



**SANDFIRE**  
RESOURCES

SECURITIES TRADING POLICY

Revised and approved by the Board 30 September 2019

# SECURITIES TRADING POLICY

The Board of Directors of Sandfire Resources and its subsidiaries (Sandfire or the Company) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Sandfire values respect and integrity and is committed to ensuring that its employees and their related parties act appropriately when dealing in securities and do not damage Sandfire's reputation or market confidence in Sandfire securities.

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## 1. Purpose

The purpose of this policy is to:

- provide a summary of the insider trading prohibition to avoid employees breaching the prohibition;
- set out additional prohibitions on Designated Persons (defined below) dealing in Sandfire securities and securities of other entities to avoid insider trading and the reputational damage that may cause to Sandfire; and
- establish a procedure for the dealing in securities that protects Sandfire and its Personnel (defined below) against the misuse of unpublished information which could materially affect the value of Sandfire securities and the value of securities in which Sandfire has an interest.

The rules set out in this policy are designed to assist in preventing breaches of the insider trading provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**) and to enable the Company to satisfy the disclosure requirements of the ASX Listing Rules. Other jurisdictions in which Sandfire operates, has Personnel (defined below), or where Sandfire securities may be traded may also have legal restrictions on trading securities. Ultimately it is the responsibility of the individual to ensure that none of his or her dealings could constitute insider trading in Australia or breach the securities laws of any other relevant jurisdiction.

Securities include shares, options, performance rights, debentures (including convertible notes) and this policy extends to other financial products over Sandfire securities such as warrants and derivative products.

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## 2. Application of this policy

This policy applies to all Directors, employees, consultants and contractors of Sandfire (**Personnel**).

This policy also applies Related Parties of Personnel, being:

- family members who may be expected to influence or be influenced by Sandfire Personnel in their dealings with Sandfire or its securities (for example, spouses, partners, children, the children of partners of Personnel, dependants or their partners' dependents);
- a company or any other entity that Sandfire Personnel have an ability to control;
- a company or trust controlled by Personnel;
- a self-managed superannuation funds for Personnel or their spouse; and
- a trustee where the beneficiaries of the trust include Personnel, their spouse or minor children or minor step children.

Together, Personnel and their Related Parties are Relevant Persons for the purposes of this policy.

Personnel should ensure their Related Parties are made aware:

- of the position they hold to Sandfire;
- the Blackout Periods during which they cannot deal in Sandfire securities; and
- of the other restrictions in this policy that apply to that Personnel, as those restrictions also apply to the activities of the Related Party.

Section 4 contains additional requirements which apply only to persons determined to be Designated Persons (including Directors and Senior Executives).

## 3. Restrictions on dealing in securities

### 3.1 No dealing while in possession of Inside Information

#### *Inside information*

Relevant Persons must not deal in Sandfire securities when:

- they are in possession of Inside Information; or
- the Company is in possession of Inside Information and has notified Relevant Persons that they must not deal in securities (either for a specified period, or until the Company gives further notice).

**Inside Information** is information which the holder of that information knows (or ought to reasonably know) is not generally available to the public and, if it were, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of Sandfire securities (or a decision whether or not to trade in them).

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence a person who commonly invests in securities to either deal or not deal in securities in any way.

All Relevant Persons are prohibited from dealing in the securities of other companies about which they acquire Inside Information through their position with Sandfire (or in the case of Related Parties, their relationship with a member of Personnel). Further detail is provided in section 5.

#### *Dealing*

Dealing in securities is a broad concept and includes:

- buying or selling securities (or entering an agreement to do so);
- procuring another person to deal in securities; or
- passing on any Inside Information to another person for that person's own personal gain by dealing in securities.

### 3.2 No dealing in Blackout Periods

#### *Blackout Periods*

A Relevant Person must not deal in Sandfire securities during any of the following Blackout Periods:

- from the close of trading on the ASX on 30 June each year, or if that date is not a trading day, the last trading day before that day, until the close of trading on the day following the announcement of the Company's full year results to the ASX;
- from the close of trading on the ASX on 31 December each year, or if that date is not a trading day, the last trading day before that day, until close of trading on the day following the announcement of the Company's half-yearly results to the ASX;
- the period from the close of trading on the ASX at the end of each calendar quarter (being the end of March, June, September and December) or if that date is not a trading day, the last trading day before that day, until close of trading on the day following the announcement of the Company's quarterly report to the ASX; and
- any other period that the Board specifies from time to time.

