

MARETERRAM LIMITED

ACN 009 248 720

SECURITIES TRADING POLICY

Introduction

Mareterram Limited (“the Company”) strongly encourages its directors and employees to become security holders in the Company. However, when a director or employee trades in securities of the Company it is important to ensure that those transactions are within the law and do not reflect badly on the director, the employee or the Company. This policy is designed to ensure that directors and employees do not deal in securities at inappropriate times or in inappropriate circumstances.

This policy applies to all Directors, employees and contractors of the Company and their associates (**including spouses, children, family trust and family companies**) as well as **contractors, consultants, advisers and auditors** of the Company.

The law prohibits insider trading, and the *Corporations Act 2001* (Cth) and the ASX Listing Rules require disclosure of any trading activities undertaken by directors or their related entities in the Company’s securities.

Restricted Persons

Additional restrictions are placed on trading specifically by Directors, Executives and other key management personnel as determined by the Chairman and Company Secretary from time to time, (‘Restricted Persons’). For the purposes of this policy, “restricted persons” are those individuals in the Company who are likely to possess inside information.

Insider Trading

When buying or selling securities in the Company, Directors, employees and contractors must ensure that they do not contravene the insider trading provisions contained in Part 7.10 of the *Corporations Act 2001* (Cth). Inside information can best be described as:

Information concerning the Company’s financial position, strategy or operations and any other information which a reasonable person might consider, if it were made public, would be likely to have a material impact on a decision to buy or sell the Company’s securities

Therefore, the information must be both price sensitive and not generally available. The following are examples of information that could be regarded as inside information:

- A proposed sale, merger or acquisition involving the Company;
- The Company’s revenue or earnings, especially if indicative of future trends or not consistent with published estimates;
- A significant business transaction such as a large sales contract arrangement;
- A material new product release, line of business or significant development, invention or discovery;
- The public or private sale of a significant proportion of the Company’s securities (generally, 5% or more of its outstanding securities);
- A change in control of the Company (i.e. a takeover);
- Any significant change in the management of the Company.

Prohibited activities

The Company’s policy regarding dealings in the Company’s securities is that where a party possesses inside information, they must not engage in dealings with the securities of the Company and cannot, either directly or indirectly, communicate the inside information to other people.

Directors, employees and contractors can be liable for insider trading if they recommend the Company's securities to other people while they are in possession of inside information which has not been disclosed to the general public. Directors, employees and contractors should be aware that they can be liable for insider trading by communicating inside information to other people; for example, their spouse, family members, or friends. The liability arises notwithstanding the fact that the designated person has not dealt with the securities of the Company. Spouses, family or friends who learn of inside information and subsequently act upon it before the information becomes public can also be held liable for insider trading.

If there is a need to disclose inside information to external advisers in the course of business, then it is important that the necessity for confidentiality is communicated to the external adviser, and that confidentiality is maintained.

It is therefore essential that all restricted persons avoid direct or indirect communication of inside information before it enters the public domain. It is equally essential that restricted persons refrain from trading in securities of the Company while they possess such information.

Notification of Trade in Company Securities

Directors have an additional responsibility. They must also notify the Company Secretary of any trade in the Company's securities within 3 days of such trade occurring so that the Company Secretary can comply with the ASX Listing Rule 3.19A requirement to notify the ASX of any change in a notifiable interest held by a Director.

The Director will also provide information whether the interests were trading during a closed period where prior written clearance under the trading policy was required, if so, whether prior written clearance was obtained and if prior written clearance was obtained, the date on which it was provided;

Approval for trading in Company securities

As a general policy, before engaging in transactions involving the securities of the Company, Directors and employees must notify the Company Secretary of the intended transaction. The Company Secretary shall then place this matter on the agenda for discussion at the next meeting of the Board of Directors of the Company.

All restricted persons who engage in such transactions must also notify the Company Secretary after the transaction has been executed.

Closed periods

In addition to the general prohibition on insider trading, the Board sets closed or blackout periods from time to time. The Company has adopted the following fixed closed periods relating to its likely statutory reporting timetable:

Start	End of Closed Period
<i>Financial Results</i>	
30 June	From 30 June to the end of one trading day following the announcement of the full year results in August
31 December	From 31 December to the end of one trading day following the announcement of the half year results in February

Restricted persons may only trade *during* the abovementioned periods in exceptional circumstances and subject to their being no inside information. Any such proposed dealing must be approved for:

- Directors (other than the Chairman), by the Chairman,
 - the Chairman, by the Chairman of the Audit and Risk Management Committee or Chief Executive Officer, and
 - other restricted persons, by the Chief Executive Officer,
- in each case, their sole discretion applies and in each case the Company Secretary must be notified, or in his absence, the Chief Financial Officer.

