

SECURITIES TRADING POLICY

Purpose	<i>To set out the circumstances and manner in which all directors, executives, employees, contractors, consultants and advisors of Chesser Resources Limited may deal in the Company's securities.</i>
Scope of policy	<i>This policy applies to all directors, executives, employees, contractors, consultants and advisors of Chesser Resources Limited (Company) and its subsidiaries.</i>
Guiding principle	<i>Designated Persons may only deal in Company Securities if such dealing will not contravene the requirements of the Corporations Act 2001 (Cth).</i>
Related policies	<i>Corporate Code of Conduct, Continuous Disclosure Policy</i>

1. Definitions

Defined terms in this Securities Trading Policy appear in italics have the meanings set out in Attachment 1.

2. Dealings in Company Securities by Designated Persons

A *Designated Person* may only *Deal* in *Company Securities* if the proposed dealing is:

- a) *excluded trading* under this policy; or
- b) outside a *Closed Trading Period*; or
- c) within a *Closed Trading Period* and the *Designated Person* has obtained written clearance from the appropriate authority as set out below and an *Exceptional Circumstance* applies.

Designated Persons wishing to deal in the Company's securities when the proposed dealing is not within a) or b) above must request in writing in the form shown in Attachment 2 clearance for the proposed dealing in *Company Securities* as follows:

- a) a director (including the Managing Director/Chief Executive Officer (CEO)) must inform and receive approval from the Chairman prior to undertaking the proposed dealing;
- b) the Chairman must obtain approval from the Chairman of the Audit, Risk and Compliance Committee prior to undertaking the proposed dealing;
- c) the Company Secretary must inform and receive approval from the Managing Director/CEO;
- d) all other *Designated Persons* must inform and receive approval from the Managing Director/CEO or the Company Secretary prior to undertaking the proposed dealing.

No dealing can be undertaken by a *Designated Person* unless and until they receive in writing the *Company's* authorisation to do so.

3. Dealing in the securities of other companies

In the course of performing their duties for the *Company*, *Designated Persons* may obtain *Inside Information* in relation to another company. For example in the course of negotiating a transaction with the *Company*, another company might provide confidential information about itself. It is a breach of this policy for *Designated Persons* who are in possession of *inside information* in relation to another party as a consequence of performing their duties for the *Company* to *deal* in the *securities* of that other party.

4. Notification of dealings in securities by Key Management Personnel

Key Management Personnel are required to provide written notification to the Company Secretary within 2 business days of any dealings that they conduct in the *Company's* shares.

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The Company Secretary will ensure that all necessary disclosures regarding dealings in the *Company's* shares are made to the ASX and other regulatory bodies based on the information provided by *Key Management Personnel*.

5. Short term trading

The *Company* encourages Directors and employees to adopt a long-term attitude to their investment in the *Company's* securities.

6. Exceptional circumstances

A *Designated Person*, who is not in possession of *inside information*, may be given prior written clearance to sell or dispose, but not acquire, *Company securities* during a *closed trading period* where the *Designated Person* is in severe financial hardship or there are other exceptional circumstances. Exceptional circumstances may include a court order or court enforceable undertakings in a bona fide proceeding or some other overriding legal or regulatory requirement to do dispose of the *Company's* securities. The determination of whether severe financial hardship or other exceptional circumstances exist can only be made by the Managing Director/CEO, or, if the *Designated Person* is a director, by the Board. All such determinations must be based on the circumstances of each case but as a general rule the proposed sale or disposal of *Company securities* must be assessed as the only reasonable course of action available.

7. Consequences of breach

Any person contravening this Securities Trading Policy will be regarded as having been engaged in serious misconduct and will be subject to disciplinary action, including possible termination of a person's employment or appointment. Non-compliance with this policy may also result in the *Designated Person* being liable to criminal and civil penalties under the *Corporations Act 2001* (Cth).

8. Reviewing the policy

This policy will be reviewed regularly and revised if circumstances warrant or more often as required by changes to ASX Listing Rules, the Corporations Act or other legally binding disclosure requirements.

Attachment 1 - Definitions

“Closed trading period” includes the following:

- (a) from the first day of January until the second day following the public release of the Company’s half year results;
- (b) from the first day of July until the second day following the public release of the sooner to occur of the Company’s preliminary or final full year results;
- (c) from the first day following the close of each Quarter for which the Company is required to provide a periodic Quarterly report to the ASX until the second day following the release of that report to the ASX;
- (d) any other periods from time to time when Chesser Resources is considering matters which are subject to ASX Listing Rule 3.1 (Continuous Disclosure) as resolved by the Board;
- (e) any other periods when Designated Persons are not permitted to Deal in Company Securities as specified by any stock or security exchange that the Company is or may be listed upon; and
- (f) any other period when a Designated Person is in possession of Inside Information.

