

**IMPACT MINERALS LIMITED**  
ACN 119 062 261

**SECURITIES TRADING POLICY**

**As approved by the Board of Directors August 2009**

**Scope of this policy**

1. This policy applies to all directors, executives, employees, contractors, consultants and advisors (together "**Designated Persons**") of Impact Minerals Limited ("**Company**") and its subsidiaries.
2. In this policy "**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.
3. To "**deal**" in the Company Securities includes:
  - (a) subscribing for, purchasing or selling the 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 the Company Securities; and
  - (c) entering into agreements or transactions which operate to limit the economic risk of a person's holdings in the Company Securities.

**Purpose of the policy**

1. This policy sets out the circumstances in which the Designated Persons may deal in the Company Securities with the objective that no Designated Person will contravene the requirements of the *Corporations Act 2001* (Cth) ("**Corporations Act**").
2. The purpose of this policy is to:
  - (a) ensure that the Designated Persons adhere to high ethical and legal standards in relation to their personal investment in Company Securities;
  - (b) ensure that the personal investments of the Designated Persons do not conflict with the interests of the Company and those of other holders of Company Securities;
  - (c) preserve market confidence in the integrity of dealings in Company Securities; and
  - (d) ensure the reputation of the Company is maintained.
3. This policy is not designed to prohibit the Designated Persons from investing in Company Securities but does recognise that there may be times when Designated Persons cannot or should not invest in Company Securities. This policy provides guidance to Designated

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Persons as to the times when Designated Persons may deal in Company Securities.

### Outline of Corporations Act requirements

1. A person is in possession of "inside information" in relation to the Company in circumstances where:
  - (a) the person possesses 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 the Company Securities; and
  - (b) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company Securities.
2. A reasonable person would be taken to expect information to have a material effect on the price or value of the Company securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to deal in the Company Securities in any way. It does not matter how the Designated Person come to have the inside information.
3. If a Designated Person possesses "inside information" in relation to the Company, the person must not:
  - (a) deal in the Company Securities in any way; nor
  - (b) directly or indirectly communicate the information, or cause the information to be communicated, to another person if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in the Company Securities in any way or procure a third person to deal in the Company Securities in any way.
4. The 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. The prohibition on insider trading is not restricted to information affecting Company Securities. The Designated Persons in possession of the inside information must not deal in securities of those other companies.
5. A Designated Person who deals in the Company Securities while in possession of "inside information" will be liable to both civil and criminal penalties. The penalties are:
  - (a) in the case of a natural person, a fine of up to \$220,000 or imprisonment for 5 years or both;
  - (b) in the case of a body corporate, a fine of up to \$1.1 million; and
  - (c) unlimited civil liability equivalent to the damages caused.

### Examples of "inside information"

Examples of information which may be considered to be "inside information" include the details relating to the items listed below (this is not an exhaustive list):

- (a) drilling results, mining exploration results, production figures and the like;
- (b) prospective financial information;
- (c) proposed transactions;

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- (d) unpublished announcements;
- (e) proposed changes in capital structure, including share issues, rights issues and the redemption of securities;
- (f) impending mergers, acquisitions, reconstructions, takeovers, etc;
- (g) significant litigation and disputes;
- (h) significant changes in operations or proposed changes in the general character or nature of the business of the Company or its subsidiaries;
- (i) cashflow information;
- (j) major or material purchases or sales of assets; and
- (k) proposed or new significant contracts.

### Company's policy on dealing in Company Securities

1. **No short term trading:** Notwithstanding the following, Designated Persons should not engage in short term trading of any of the Company Securities. In general, the purchase of Company Securities with a view to resale within a 12 month period and the sale of Company Securities with a view to repurchase within a 12 month period would be considered to be transactions of a "short term" nature. However, the sale of shares immediately after they have been acquired through the conversion of a security (eg. exercise of an option) will not be regarded as short term trading.
2. **Recommended trading period:** Subject to the below, the recommended time (in terms of avoiding suggestions of insider trading) for any Designated Person to deal in the Company Securities is during the 4 week period from the:
  - (a) date of the Company's AGM;
  - (b) release by the Company of its quarterly activities report;
  - (c) release by the Company of its half yearly results announcement to ASX;
  - (d) release by the Company of its yearly results announcement to ASX; or
  - (e) release of a prospectus or other disclosure document offering equity securities in the Company,

provided that the person is **not** at the time of dealing in possession of any inside information relating to the Company or its securities.

3. **Directors and executives:** A director or executive (as determined by the Board of the Company) must not deal in the Company Securities without the prior consent of the Chairman of the Board ("**Chairman**"). A director or senior executive must also notify the Company Secretary of his or her intention to trade and provide the Company Secretary with subsequent confirmation of the trading that has occurred.
4. **Chairman:** The Chairman must not deal in Company Securities without the prior approval of the Board or the next most senior director. The Chairman must notify the Company Secretary of his intention to trade and provide the Company Secretary with subsequent confirmation of the trading that has occurred.

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5. **Employees other than executives:** Employees may deal in the Company Securities at any time provided the Employee notifies the Company Secretary before commencing the transaction and, after the transaction has occurred, provides confirmation of the trading. Employees are strongly advised to limit dealing in the Company Securities to the recommended timing referred to in paragraph 2 above. In any event, the Employees must not deal in the Company Securities at any time if the Employee is in possession of any inside information relating to those securities.
6. **Exercise of options, participation in employee share option plans:** Subject to the insider trading provisions of the Corporations Act, directors and employees of the Company may at any time:
  - (a) acquire the Company ordinary shares by conversion of securities giving a right of conversion to ordinary shares;
  - (b) acquire the Company Securities under a bonus issue made to all holders of securities of the same class;
  - (c) acquire the Company Securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
  - (d) acquire, or agree to acquire, options under a Company share option plan; and
  - (e) exercise options acquired under a Company share option plan (but may not sell all or part of the shares received upon exercise of the options other than in accordance with these procedures).

### ASX notification by directors

1. In accordance with Listing Rules, a director must notify the ASX within 5 business days after any change in the Director's relevant interest in securities of the Company or a related body corporate of the Company.
2. A director must notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to ASIC and ASX as required by the Corporations Act and the ASX Listing Rules.

### Consequences of breach

Strict compliance with this policy is mandatory for all persons covered under this policy. Breaches of this policy may damage the Company's reputation in the investment community and undermine confidence in the market for Company Securities. Accordingly, breaches will be taken very seriously by the Company and will be subject to disciplinary action, including possible termination of a person's employment or appointment.

### Questions / further information

If you have any questions or need further information on how to comply with this policy, please contact the Company Secretary.