

## Stratatel Limited Securities Trading Policy

### 1. Introduction

These guidelines set out the policy on the sale and purchase of securities in Stratatel Limited (**Company**) by the Directors and all employees of the Company. In certain circumstances this policy also applies to contractors and consultants. Directors and employees are encouraged to be long term holders of the Company's securities.

The purpose of these guidelines is to assist Directors and employees to avoid conduct known as "insider trading". In some respects the Company's policy extends beyond the strict requirements of the Corporations Act.

### 2. What is Insider Trading?

#### 2.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses 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 or value of the Company's securities (ie, information that is 'price sensitive');
- (b) and that person:
  - (i) buys or sells securities in the Company; or
  - (ii) procures someone else to buy or sell securities in the Company; or
  - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

#### 2.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of the Company's securities:

- (a) the Company considering a major acquisition or disposal of assets;
- (b) the threat of major litigation against the Company;
- (c) the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal ie, new product or technology;
- (f) the granting (or loss) of a major contract;
- (g) management or business restructuring proposal; and
- (h) a share issue proposal.

# STRATATEL

## **2.3 Dealing through third parties**

A person does not need to be a Director or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by Directors and employees through nominees, agents or other associates, such as family members, family trusts and family companies.

## **2.4 Information however obtained**

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information. (e.g. even if the employee, consultant or Director overhears it or is told in a social setting).

## **2.5 Confidential information**

Employees and directors also have a duty of confidentiality to the Company. A Director or employee must not reveal any confidential information concerning the Company, use that information in any way which may cause loss to the Company, or use that information to gain an advantage for themselves or anyone else. Directors and employee should ensure that if confidential information is required to be provided to external advisers that they are also aware they have a duty of confidentiality to the Company.

## **3. Approval and Notification Requirements**

### **3.1 Requirements before trading- Directors and employee**

Before trading, or giving instructions for trading in the Company's securities a Director and employee must:

- (a) notify the Managing Director or Chairman of his/her intention to trade and confirm that he/she does not hold any inside information. This notification should be made by completing the Company's Securities Trading Request Form;
- (b) have been advised by the Managing Director or Chairman that there is no reason to preclude him/her from trading in the Company's securities as notified. This confirmation will be provided by one of the Audit Committee Directors signing and returning the Securities Trading Request Form to the respective Directors and/or employee intending to trade. A copy of the final signed Securities Trading Request Form should be provided to the Company Secretary; and
- (c) have complied with any conditions on trading imposed by the Managing Director or Chairman (including, for example, any time limits applicable to the clearance).

Directors and employees must subsequently confirm that trading has occurred by notifying the Company Secretary.

### **3.2 Notification of trading- Directors**

ASX Listing Rules and the Corporations Act require the Company to notify dealing in securities by Directors within 5 business days. Three appendixes are included in the Listing Rules for the purpose of this notification, being 3X Initial Director's Interest Notice, 3Y Change of Director's Interest Notice and 3Z Final Director's Interest Notice.

Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company.

The Company Secretary will draft the appropriate ASX appendix 3X, 3Y or 3Z notification for approval by the Director. This notification must then be lodged with ASX within 5 business days of the date of any such dealings.

# STRATATEL

## 4. Guidelines for trading in the Company's Securities

### 4.1 General rules

The Managing Director/Chairman will generally not allow Directors or employees to deal in securities as a matter of course during:

- (a) the period of preparation of the quarterly, half yearly and annual financial results for release to ASX,
- (b) the period of preparation of a disclosure document offering securities in the Company for release to ASX; and
- (c) a critical phase of a drilling program.

In specific circumstances, clearance may be given for a Director or employee to transact in (buy or sell) securities during the above periods on the condition that there exists no matter which constitutes unpublished price-sensitive information in relation to the Company's securities at the time.

Directors and employees should ensure that they wait sufficient time after the release of an announcement to ASX before dealing in securities to ensure that the market has had time to absorb the information.

If a Director or employee of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.

### 4.2 No short-term trading in the Company's securities

Directors and employees should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

### 4.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

### 4.4 Exceptions

Directors and all employees may at any time:

- (a) acquire Company securities under a bonus issue made to all holders of securities of the same class;
- (b) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
- (c) withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan; and
- (d) acquire ordinary shares in the Company a under a share purchase plan or rights issue made to all holders of securities of the same class.

# STRATATEL

## 4.5 General

The requirements imposed by this policy are separate from and additional to, the legal prohibitions in the Corporations Act on insider trading.

## 4.6 Breaches of policy

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

### Policy history

Last review:	March 2010
Review frequency:	As required