



# Securities Trading Policy

## 1 Introduction

The purpose of this policy is to:-

- (a) ensure that public confidence is maintained in the Company's reputation, the directors and employees of the Company and in the trading of the Company's securities;
- (b) minimize the risk or appearance of insider trading by Key Management Personnel, employees of, and consultants and contractors to, Saracen and the Saracen Group and the reputational damage this may cause;
- (c) explain the type of conduct in relation to dealings in securities that is prohibited under the Corporations Act, which is applicable to all Key Management Personnel, employees of, and consultants and contractors to, Saracen and the Saracen Group; and
- (d) establish procedures in relation to Dealing in Securities of Saracen.

## 2 Definitions

**Associated Persons** means persons referred to in Section 3(d) of this Policy;

**Corporations Act** means the Corporations Act 2001 (*Cth*).

**Dealing** includes buying or selling, agreeing or undertaking to buy or sell, entering into an arrangement to change the beneficial ownership of the Securities and includes dealings in financial products issued or created over or in respect of the Securities.

**Key Management Personnel** means any person that has authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly including:

- a Director;
- the Chief Operating Officer, the Chief Financial Officer, the Corporate Development Officer, the Chief Geologist, the General Manager Mining and Company Secretary;
- any other key management personnel reporting to the Managing Director; or
- any other person as determined by the Managing Director or Chair from time to time.

**Saracen or Company** means Saracen Mineral Holdings Limited (ACN 009 214 347).

**Saracen Group** means Saracen and related bodies corporate as defined in the Corporations Act.

**Securities** means:

- Any share in, or debenture of, Saracen;
- an option to acquire ordinary shares in, or debenture of, Saracen;
- a renounceable or unrenounceable right to subscribe for a share in, or debenture of, Saracen.

### 3 Persons to whom this policy applies

This policy applies to:

- (a) all Key Management Personnel of the Saracen Group;
- (b) all employees of the Saracen Group;
- (c) all consultants and contractors who are engaged in, or acting in the roles of, executive positions within the Saracen Group; and
- (d) any associate, nominee or agent of a director or employee which includes:
  - (1) family members who may influence, or may be influenced, by a director or employee in his or her dealings with the Company's Securities;
  - (2) a company or other entity that the director or employee is able to control.

If employees of the Saracen Group including Key Management Personnel are prevented from dealing in Securities they must take reasonable steps to prevent Associated Persons from engaging in the restricted activity in those securities of which they are aware or ought to be aware.

### 4 Prohibited dealing in securities

Under the Corporations Act, you are prohibited from Dealing in Securities if you are in possession of Insider Information. '**Insider Information**' is information:

- (a) about the Company which is not generally available to the public; and
- (b) which a reasonable person would expect to have a material effect on the price of the Securities.

The laws on insider trading are directed at prohibiting persons using information obtained in the course of their employment to gain an improper advantage for themselves or someone else in the trade of Securities.

#### Particular prohibitions

##### Short term trading

- Directors and employees of Saracen should not engage in short-term trading of Securities ie buy and sell within a 12 month period.

- Any proposed sale of Securities less than 12 months after their acquisition must receive prior written clearance in accordance with the procedures set out in Section 6.1 of this Policy.

### **Derivatives, hedging and margin lending arrangements**

- Directors and employees must not at any time enter into a transaction, such as a derivative, that operates or is intended to operate to limit the economic risk of holdings of unvested or vested Securities which are subject to a holding lock.
- Key Management Personnel must not at any time enter into a transaction that involves using Company Securities as collateral in any financial transaction, including margin lending arrangements.

## **5 Relationship to the continuous disclosure regime**

The Corporations Act and the ASX Listing Rules require Saracen immediately release to the ASX any information concerning the Saracen Group which may reasonably be expected to have a material effect on the price or value of the Securities, subject to limited exceptions.

As a result of the operation of the continuous disclosure regime, usually all material price sensitive information will be generally available. However, there are limited circumstances in which disclosure is not required. In these situations there may be people with “inside information” who would breach the insider trading prohibition if they dealt in the Securities at that time. Specifically, the ASX Listing Rules do not require disclosure where:-

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:-
  - it would be a breach of law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for internal management purposes of the entity; or
  - the information is a trade secret.

Although some information does not need to be disclosed under the ASX Listing Rules, you may still possess “insider information”. If a person deals in the Securities at a time when that person is aware of information which, but for a carve-out to the ASX Listing Rules, would need to be disclosed to the market, that person will be in breach of the insider trading provisions.

For further detail on your legal obligations and requirements under the continuous disclosure regime, please refer to Saracen’s *Continuous Disclosure Policy* which is available on the Company’s website or from the Company Secretary or Manager – Legal.

