at least 24 hours prior written<sup>1</sup> notification of the proposed dealing to the Chairman;
- (b) The Chairman, giving at least 24 hours prior written<sup>1</sup> notification of the proposed dealing to a non-executive Director; and
- (c) A person other than a Director or Chairman, giving at least 24 hours prior written<sup>1</sup> notification of the proposed dealing to the Managing Director or, in his absence, to a non-executive Director.

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<sup>1</sup> Electronic notification or clearance by email is permitted.

#### 4.4. *Effect of Notification*

On receiving at least 24 hours prior written<sup>1</sup> notification of a proposed dealing, the Chairman, Managing Director, or non-executive Director, as the case may be, shall consider the circumstances and where appropriate approve, by prior written<sup>1</sup> clearance, the proposed dealing, or direct the Key Management Person that the proposed dealing ought not to be undertaken.

In case of doubt, the Managing Director or non-executive Director shall consult the Chairman.

Where the proposed dealing is approved by prior written<sup>1</sup> clearance, the Key Management Person must complete the dealing within 10 business days of the approval.

#### 4.5. *Prohibition on Active Dealing*

A Key Management Person shall not actively deal in the Company's Securities or derivatives with a view to deriving profit related income from that activity. For this purpose "Actively Deal" means to deal in the Company's Securities in a manner which involves frequent and regular trading activity.

#### 4.6. *Prohibition on Hedging Unvested Options*

From time to time, the Company may issue incentive options to Key Management Personnel. The terms of issue of the options may include performance hurdles and other vesting conditions.

Holders of incentive options are not permitted to hedge any unvested options. The option holders are permitted to hedge options which have previously vested where the relevant performance hurdles and vesting conditions have been satisfied.

#### 4.7. *Director Requirement to Report to the Market*

In accordance with the agreement between Directors and the Company, Directors are required to provide, in writing<sup>1</sup>, details of all changes to their interest in the Company's Securities registered in the name of the Director or held on behalf of the Director, directly or indirectly.

If changes in interests in those Company Securities or contracts are traded during a Closed Period where prior written<sup>1</sup> notice is required under the ASX Listing Rules, the director must provide the following details, in writing<sup>1</sup>, to the Company:

- (a) Whether prior written<sup>1</sup> notice was provided to allow the trade to proceed during this Closed Period; and
- (b) If prior written<sup>1</sup> notice was provided, the date this was provided.

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<sup>1</sup> Electronic notification or clearance by email is permitted.

The details must be provided as soon as reasonably possible after the date of the change and in any event no later than two business days after the change to allow for compliance with the ASX Listing Rule obligations.

## **5. RELATED PARTIES AND RELEVANT INTERESTS**

The restrictions on dealings by Key Management Personnel extend to any dealings –

- (a) by their spouses or de facto spouses;
- (b) by or on behalf of any dependant under 18 years of age; and
- (c) any other dealings in which, for the purposes of the Corporations Act, the director or employee is to be treated as interested.

It is the duty of the Key Management Person to seek to avoid any such dealing at a time when he or she is himself or herself prohibited from dealing.

## **6. WAIVERS**

If there are exceptional circumstances, the Chairman in consultation with the Managing Director, at their discretion, may waive parts of the Securities Dealing Policy to allow Key Management Personnel to sell or otherwise dispose the Company's Securities (not to buy or otherwise acquire).

The types of circumstance which may be considered exceptional for these purposes would be a pressing financial commitment on the Key Management Person that cannot otherwise be satisfied.

This discretion may be applied if it is the only reasonable course of action available to the Key Management Person, taking into account the hardship of the Key Management Person and weighing this against any perceived detriment to the Company's reputation.

## **7. REVIEW OF POLICY**

The Securities Dealing Policy is reviewed annually by the Board to ensure it remains consistent with current requirements and practices and relevant to the Company.