In addition to the foregoing, restricted persons are prohibited from trading during prohibited periods in financial products issued or created over or in respect of the Company's securities. Restricted persons are also prohibited at any time from hedging any interests in the Company's shares yet to be vested, under any share incentive scheme.

The issue of shares or the grant of options under share incentive schemes is not deemed to be dealing in the Company's securities. The subsequent sale of securities is, however, a dealing which is subject to this policy.

Any prior written clearance to trade in Exceptional Circumstances (see below) must specify the duration of such clearance and must be in writing (which includes email).

Prohibition on Hedging

Directors, Officers and employees must not engage in hedging arrangements (including, for example, the use of put and call options or other derivative instruments) over unvested Securities issued pursuant to any employee or Director option or share plan. In addition, any hedging over vested Securities must comply with this Policy.

Restricted Personnel must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company.

Margin Loans and Other Secured Lending

Restricted Persons must not enter into margin loan agreements or other secured lending arrangements in relation to Company Securities without first obtaining prior written clearance from the Chairman and Company Secretary.

Exceptional circumstances

A restricted person, who is not in possession of inside information in relation to the Company, may be given prior written clearance to sell or otherwise dispose of the securities of the Company during a closed period under the trading policy where the restricted person is in severe financial hardship or there are other circumstances considered to be exceptional, including a court order or court enforceable undertakings in a bona fide family settlement to transfer the Company's securities or some other overriding legal or regulatory requirement to transfer the Company's securities.

An example of the type of circumstance which may be considered exceptional for these purposes would be

- (a) severe financial hardship;
- (b) in order to comply with an undertaking given to, or an order by, a court; or
- (c) such other exceptional circumstances as may from time to time be determined by the Chairman, or in his absence, the Board or the Managing Director.

(See ASX Guidance Note 27 for further examples of what constitutes 'exceptional circumstances')

Trading not covered by this Policy (Excluded Trading)

Some trading may be permitted notwithstanding that it would otherwise be in breach of this policy in the following circumstances:

- where the trading results in no change in beneficial interest in the securities,
- where trading occurs via investments in a scheme or other arrangement where the investment decisions are exercised by a third party, where the restricted person has no control or influence with respect to trading decisions, or
- where the trading occurs under an offer to all or most of the security holders of the Company and the market is fully informed.

(See ASX Guidance Note 27 for examples)

Procedure For Obtaining Written Clearance Prior To Trading

Restricted Persons must not trade in Company Securities at any time, including in the exceptional circumstances referred to, unless the Restricted Person first requests permission in writing from the Company Secretary (or in his/her absence the Managing Director), and written clearance to trade is obtained.

A request for prior written clearance under this Policy should be made in writing using the form attached to this Policy entitled '**Request for Prior Written Clearance to Trade in Company Securities**' and given to the Company Secretary who will obtain the approval from the appropriate Approving Officer. The request form may be submitted in person, by mail, by email or by facsimile as detailed on the form.

Any written clearance granted under this Policy will be valid for the period of 5 business days from the time which it is given or such other period as may be determined by the Approving Officer.

The expiry time of the clearance will be stated in the clearance granted. Written clearance under this Policy may be given in person, by mail, by email or by facsimile.

Directors are also referred to the Director notification obligations set out in this Policy.

Request for Prior Written Clearance to Trade in Company Securities

I, _____, a director/an officer/an employee/a contractor (delete as appropriate) of the Company, request prior written clearance to trade in securities of the Company in accordance with the terms of the Company's *Securities Trading Policy* and provide the following information:

1 Details of Securities

Nature of trade:

(insert here details of proposed trade)

Number of securities:

(enter maximum numbers)

Class of securities:

Name of registered holder:

2 Reason for Request

Request to trade in normal circumstances

Request to trade in exceptional circumstances

Please provide complete details of the circumstances which you wish to be considered as exceptional

I confirm that I have read and understood the Company's *Securities Trading Policy* and that the proposed trade does not breach that policy or any legal obligations referred to in it, and in particular, that I am not in possession of any inside information in relation to the Company. I acknowledge that in accordance with the Company's *Securities Trading Policy*, I cannot trade in the Company's securities until clearance is given and I understand that any clearance given will be valid only for the period stated in the clearance.

Signed:

Name: Date:

OFFICE USE – Clearance to be completed by Approving Officer

Clearance given by:		
		__/__/__
Name of Approving Officer	Date	Signature of Approving Officer
Clearance valid for:		
<input type="checkbox"/> 5 business days from the date of clearance (default period)		
<input type="checkbox"/> _____ business days from the date of clearance		

Approval Flowchart:

