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Sandfire Resources NL

Code of Conduct and Trading Policy

Glossary

In this document, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by it, as the context may require;

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX;

CEO means the chief executive officer;

Chairman means the chairman of the Board;

Closed Period has the meaning given in paragraph 6.2;

Corporations Act means the *Corporations Act 2001* (Cth);

Designated Officer has the meaning given in paragraph 6.5;

Key Management Personnel means each person having authority and responsibility for planning, directing and controlling the activities of SFR, directly or indirectly, including:

- (a) each director (executive and non-executive) of SFR;
- (b) the chief financial officer and company secretary of SFR;
- (c) senior management; and
- (d) any other person designated by the Board from time to time;

Non-Discretionary Trading Plan means a trading plan, entered into outside of a Closed Period with the prior written clearance of the Designated Officer under the trading policy, which does not permit the SFR Person to exercise any influence or discretion over how, when or whether to trade;

SFR or Company means Sandfire Resources NL ACN 105 154 185;

SFR Person means each director, officer and employee of SFR and each contractor and consultant to SFR whose terms of engagement apply the SFR code of conduct and trading policy to them;

SFR Securities means all securities issued by SFR from time to time including ordinary shares, preference shares, options, rights, debentures and convertible notes; and



1 Introduction

This code of conduct sets ethical standards for directors and employees of the Company and imposes constraints in respect of dealing in SFR Securities.

2 Code of conduct

2.1 SFR's code of conduct (**the code**) applies to all SFR Persons.

2.2 Adherence to the code is a term of employment with SFR. A breach of the code by any SFR employee may be subject to disciplinary action including termination of employment.

2.3 SFR acknowledges that it has responsibilities to shareholders, employees, customers, suppliers, creditors, consumers and the broader community. By maintaining compliance with the code, SFR will maintain a high standard of integrity and investor confidence.

2.4 SFR Persons must:

- (1) act with high standards of honesty, integrity, fairness and equity in all aspects of their employment or consultancy with SFR;
- (2) comply with all laws and regulations which govern the operation of SFR, its business environment and its employment practices;
- (3) comply with this policy on dealing in SFR Securities;
- (4) not knowingly participate in any illegal or unethical activity;
- (5) not enter into any arrangement or participate in any activity that would conflict with the interests of SFR or prejudice the performance of professional duties;
- (6) actively promote compliance with laws, rules, regulations and the code;
- (7) not do anything which would be likely to negatively affect SFR's reputation; and
- (8) not take advantage of property, information or their position (or opportunities arising from these) for personal gain or to compete with SFR.

2.5 SFR seeks to meet the expectations of its stakeholders and to respond appropriately to its economic, social and governance responsibilities.

2.6 SFR and SFR Persons must comply with all relevant laws and regulations as set out in any relevant SFR policy regarding workplace diversity and equal opportunity. SFR Persons must also comply with any relevant policy regarding occupational health and safety. SFR will endeavour to ensure that all employees are treated in a fair, equitable and honest way.

2.7 SFR Persons must comply with any relevant policy regarding privacy that regulates the handling of any personal information that SFR collects.

2.8 SFR also requires SFR Persons to comply with other relevant policies issued from time to time including but not limited to policies regarding:

- (1) environmental management;
- (2) external directorships and company secretarial roles;



- (3) electronic mail;
- (4) internet use;
- (5) acceptance of business courtesies;
- (6) fraud;
- (7) drug and alcohol use;
- (8) dress code;
- (9) media communications;
- (10) employee physical security; and
- (11) procurement and purchasing.

2.9 SFR Persons are encouraged to report violations of the code to their supervisor or CEO or the chairman of the Audit and Risk Committee. SFR Persons will not be disadvantaged in any way for reporting violations of the code and those matters will be dealt with promptly and fairly.

3 Trading in SFR Securities

3.1 This policy imposes constraints on SFR Persons dealing in SFR Securities. It also imposes disclosure requirements on directors.

3.2 In this policy the phrase to 'deal in' means to subscribe for, purchase or sell SFR Securities or an interest in them, enter into an agreement for that purpose or procure another person to do so.

3.3 For the purposes of this policy, SFR Persons dealing in SFR Securities includes associates of SFR Persons dealing in SFR Securities. It is incumbent on each SFR Person to ensure that an associate does not deal in circumstances where the dealing could be attributed to the SFR Person concerned and would involve a contravention of this policy if the dealing had been undertaken by the SFR Person concerned. Associates include your relatives, entities which you control and entities you are acting in concert with.

3.4 The objectives of this policy are to:

- (1) minimise the risk of SFR Persons contravening the laws against insider trading;
- (2) assist the Company in meeting its reporting obligations under the ASX Listing Rules; and
- (3) increase transparency with respect to trading in SFR Securities by Key Management Personnel.

3.5 In order to achieve these objectives, SFR Persons should treat this policy as binding on them in the absence of any specific exemption by the Board.

4 Statutory prohibitions

4.1 The Corporations Act prohibits persons who are in possession of inside information in relation to particular securities from:



- (1) dealing in the securities; or
 - (2) communicating the information to others who might deal in the securities.
- 4.2 Inside information is any information in relation to securities that is not generally available and that, if it were generally available, a reasonable person would expect to have a material affect on the price or value of the relevant securities. Such inside information extends to include matters of supposition and matters relating to the intentions or likely intentions of a person.
- 4.3 Information is 'generally available' if, amongst other things, it consists of readily observable matter or it has been brought to the attention of investors by an ASX announcement and a reasonable period for its dissemination has elapsed since the announcement.

5 General prohibition

- 5.1 SFR Persons will from time to time be in a situation where they are in possession of inside information that is not generally available to the public.
- 5.2 An SFR Person who possesses inside information concerning SFR Securities is prohibited at any time from dealing in SFR Securities, irrespective of whether this policy provides that dealing could occur outside a Closed Period, or whether it is excluded from the operation of this policy.
- 5.3 The Company may also publish from time to time a list of securities in other companies which SFR Persons are prohibited from dealing in due to the Company being in possession of inside information in respect of those companies (**Restricted Securities List**). SFR Persons must not at any time deal in securities on the Restricted Securities List.
- 5.4 SFR takes compliance with this policy seriously. Any breach of this policy by any SFR Person will be regarded as a breach of that SFR Person's employment or other contract (as appropriate) and may result in termination.
- 5.5 The Corporations Act imposes severe penalties (both criminal and civil) on persons who conduct insider-trading activities.

6 Trading in SFR Securities by Key Management Personnel

- 6.1 Key Management Personnel must not deal in SFR Securities at any time when they possess inside information in relation to SFR Securities.
- 6.2 Key Management Personnel must not deal in SFR Securities during the 4 week period preceding and 24 hours following the announcement of SFR's annual or half-yearly results and during any additional periods which are imposed by SFR from time to time when it is considering matters which are subject to Listing Rule 3.1A (**Closed Periods**).
- 6.3 Outside of the Closed Periods, Key Management Personnel may seek approval to deal in SFR Securities.
- 6.4 Key Management Personnel are required to seek written clearance from the Chairman (or in the absence of the Chairman, or in the case of the Chairman, the Chief Executive Officer (**Designated Officer**) prior to initiating any dealings in SFR Securities. Permission must be requested in writing (which includes email) and Key Management Personnel must confirm that they do not have any inside information acquired as a result of their employment with SFR or otherwise. Approval of the Designated Officer is required in order to complete the intended trade, which should not be unreasonably withheld. Any prior clearance to trade



