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1 Applicability

A reference to **Black Cat** in this Policy is a reference to:

- a) Black Cat Syndicate Limited ABN 620 896 282 (**Company**)
- b) and each of its subsidiaries (together the **Group**); and
- c) any joint ventures under a Group company's operational control.

This Policy applies to:

- (a) any persons or entities discharging managerial responsibilities for the Company including, but not limited to:
 - (1) the Directors;
 - (2) the Company Secretary;
 - (3) Key Management Personnel; or
 - (4) any Employee, contractor or consultant who provides managerial or administrative services to the Company;
- (b) other Employees or persons specified from time to time by the Managing Director; or
- (c) any Related Person or Related Entity (or an Associate of a Related Person or Related Entity) of a person referred in paragraphs (a)(1) and (b) above.

The above for the purposes of this Policy will be collectively known as "personnel".

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Black Cat has determined for the purposes of this Policy that its Key Management Personnel are its directors and those employees directly reporting to the Managing Director.

2 Purpose

This Policy sets out the guidelines for the sale and purchase of securities in Black Cat and its subsidiaries on issue from time to time by applicable personnel.

This Policy is intended to ensure that personnel do not abuse, and do not place themselves under suspicion of abusing Inside Information that they may be thought to have, especially in periods leading up to an announcement of the Company.

This Policy sets out the guidelines for trading in securities of Black Cat and aims to provide personnel with guidance on how and when trades in Black Cat securities may take place and when trading of Black Cat's securities is strictly prohibited.

For the avoidance of doubt, nothing in this Policy sanctions a breach of the market misconduct or insider trading provisions of the Corporations Act. A person who possesses Inside Information



about an entity's securities is generally prohibited from trading in those securities under the insider trading provisions of the Corporations Act and this applies even where the trade occurs as permitted within the operation of this Policy.

3 Trading Strategy

3.1 Insider Trading

a) 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:

- (i) 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 (i.e., information that is 'price sensitive'); and
- (ii) that person:
 - buys or sells securities in the Company; or
 - procures someone else to buy or sell securities in the Company; or
 - 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.

b) 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 materially affect the price of the Company's securities:

- (a) the Company considering a major merger, acquisition, reconstruction or takeovers;
- (b) the threat of major litigation against the Company;
- (c) the Company's revenue and profit or loss 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 (e.g., new product or technology);
- (f) the grant or loss or a major contract;
- (g) a management or business restructuring proposal;
- (h) a share issue proposal;
- (i) an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- (j) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

c) Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).



d) 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) Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

3.2 Guidelines Trading in Company Securities

a) General Rule

Personnel must not, except in exceptional circumstances deal in securities of Black Cat two weeks prior to, and 48 hours after the release of Black Cat's:

- (i) Annual Financial Report;
- (ii) Half Year Financial Report; and,
- (iii) Quarterly Reports (if applicable),

(together the "**Closed Periods**").

Black Cat may at its discretion vary this rule in relation to a particular Closed Periods by general announcement to personnel either before or during the Closed Periods. However, if a person is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Black Cat's securities at **any** time.

b) No Short-term Trading in Company Securities

Personnel should never engage in short-term trading of Black Cat's securities except for the exercise of options where the shares will be sold shortly thereafter.

c) Securities in Other Companies

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

d) Exceptions

- (i) Personnel may at any time:
 - acquire ordinary shares in Black Cat by conversion of securities giving a right of conversion to ordinary shares;
 - acquire Black Cat securities under a bonus issue made to all holders of securities of the same class;
 - acquire Black Cat securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
 - acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
 - withdraw ordinary shares in Black Cat held on behalf of personnel in an



- employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
- acquire ordinary shares in Black Cat as a result of the exercise of options held under an employee option scheme;
 - transfer securities of Black Cat already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of Black Cat) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - where a restricted person is a trustee, trade in the securities of Black Cat by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
 - undertake to accept, or accept, a takeover offer;
 - trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
 - dispose of securities of the Black Cat resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
 - exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or Black Cat has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
 - trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with guidelines set out in this Policy.
- (ii) In respect of any share or option plans adopted by Black Cat, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in general rule.

Were this to occur at a time when the person possessed inside information, then the sale of Black Cat securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Black Cat securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

e) Notification of Periods When Personnel Are Not Permitted to Trade

The Company Secretary will endeavour to notify personnel of the times when they are not permitted to buy or sell Black Cat securities as set out in paragraph 4.1.



3.3 Approval and Notification Requirements

a) Approval Requirements

- (i) Any personnel (other than the Chairman) wishing to buy, sell or exercise rights in relation to Black Cat securities must obtain the prior written approval of the Chairman or the Board before doing so.
- (ii) If the Chairman wishes to buy, sell or exercise rights in relation to the Black Cat securities, the Chairman must obtain the prior approval of the Board before doing so.

b) Approval to Buy or Sell Securities

- (i) All requests to buy or sell securities as referred to in paragraph 5.1 must include the intended volume of securities to be purchased or sold and an estimated timeframe for the sale or purchase.
- (ii) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase.

c) Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Black Cat securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

d) Key Management Personnel Sales of Securities

Key Management Personnel need to be mindful of the market perception associated with any sale of Black Cat securities and possibly the ability of the market to absorb the volume of volume of shares being sold. With this in mind, the management of the sale of any Black Cat securities by Key Management Personnel needs to be discussed with the Board and the Black Cat's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

e) Exemption from Closed Periods Restrictions Due to Exceptional Circumstance

Personnel who are not in possession of inside information in relation to Black Cat, may be given prior written clearance by the Board to sell or otherwise dispose of Black Cat securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this Policy.

f) Severe Financial Hardship of Exceptional Circumstances

The determination of whether a person is in severe financial hardship will be made by the Board.

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

g) Financial Hardship

Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of Black Cat.



In the interests of an expedient and informed determination by the Board, any application for an exemption allowing the sale of Black Cat securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

h) Exceptional Circumstances

Exceptional circumstances may apply to the disposal of Black Cat securities by personnel if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of Black Cat, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Black Cat securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

3.4 ASX Notification for Directors

The ASX Listing Rules require Black Cat to notify the ASX within 5 business days after any dealing in securities of the Black Cat (either personally or through an Associate) which results in a change in the relevant interests of a director in the securities of Black Cat. Black Cat has made arrangements with each director to ensure that the director promptly discloses to the Company Secretary all the information required by the ASX.

3.5 Hedging or Limiting Economic Risk – Equity Based Remuneration Scheme Securities

Personnel that receive awards of securities (including, but not limited to, shares, performance rights and options) by Black Cat pursuant to an equity-based remuneration scheme (“**Scheme**”) are strictly prohibited from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.

3.6 Effects of Compliance with this Policy

Compliance with these guidelines for trading in Black Cat's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in Black Cat's securities.

4 Review

This Policy will be reviewed annually and updated as required.