## 6 Rules for dealing in securities by persons other than key management personnel.

The Directors of the Company hereby impose, in addition to the prohibitions imposed by the Corporations Act in relation to Insider Information, the following limits on Dealing in the Securities.

Persons, other than Key Management Personnel of the Company, are prohibited from Dealing in the Securities during any period referred to below:-

- (a) From the 15<sup>th</sup> day of March until the end of the ASX trading session on the business day following the public release of the Company's March Quarterly report in April;
- (b) From the 15<sup>th</sup> day of June until the end of the ASX trading session on the business day following the public release of the Company's preliminary or final full year results in August;
- (c) From the 15<sup>th</sup> day of September until the end of the ASX trading session on the business day following the public release of the Company's September Quarterly report in October; and
- (d) From the 15<sup>th</sup> day of December until the end of the ASX trading session on the business day following the public release of the Company's half year results in February.

collectively referred to as the '**Blackout Period**'.

Trading of Securities outside of Blackout Periods is permitted, provided you are not in possession of Insider Information in which case any Dealing is prohibited.

### **Note:**

- Saracen reserves the right to impose restrictions on Dealings outside of a Blackout Period if and when it considers appropriate.

### **Blackout periods**

You are prohibited from Dealing in the Securities inside any Blackout Period, except in the circumstances described in 6.1 and 6.2 below.

### **6.1 Exemption to deal during Blackout Periods**

In Exceptional Circumstances, and subject always to compliance with the Insider Information prohibitions, written exemption may be granted from the operation of this policy by a person who is one of the following officers of Saracen:

- all Key Management Personnel must obtain clearance from the Managing Director or Chair (as applicable) prior to undertaking any Dealing inside the Blackout Period; or

- all other employees, consultants and contractors must obtain clearance from the Company Secretary or the Managing Director prior to undertaking any Dealing inside the Blackout Period.

Any approval or exemption obtained under this policy is subject you complying with the remainder of this policy and your responsibility to comply with the law including insider trading laws.

**'Exceptional Circumstances'** means:-

- (a) severe financial hardship such as a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Securities;
- (b) a court order, court enforceable undertaking, or other legal or regulatory requirement requiring a sale or transfer of the relevant Securities;
- (c) other circumstances considered by the Managing Director or the Company Secretary to be so exceptional that the sale or disposal of the relevant Securities is the only reasonable course of action.

A request for clearance is to be made by way of completing the Security Trading Authorisation Form (**Refer Schedule 1 attached**) prior to Dealing. If authorisation is given, such authorisation must be in writing and communicated to you by mail, electronic mail or facsimile.

**Note:**

- any clearance in relation to a Dealing can be given or refused in Saracen's discretion, without giving any reasons;
- a clearance in relation to a Dealing can be withdrawn if new information comes to light or there is a change in circumstances;
- the decision to refuse clearance is final and binding on the person seeking the clearance;
- if clearance to the Dealing is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone.

## **6.2 Exceptions to this policy**

The following Dealings are excluded from the operations of this policy:-

- (a) transfers of Securities already held into a superannuation fund or other saving scheme in which you are a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where you are a trustee, trading in the Securities by that trust provided that you are not a beneficiary of the trust and any decision to trade during a Blackout Period is taken by the other trustees or by the investment managers independently of you;

- (d) undertakings to accept, or the acceptance of, a takeover offer;
- (e) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (f) A disposal of the Securities that is the result of a secured lender exercising their right, for example, under a margin lending arrangement;
- (g) dealing where the beneficial interest in the relevant Security does not change;
- (h) the exercise (but not the sale of Securities following exercise) of an option or a right under the Company's Incentive Scheme or any other employee incentive schemes, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Blackout Period and the Company has been in an exceptionally long Blackout Period or the Company has had a number of consecutive Blackout Periods and you could not reasonably have been expected to exercise it at a time when free to do so.

## 7 Rules for Dealing by Key Management Personnel

Key Management Personnel of the Company are prohibited from Dealing in Securities of the Company during Blackout Periods.

In Exceptional Circumstances, as defined in section 6.1, the Managing Director or Chair, in its absolute discretion, may approve the trading of Saracen Securities held by Key Management Personnel during Blackout Periods. A request for clearance is to be made by way of completing the Security Trading Authorisation Form (**Refer Schedule 1 attached**) prior to Dealing. If authorisation is given, such authorisation must be in writing and communicated to you by mail, electronic mail or facsimile.