- must specify the duration for which the person is approved to trade the securities and must be in writing (including email).
- 6.5 Key Management Personnel are required to seek written clearance from the Designated Officer prior to entering into an arrangement or agreement that provides a lender with a right over their interests in SFR Securities which they hold. Permission must be requested in writing (which includes email) and approval of the Designated Officer is required in order to complete the intended arrangements, which should not be unreasonably withheld. Any prior clearance must specify the duration for which the person is approved to enter into such arrangements and must be in writing.
- 6.6 Key Management Personnel are required to seek written clearance from the Designated Officer prior to entering into, amending or cancelling a Non-Discretionary Trading Plan. Permission must be requested in writing (which includes email) and approval of the Designated Officer is required in order to complete the intended action, which should not be unreasonably withheld. Any prior written clearance must specify the duration for which the person is approved to complete such action and must be in writing. Clearance will not be granted during a Closed Period except in exceptional circumstances.
- 6.7 Clearance by the Designated Officer is intended as a compliance monitoring function only and is not an endorsement of the proposed dealing. Key Management Personnel remain responsible for their own investment decisions and compliance with the law.
- 6.8 Directors must notify the Company secretary immediately on acquiring or disposing of a relevant interest in any SFR Securities or entering into, varying or terminating a contract under which they are entitled to a benefit and that confer a right to call for or deliver SFR Securities to enable those details to be disclosed to the ASX announcements platform in accordance with the ASX Listing Rules.
- 6.9 SFR Persons must not communicate inside information to a person who they reasonably suspect may deal in SFR Securities or recommend or suggest to any person the buying or selling of SFR Securities on the basis of inside information.
- 6.10 Key Management Personnel should endeavour to ensure that external advisers who may receive inside information are bound by confidentiality agreements.
- 6.11 SFR Persons must not:
- (1) trade in financial products issued or created over SFR Securities; or
 - (2) enter into transactions in associated products which operate to limit the economic risk of security holdings in the Company.

7 Notification in dealing in securities

- 7.1 The ASX Listing Rules require the Company to notify the ASX of dealings in SFR Securities by directors within 5 business days. Three appendices 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.
- 7.2 The Corporations Act also requires a director of a listed company to notify the ASX within 14 days of acquiring or disposing of a relevant interest in any securities of the Company. This is an obligation of the director and not the Company. There is no prescribed form for such notifications, however the notice must specify the number of securities involved and the circumstances giving rise to the relevant interest in the securities. ASIC have granted relief from these requirements where notifications are made by the Company under the Listing Rules.



8 Trading in exceptional circumstances

- 8.1 Key Management Personnel may be granted prior written clearance to sell or otherwise dispose of SFR Securities during Closed Periods where the person is in severe financial hardship or there are other exceptional circumstances.
- 8.2 A person may be in severe financial hardship if:
- (1) he or she has a pressing financial commitment that cannot be satisfied other than by selling the relevant SFR Securities; or
 - (2) if the person is required by a court order or there are court enforceable undertakings.
- 8.3 The person seeking clearance to deal must satisfy the Designated Officer that they do not possess inside information, are in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant SFR Securities is the only reasonable course of action available to them.

9 Excluded trades

- 9.1 The following types of dealing are excluded from the operation of this trading policy:
- (1) transfers of SFR Securities already held in a superannuation fund or other saving scheme in which the restricted person is a beneficiary where the investments of the fund are made at the discretion of a third party;
 - (2) an investment in, or dealing in units of, a fund or other scheme (other than a scheme only investing in SFR Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (3) where a restricted person is a trustee, trading in SFR Securities 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;
 - (4) undertakings to accept, or the acceptance of, a takeover offer;
 - (5) dealing 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;
 - (6) a disposal of SFR Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
 - (7) the exercise (but not the sale of SFR Securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security; and
 - (8) trading under a Non-Discretionary Trading Plan outside of a Closed Period.
- 9.2 The Board of SFR has absolute discretion to prohibit SFR Persons from dealing in SFR Securities at any time.



10 Review

- 10.1 New directors, employees and contractors are made aware of the requirements of this code of conduct and trading policy as part of their appointment and induction process.
- 10.2 From time to time the Board or Company secretary may issue notices and provide training to directors, senior management, employees and contractors to remind them of their obligations under the insider trading provisions and their compliance with this code of conduct. The Board will regularly monitor compliance with the code of conduct.

11 Material changes to the trading policy

- 11.1 SFR will submit an amended trading policy to ASX for release to the market in the following circumstances:
 - (1) changes to the Closed Periods specified in the trading policy when SFR's Key Management Personnel are prohibited from trading in the SFR Securities;
 - (2) changes with respect to the dealing that is excluded from the operation of the trading policy; and
 - (3) changes with respect to exceptional circumstances in which SFR's Key Management Personnel may be permitted to deal during a Closed Period.