



## CODE FOR DEALING IN SECURITIES

### 1. INTRODUCTION

This Code for Dealing in Securities (“**Code**”) sets out the requirements for Directors, employees, consultants and contractors of Minemakers Limited (collectively “**Minemakers Personnel**”) dealing in Minemakers securities. In order to ensure that Minemakers Personnel do not inadvertently breach the insider trading provisions of the Australian Corporations Act, Minemakers Personnel are only permitted to deal in Minemakers securities in limited circumstances determined by this Code. These limited circumstances are called “**trading windows**” and are determined by the provisions of this Code.

Even during trading windows, a securities dealing clearance request form must be submitted to and approved by the Managing Director, or in his absence, the Company Secretary, prior to any dealing in Minemakers securities.

Subject to the overriding restriction that persons may not deal in any securities when they are in possession of inside information, Minemakers Personnel may not deal in Minemakers securities during certain periods as set out in this Code.

### 2. PROHIBITED CONDUCT UNDER INSIDER TRADING PROVISIONS

#### 2.1 The Company

(a) As a matter of law, all Minemakers Personnel must not deal (meaning any change whatsoever including, but not limited to, any sale, purchase, exercise of options (even if due to expire), discharge of any right or obligation, or transfer) in Minemakers securities where:

- they possess information which is not generally available;
- that information may have a material effect on the price or value of Minemakers securities; and
- they know or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the price of Minemakers securities,

as such information constitutes inside information.

- (b) Minemakers Personnel with inside information must comply with Minemakers' Policy in relation to insider trading which has been approved by the Board.

## **2.2 Other Companies**

The laws regarding insider trading extend to dealings in securities of any companies about which a person possesses material price sensitive information which is not generally available including for example, companies in a joint venture with Minemakers.

### **3. POLICY FOR DEALING IN SECURITIES**

Subject to the restriction that no Minemakers Personnel must deal in any securities when they are in possession of inside information, the following restrictions also apply:

- (a) No Minemakers Personnel are permitted to deal in Minemakers securities two weeks before the release of Minemakers' quarterly reports, half yearly financial and annual financial results.
- (b) No Minemakers Personnel are permitted to deal in Minemakers securities on the day of release or the day immediately following the release of quarterly, half yearly or annual financial results, or of market sensitive releases to the ASX.
- (c) No Minemakers Personnel are permitted to deal in Minemakers securities during a trading window when there exists any matter which constitutes inside information in relation to Minemakers securities (whether or not such person has knowledge of such matter) and the proposed dealing would (if permitted) take place before the time when it has become reasonably probable that an announcement will be required in relation to that matter. This is a measure for the benefit and protection of Minemakers Personnel and Minemakers to ensure dealing in Minemakers securities by Minemakers Personnel is, at all times, transparent and free of any potential controversy.

Company options for ordinary shares may only be exercised in accordance with the terms and conditions of those options and in accordance with the requirements governing their issue, and, further, in accordance with this Code. In addition, any dealing of Minemakers securities acquired upon exercise of options must only occur in accordance with this Code.

Where options are held by any Minemakers Personnel and the expiry date of those options is imminent, special permission for exercise may need to be obtained from the relevant stock exchanges on which the Company is listed if the application of this Code would otherwise prevent exercise of those options.

**4. CLEARANCE REQUEST**

All Minemakers Personnel wishing to deal in Minemakers securities within a trading window must make a formal request for approval on a Securities Dealing Clearance Request in the form attached. The Managing Director, or in his absence, the Company Secretary, will determine such request (except in the case of his own securities, in which case an Executive Director must approve the proposed dealing).

**5. GENERAL OBSERVATIONS**

A register of such requests and approvals or denials will be maintained by the Company Secretary.

If any Minemakers person possesses inside information that is not generally available, such person is prohibited from procuring any other person to deal in those securities and from directly or indirectly communicating the information to another person who the Minemakers person believes is likely to deal in, or procure another person to deal in, those securities.

It is important that any Minemakers person who possesses inside information that is not generally available does not recommend or otherwise suggest to any person or associates (including a spouse, relative, friend or any trustee of a trust or family company) to deal in Minemakers securities.

Accordingly, this Code applies equally to persons acting for Minemakers Personnel or with whom it may appear Minemakers Personnel may communicate the inside information – that is, the spouse, children, family trusts, family companies of Minemakers Personnel or other associates of Minemakers Personnel must not deal in Minemakers securities otherwise than in accordance with this Code.

Minemakers Personnel should also ensure that before any external body of which they are a member, director, representative or trustee (for example, personal or family superannuation funds) undertakes any transaction regarding Minemakers securities, that any dealing in Minemakers securities complies with this Code.

This Code will be administered by the Company Secretary who is available to answer any questions you may have in relation to it. However, neither Minemakers nor the Company Secretary is to be held responsible for any answers or any act or omission by you in reliance on those answers. It is your responsibility to comply with the law so if you are in any doubt you should obtain your own legal advice.

Any approval shall be valid for three trading days. A separate request for approval must be made for any extension/s and this extension/s can only be valid for three trading days each time.

This Code is subject to regular review by the Board and will be amended as and when appropriate.

Andrew Drummond  
**Managing Director**

16 February 2010



## SECURITIES DEALING CLEARANCE REQUEST

Before dealing in any Minemakers shares or options (“Securities”), you are required to obtain clearance. Please forward this request to the Managing Director, or in his absence, the Company Secretary.

<b>Name:</b>	
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<b>Position:</b>	
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I request clearance to trade Minemakers Securities which are held or proposed to be held by me personally and/or by connected parties.

**I understand that I will automatically be refused clearance to deal in some situations without explanation. I confirm that I will not deal in Minemakers Securities until clearance is given. I confirm that I am not in possession of unpublished inside information.**

<b>Signed:</b>	<b>Date:</b>
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This form is valid for a period of **3 trading days from the date of approval**. After this time, clearance will lapse and a further request will need to be completed. This form will be returned to you with the period of validation completed if approval has been granted.

**For Completion on behalf of the Managing Director/Company Secretary**

Approval for the above dealings	<input style="width: 30px; height: 20px;" type="checkbox"/>	has been cleared for a period of 3 business days	<i>For office use</i>
	<input style="width: 30px; height: 20px;" type="checkbox"/>	has been refused	

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_