“Company” means Chesser Resources Limited and its subsidiary companies.

“Company Securities” includes:

- (a) any shares in the Company;
- (b) any other securities issued by the Company such as debentures and options; and
- (c) derivatives and other financial products issued by third parties in relation to the Company's shares, debentures and options.

“Deal” or **“dealings”** in Company Securities includes:

- (a) subscribing for, purchasing or selling Company Securities or entering into an agreement to do any of those things;
- (b) advising, procuring or encouraging another person (including a family member, friend, associate, colleague, family company or family trust) to trade in Company Securities;
- (c) any transaction, including a transfer for nil consideration, or the exercise of any power or discretion effecting a change in ownership of a beneficial interest in Company Securities;
- (d) entering into agreements or transactions which operate to limit the economic risk of a person's holdings in Company Securities;
- (e) acquiring or disposing of Company Securities in connection with margin lending or other security arrangements;
- (f) stock lending arrangements affecting Company Securities; and
- (g) any other right, obligation or agreement, present or future, conditional or unconditional, in respect of (a) to (f) above.

“Designated persons” means all directors, executives, employees, contractors, consultants and advisors of Chesser Resources Limited and its subsidiaries.

“Excluded trading” in Company Securities includes:

- a) Dealings in Company Securities that do not result in a change to the beneficial interest of the Securities (e.g. Dealings between beneficially owned accounts such as superannuation funds);
- b) Dealings in a fund or other scheme (other than a scheme only investing in Company Securities) where the assets are invested at the discretion of a third party (e.g. a managed fund);
- c) Dealings by a trust, where the Designated Person is not a beneficiary of the trust and any decision to Deal is taken independent of that Designated Person.
- d) Acceptance of, or an undertaking to accept, a takeover offer;
- e) Dealings under an offer made to all or most of Company' security holders, and which has been approved by the Board (e.g. a rights issue, security purchase plan, dividend reinvestment plan, equal access buy-back, etc);
- f) A requirement under a court order or court enforceable undertaking;
- g) The exercise of an option, performance right or a right under an employee incentive scheme, or the conversion of a convertible security. The sale of Company Securities following the exercise of an option, performance right or a right under an employee incentive scheme, or the conversion of a convertible security is not included in the scope of excluded trading.

“Inside Information” includes information that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of Company Securities. Examples of inside information include, but are not limited to:

- a) Significant exploration drilling results;
- b) Updated JORC reserve or resource calculations;
- c) A proposed major acquisition or disposition;
- d) A significant business development or a proposed change in the nature of the Company's business;
- e) Details of material contracts that are being negotiated by the Company;
- f) Potential litigation or actions by regulatory authorities that would have a substantial effect on the Company;
- g) A proposed change to the share capital structure of the Company; and
- h) A major change to the Board or senior management.

“Key Management Personnel” means a director, executive or senior manager of the Company, or such other person who is “key management personnel” within the meaning of Accounting Standard AASB 124.



Securities Dealing Policy – Attachment 2 Request to Deal in Chesser Resources Limited Securities

As required by clause 2.2 of the Securities Dealing Policy, I,

.....
hereby request permission to deal in the following Chesser Resources Limited (“CHZ”) Securities:

CLASS OF CHZ SECURITIES: ORDINARY SHARES

NUMBER OF SECURITIES:

REGISTERED IN THE NAME OF (Insert full name. If not you, please state the person's connection to you.)
.....

NATURE OF INTEREST (Insert specific details, for example personally, joint holding or as trustee.)
.....

NATURE OF TRANSACTION (Insert specific details, for example sale of shares.)
.....

EXCEPTIONAL CIRCUMSTANCES (If applicable insert specific details about the reason for needing to deal in CHZ Securities during a closed trading period.)
.....

To the best of my knowledge and belief, I do not possess any inside information in relation to CHZ Securities. If this changes before the deal is transacted, I undertake not to proceed.

Signed :

Date :

To be completed by approving authority

Permission to deal in CHZ Securities as indicated in this request has been granted on the basis that the transaction is completed by 5:00pm Brisbane time on, being five (5) business days following this authorisation.

OR

has not been granted on the basis that:

Signed :

Date :