#### *Exceptional Circumstances*

If a Relevant Person need to deal in securities during a Blackout Period due to exceptional circumstances and they are not in possession of Inside Information they must:

- apply in writing (including email) to the Clearance Officer indicated in the table below;
- confirm that they or the Related Party are not in possession of any Inside Information relating to Sandfire; and
- provide sufficient evidence that the proposed dealing is the most reasonable course of action in the circumstances.

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Person	Clearance Officer
Directors (including the Managing Director and Chief Executive Officer (CEO) but not including the Chair of the Board)	Chair of the Board
Chair of the Board	Chair of the Audit Committee and the CEO
All other Relevant Persons	CEO or Chair of the Board

The Clearance Officer may grant or refuse clearance to deal in Sandfire securities and impose conditions on the dealing. The Clearance Officer is not obliged to provide reasons for any aspect of their decision, and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.

If approval to deal is granted, the Relevant Person must undertake the intended dealing within two business days or such longer period the Clearance Officer approves (which may not be longer than one week) following the day clearance is given. If the intended dealing does not occur within this time frame, fresh clearance must be obtained.

Exceptional circumstances will be assessed on a case by case basis within the absolute discretion of the Clearance Officer, and may include:

- severe financial hardship where the Relevant Person has a financial commitment that cannot be satisfied other than by selling Sandfire securities;
- where a Relevant Person has compulsion to deal with securities by Court Order; or
- any other circumstances deemed exceptional by the relevant Clearance Officer.

Unless otherwise specified in the approval notice, any dealing permitted under section 3.2 must comply with the other sections of this policy (to the extent applicable).

### 3.3 No short-term dealing

Relevant Persons must not deal in Sandfire securities on a short-term trading basis or engage in short selling any Sandfire securities.

Short-term trading includes buying and selling securities with a 3 month period, and entering into other short-term dealings (for example, transactions in derivative markets involving exchange traded options, share warrants, contracts for difference and other similar instruments, which are short term or speculative).

### 3.4 No short selling

Relevant Persons must not engage in short selling of Sandfire securities.

Short selling involves a person borrowing a security and selling it in the hope that they will be able to buy it back at a lower price at some point in the future and close out their short position at a profit.

### 3.5 No margin lending arrangements and stock lending

Any dealing in Sandfire securities by Relevant Persons pursuant to a margin lending arrangement is prohibited. This includes:

- entering into a margin lending arrangement in respect of the Company's securities;
- transferring securities in the Company into an existing margin loan account; and
- selling securities in the Company to satisfy a call pursuant to a margin loan.

In addition, stock lending or any other arrangements involving Sandfire securities where the lender or other third party is granted a right to sell, or compel the sale of all or part of any Sandfire securities is also prohibited.

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## 3.6 Hedging

Hedging includes entering into transactions in financial products (through the use of derivatives or otherwise) that operate to limit the economic risk associated with holding Sandfire securities.

Hedging of Sandfire securities by a Relevant Person is subject to the following overriding prohibitions:

- the hedge transaction must not be entered into, renewed, altered or closed out when the Relevant Person is in possession of inside information; and
- Relevant Person who participate in an employee, executive or director equity plan operated by Sandfire must not enter into any hedging arrangement that limits the economic risk of holding Sandfire securities allocated under such plan while those securities remain subject to the rules of that plan or are subject to a holding lock.

Relevant Persons are permitted to hedge their vested and unrestricted Sandfire securities on the following conditions:

- the hedge transaction is treated as a dealing in Sandfire securities for the purposes of this policy, and the relevant approvals and notifications are made on this basis; and
- if the Relevant Person is also a Designated Person, the relevant requirements under section 4 of this policy have been satisfied.

Where a Relevant Person enters into a hedging arrangement in respect of Company securities, the Company may, where appropriate, disclose the fact and nature of the hedge (for example in its Annual report or to ASX).