Outside of the Blackout Periods, the following Key Management Personnel must receive approval in writing (electronic clearance via email is acceptable) for any proposed Dealing in Saracen Securities as follows:-

- a Director (other than the Chair) must inform and receive written approval from the Chair prior to undertaking a Dealing; and
- the Chair must obtain written approval from any two (2) other directors prior to undertaking a Dealing;
- the Chief Operating Officer, the Chief Financial Officer, the Corporate Development Officer, Chief Geologist, General Manager Mining and Company Secretary or any other key management personnel reporting to the Managing Director must obtain written approval from the Managing Director or Chair prior to undertaking a Dealing;

- other key management personnel as determined by the Managing Director or Chair from time to time must obtain written approval from the Managing Director or Chair prior to undertaking a Dealing;
- If thought necessary, the above authorising directors may refer a Dealing request to the full board for determination. Such determination would be on a majority basis

It is intended such a request will be answered as soon as practicable but in any event within 48 hours.

Any approval granted for the trading of Saracen Securities by a director is to be circulated by the authorising director(s) (or the Company Secretary if they have been provided with a copy of the approval) to all directors as soon as practicable possible after the approval is given and preferable before the transaction for which the approval has been granted has been transacted.

If written approval is given, Key Management Personnel must ordinarily Deal within five business days after receiving such approval (unless otherwise approved by the authorising person(s)). A further notification and written approval will be required if the proposed Dealing does not occur within the relevant 5 day approval period.

Directors are required, pursuant to ASX Listing Rule 3.19A, to disclose to the ASX by way of an announcement any change in their holding of Securities in the Company. Such notices are required to be lodged with the ASX within five business days of the change in the Securities taking place.

Therefore, directors must notify the Company Secretary in writing of any Dealings in the Securities within three business days of the transaction.

Directors must also provide to the Company Secretary details of any arrangements, such as margin lending or loans or arrangements involving Saracen Securities being held as specific collateral to secure repayment of a loan, where the lender is granted a right to sell, or compel the sale of the Securities at any time.

Directors must provide to the Company Secretary details of any transactions involving products issued by third parties, eg financial institutions, which operate to limit the economic risk of their security holding (such as options, warrants, futures or hedging arrangements).

## **8 Securities in other companies**

Whilst in general you are free to deal in shares in other listed companies, the prohibited insider trading conduct under the Corporations Act includes trading in the securities of other entities with which the Saracen Group may be dealing (such as joint venture partners or any party with whom Saracen is holding confidential business discussions).

## **9 In summary**

For employees, contractors and consultants (as per section 6 above):-

- Trading of Securities outside of Blackout Periods is permitted, so long as you do not possess Insider Information.
- Trading of Securities inside Blackout Periods is only permitted in Exceptional Circumstances and subject to receiving prior written approval using the form in Schedule 1 as attached.

For Key Management Personnel (as per Section 7 above):-

- Trading of Securities inside Blackout Periods is only permitted in Exceptional Circumstances and subject to receiving prior written approval using the form in Schedule 1 as attached; and
- Outside of Blackout Periods, written approval (via email is acceptable) must be received to Deal in Securities.

## **10 Breach of law and policy**

A breach of the Corporation Act in relation to Dealings while in possession of Insider Information may expose you to criminal and civil liabilities.

Any breach of the Saracen Securities Trading Policy will also be regarded as serious misconduct which may lead to disciplinary action or dismissal.

## **11 Who to contact**

If you are in any doubt regarding this policy or any proposed Dealings in Securities you should contact the Company Secretary or the Manager - Legal.

## **12 Review**

This policy will be reviewed as required but in any event no later than two years from the below date.

Date of revision: 5 March 2019



**Schedule 1: Security Request and Authorisation Form**

**Section A – To be completed by person requesting clearance**

- The purpose of this form is to obtain approval to Deal in the Securities of Saracen Mineral Holdings Limited during Blackout Periods.
- This form must be submitted for approval to either the Company Secretary, Chair, Managing Director (as applicable) prior to the trading of any Securities during Blackout Periods.

**Form Details**

Name	
Nature of Dealing (sale/purchase/transfer)	
Number of Securities (range, if not exact)	
Proposed date of transaction	

I request approval to Deal in the Securities as outlined above.

I confirm that:-

- a) I have read and understood the “Saracen Mineral Holdings Limited – Securities Trading Policy”, and
- b) To the best of my knowledge, I am not in possession of any unpublished information which, if generally available, may affect the price or value of the Securities.

I acknowledge that insider trading laws apply despite any approval given by the Company and that I am responsible for ensuring that any approved trading in Securities does not breach insider trading laws.

Details of exceptional circumstances:

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Signature: .....

Date: .....

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**Authority**

The above request: \*is approved / \*not approved (circle one)

This approval is valid for a period of not more than two weeks from the date of this approval.

Signature: .....

Date: .....

Name:.....

Position:.....