

Share trading policy - Directors

Adelaide Energy Limited ACN 116 256 823 (Company)

MinterEllison

LAWYERS

Share trading policy - Directors

1. Introduction

- 1.1 Securities of the Company are listed on the ASX.
- 1.2 This policy outlines:
 - (a) when directors may deal in Company Securities;
 - (b) when directors may deal in listed securities of another entity (because they may obtain inside information about another entity's securities while performing their duties for the Company); and
 - (c) procedures to reduce the risk of insider trading.

2. Defined terms

In this policy:

ASX means ASX Limited.

Board means the Board of Directors of the Company.

Company Securities includes shares in the Company, options over those shares and any other financial products of the Company traded on ASX.

3. Notification

- 3.1 A Director must notify the ASX if he or she has a 'relevant interest' in securities of the Company.
- 3.2 A 'relevant interest' may arise:
 - (a) as a consequence of holding securities; or
 - (b) having the power to control the voting or the disposal of securities.
- 3.3 Control may be exercised either formally or informally, directly or indirectly through a trust or agreement. Control may also be exercised through a body corporate where a Director has direct or indirect control over at least 20% of the voting power of the Company.

4. Insider trading

- 4.1 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:
 - (a) deal in the securities;
 - (b) procure another person to deal in the securities; or
 - (c) give the information to another person who the person knows, or ought reasonably to know, is likely to:
 - (i) deal in the securities; or
 - (ii) procure someone else to deal in the securities.

- 4.2 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if a director engages in insider trading.
- 4.3 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

5. What is inside information?

- 5.1 Inside information is information that:
- (a) is not generally available; and
 - (b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.
- 5.2 Information is generally available if it:
- (a) is readily observable;
 - (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
 - (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 5.2(a) or 5.2(b).

6. What is dealing in securities?

- 6.1 Dealing in securities includes:
- (a) applying for, acquiring or disposing of, securities;
 - (b) entering into an agreement to apply for, acquire or dispose of, securities; and
 - (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.
- 6.2 A decision to join, or subscribe for shares under, any dividend reinvestment plan is not dealing in Company Securities.

7. When a Director may not deal

- 7.1 A Director may not deal or procure another person to deal in Company Securities if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities.
- 7.2 Unless there are unusual circumstances, as determined by the Chairman of the Board, trading in securities by a Director is limited to the four week period commencing immediately after the announcement to ASX of the half yearly and annual results and after the conclusion of the Company's annual general meeting.
- 7.3 A Director may not deal or procure another person to deal in the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

8. Dealings by associated persons and investment managers

8.1 If a Director may not deal in the Company Securities, he or she must prohibit any dealing in the Company Securities by:

- (a) any associated person (including family or nominee companies and family trusts); or
- (b) any investment manager on their behalf or on behalf of any associated person.

8.2 For the purposes of paragraph 8.1, a Director must:

- (a) inform any investment manager or associated person of the periods during which the Director may and may not deal in Company Securities; and
- (b) request any investment manager or associated person to inform the Director immediately after they have dealt in Company Securities.

8.3 A Director does not have to comply with paragraphs 8.1 and 8.2 to the extent that to do so would breach their obligations of confidence to the Company.

9. Communicating inside information

9.1 If a Director has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the Director must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

- (a) deal in Company Securities or those securities of the other entity; or
- (b) procure another person to deal in Company Securities or the securities of the other entity.

9.2 A Director must not inform colleagues about inside information or its details.

10. Approved and adopted

This policy was approved and adopted by the board:

Date _____

Signed _____

Chairperson of the board of directors
of Adelaide Energy Limited