

## SALE & PURCHASE OF INDOPHIL SECURITIES

### 1. Introduction

- 1.1 The policy is designed to provide guidance to directors, executives, employees and consultants (collectively employees) in relation to their conduct in relation to the purchase/sale of securities in Indophil Resources NL (ASX: IRN).
- 1.2 Indophil encourages all employees to become long-term shareholders of the Company and to participate in improvements in its performance.

### 2. Policy

- 2.1 Employees are entitled to purchase/sell securities in Indophil for a four-week period following the release, electronically, of the:
- Annual report;
  - Half-year report; or
  - Quarterly reports
- provided no price sensitive information arises during the prescribed period following the release of these reports.
- 2.2 The four-week period in which employees can purchase/sell securities in Indophil will commence one (1) business day after the release of the reports referred to in Clause 2.1 above.
- 2.3 Where further price sensitive information is available to employees following the release of reports referred to in Clause 2.1 and that further price sensitive information has not been released by Indophil to the market, employees are not entitled to purchase/sell securities of Indophil until such time as the market sensitive information has been released to the market. Employees will be entitled to sell/purchase securities one (1) business day after the release of the market sensitive information referred to in this clause and the period in which employees can buy/sell securities will be extended by one week.
- 2.4 Employees are entitled to purchase/sell securities in Indophil for a four-week period following the Annual General Meeting of Shareholders provided no further price sensitive information arises during this period.
- 2.5 The four-week period in which employees can purchase/sell securities in Indophil will commence one (1) business day after the Annual General Meeting of Shareholders.

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- 2.6 Where further price sensitive information is available to employees following the release of a quarterly report referred to in Clause 2.1 and that further price sensitive information has not been released by Indophil to the market, employees are not entitled to purchase/sell securities of Indophil until such time as the market sensitive information has been released to the market. Employees will be entitled to sell/purchase securities one (1) business day after the release of the market sensitive information referred to in this clause and the period in which employees can buy/sell securities will be extended by one week.
- 2.7 Where an employee wishes to transact in securities of Indophil outside periods referred to in 2.1 and 2.4, the employee must seek the approval of Chairman prior to purchasing/selling securities.
- 2.8 Where the Chairman wishes to transact in securities of Indophil outside periods referred to in 2.1 and 2.4, the Chairman must advise the Chief Executive Officer and Managing Director prior to purchasing/selling securities.
- 2.9 The Company prohibits the hedging of unvested options or trading in products that limit the economic risk of security entitlements in the Company over unvested entitlements.

### **3. Price sensitive information**

- 3.1 Price sensitive information means information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price of securities of Indophil.
- 3.2 Information is generally available where the information is:
- (a) readily observable; or
  - (b) made known in a manner that would, or would be likely to, bring it to the attention of people commonly invest in securities of Indophil, and a reasonable period has elapsed to allow the information to be disseminated to those people; or
  - (c) able to be deduced, concluded or inferred from the above two types of the information.
- 3.3 Examples of price sensitive information include:
- (a) Indophil is considering a major acquisition or disposal of assets;
  - (b) Indophil is threatened with major litigation;
  - (c) Indophil is considering a significant project development proposal;
  - (d) Indophil is considering a change in its capital structure;
  - (e) a significant resource estimate revision or a significant discovery is to be announced following clearance from the Indophil Board; and
  - (f) a significant change in senior management is to be announced following clearance of the announcement by the Indophil Board.

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#### **4. Dealings by associated persons and investment managers**

- 4.1 When an employee may not deal in the Company Securities, they 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.
- 4.2 For the purposes of 4.1, an employee must:
- (a) inform any investment manager or associated person of the periods during which the employee may and may not deal in Company Securities; and
  - (b) request any investment manager or associated person to inform the employee immediately after they have dealt in Company Securities.

#### **5. Exercise of options over ordinary shares**

Where an employee exercises options over ordinary shares previously granted to the employee under the terms and conditions of the Option Scheme approved by shareholders, the exercise of the options over ordinary shares does not constitute a purchase/sale of Indophil securities provided the employee holds the shares issued until such time as the employee is entitled to sell the Indophil securities in accordance with this policy.

#### **6. Disclosure**

- 6.1 Where an employee has transacted in securities of Indophil, the director or senior executive must submit, within two (2) business days of purchasing/selling shares or other securities of Indophil, a letter to the Company Secretary, setting out the number of shares either purchased or sold, the price the shares were either purchased or sold and the date of the transaction(s).
- 6.2 The Company Secretary is required to prepare and submit Form 3Y 'Change of Director's Interest Notice' to the Australian Securities Exchange within five (5) business days after a director has purchased/sold shares or other securities in Indophil.

#### **7. Other**

The electronic release of reports referred to in Clause 2 means the release of the annual report, half-year report and quarterly reports to the Australian Securities Exchange and the posting of such reports to the public domain by the Australian Securities Exchange.