## 3.7 Exclusions

Sections 3.2 and 4 of this policy do not apply to:

- a. Participation in an employee, executive or director equity plan operated by Sandfire (for example applying for an allocation of securities under an employee equity plan offer). However, where securities in the Company granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this policy.
- b. The following categories of passive trades:
  - acquisition of Sandfire securities through a dividend reinvestment plan;
  - acquisition of Sandfire securities through a share purchase plan available to all retail shareholders;
  - acquisition of Sandfire securities through a rights issue or during the period where a disclosure document (for example a prospectus) is in place; and
  - the disposal of Sandfire securities through the acceptance of a takeover offer.
- c. Dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of Sandfire securities held into a superannuation fund or trust of which the Relevant Person is a beneficiary).
- d. Trading under a pre-approved non-discretionary trading plan, where Personnel did not enter into the plan or amend the plan during a Blackout Period, the plan does not permit the Relevant Person to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a Blackout Period, other than in exceptional circumstances.

However, such dealings are still subject to the insider trading restrictions of this policy where applicable and Personnel should consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with the dealing.

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## 4. Additional Trading Restrictions

### 4.1 Designated Persons

This section applies to Designated Persons, which include:

- Directors and their Related Parties
- Senior Executives (including the Company Secretary) and their Related Parties.

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Designated Persons must obtain prior approval for any dealings. The following table sets out the Designated Persons and who may provide approval:

Designated Person	Person giving approval
Directors	Chair of the Board
Chair of the Board	Chair of the Audit Committee and CEO
Senior Executives	CEO or Chair of the Board

If a Designated Person wishes to deal in securities during any period that is not a Blackout Period under section 3.2 of this policy and is not in possession of Inside Information, the Designated Person must, prior to any proposed dealing:

- submit a Notification of Intended Trading form to the Company Secretary confirming that they or their Related Party are not in possession of any Inside Information;
- obtain approval from the person indicated in the table above;
- undertake the intended dealing within two business days or such longer period the person granting clearance approves (which may not be longer than a week) following the day clearance is given; and
- advise the Company Secretary promptly when trading has occurred. Directors should note that Sandfire is required to notify the ASX of any dealings by directors in Sandfire securities within five business days of the dealing taking place.

A request for approval to deal will be answered as soon as practicable. The approver may grant or refuse the request and impose conditions on the dealing at their discretion. The approver is not obliged to provide reasons for any aspect of their decision, and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.

## 5. Dealing in other companies' securities

While in general a Relevant Person is free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings not only in the Company's securities but also in those of other listed companies with which Sandfire may be dealing or working with (including Sandfire's customers, contractors or business partners) where a relevant Person possesses Inside Information in relation to that company.

A Relevant Person must not deal in the securities of the other company if they are aware of Inside Information in relation to that company. If you are in any doubt, consult the Company Secretary.

Sandfire may also publish from time to time a list of securities in other companies which Relevant Persons are prohibited from dealing in due to the Company being in possession of Inside Information in respect of those companies (Restricted Securities List). Relevant Persons must not at any time deal in securities on the Restricted Securities List.

## 6. Breaches of this policy

Breaches of this policy will be regarded by Sandfire as serious and will be subject to appropriate sanctions. Any person who breaches this policy could face disciplinary action (including forfeiture of securities subject to an employee, executive or director equity plan operated by Sandfire and/or suspension or termination of employment of Personnel).

Independently, breaches of the insider trading laws in the Corporations Act have serious consequences for Relevant Persons. Penalties under the Corporations Act include financial penalties, imprisonment and civil liabilities. In addition, insider trading or the appearance of insider trading could also lead to significant reputational damage for Sandfire. Personnel must immediately report any actual or suspected breaches of this policy to their immediate supervisor, the Company Secretary, the Managing Director and Chief Executive Officer or anonymously via Sandfire's Whistleblower Hotline service.

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The Company will investigate all reported actual or suspected breaches of this policy.

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### **7. More Information**

Any person who has queries about this policy should contact the Company Secretary.

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### **8. Review**

This policy is reviewed every two years, or when relevant regulatory changes occur.

## **SANDFIRE RESOURCES**

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