

CORPORATE GOVERNANCE

Securities Trading Policy

1 Purpose

In order to preserve the reputation and integrity of Argentina Mining Limited (**AML**), it is vital that when people associated with AML deal in AML securities those dealings are not only fair, but are seen to be fair. When directors and employees deal in securities of AML they must be sure that it does not reflect badly on them or AML. The following policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise.

The general scheme of this policy regarding allowable dealings by directors, employees, advisers and consultants (**Applicable Persons**) and their related parties (spouses, de facto spouses, parents and children) (**Related Persons**) in AML securities is that those persons should:

- never engage in short term trading of AML securities;
- not deal in AML securities while in possession of Inside Information (defined below);
- in certain circumstances, notify the company secretary of any intended transactions involving AML securities; and
- ensure any of their buying or selling of AML securities occurs outside of Prohibited Periods (defined below) unless prior written clearance is obtained in accordance with this policy.

2 Overview of insider trading provisions of the Corporations Act

Under the *Corporations Act 2001* (Cth) (**Corporations Act**), it is illegal for anybody to deal in any securities of a body corporate (including AML), when in possession of information that the person knows, or ought reasonably to know:

- is not generally available (including information that AML has not disclosed to the market in accordance with AML's disclosure policy); and
- might have a material effect on the price or value of those securities if it was generally available,

(Inside Information).

This prohibition extends to procuring another person to deal, and, in the case of securities of listed corporations, extends to communicating the Inside Information to another person, if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in the securities in question or procure another person to do so.

Examples of **information** that may be Inside Information include:

- the status of major regulatory approvals sought by AML;
- the outcome of studies related to AML's assets;
- drilling results;
- the financial performance of AML;
- AML's capital structure, such as a proposed dividend or issue of securities;
- actual or proposed major acquisitions and disposals of AML's assets;
- an actual or proposed takeover or merger;
- major claims against AML; or
- entering into or terminating a major contract.

For the purpose of this policy:

- **dealing** includes applying for, acquiring or disposing of, or entering into an agreement to apply for, acquire or sell, securities, and “deal” has a corresponding meaning;
- **securities** include shares, derivatives and other financial products that can be traded on a financial market including financial products issued or created over AML securities by third parties and products which operate to limit economic risk in securities holdings in AML; and
- **key management personnel** means a director, the managing director, the company secretary, employees with the title “Manager” and any other person from time to time notified by the Board.

3 Confidentiality and Inside Information

While in possession of Inside Information about AML or any other company, Applicable Persons must not:

- deal in the relevant company’s securities; or
- procure, encourage, incite or induce any other person to deal in that company’s securities.

While Applicable Persons are more likely to be in possession of Inside Information about AML than other listed companies, it is possible that Applicable Persons may obtain Inside Information about another company through the course of their employment (eg knowledge that AML and another listed company are involved in negotiations over a large contract). In these circumstances, it is equally important for Applicable Persons to adhere to the restrictions set out above as AML’s reputation has the potential to be affected by any unauthorised dealings in the other company’s securities.

While it is acknowledged that Applicable Persons may have no control over Related Persons, dealings in AML securities by Related Persons has the potential to cause reputational damage to AML. As a result, Applicable Persons are encouraged to counsel their Related Persons to comply with the restrictions set out above.

4 Dealing with security analysts, institutional investors and journalists

Applicable Persons may be exposed to persons outside AML such as security analysts, institutional investors and journalists. It is important that Applicable Persons are aware that selective disclosure of non-public information may result in a breach of the insider trading rules. Thus, if a report containing material non-public information concerning AML was communicated only to local or trade journalists and if full public disclosure of the information was not made at the same time, it is possible that this may give rise to breach of the Corporations Act.

It is important to stress that it is the mere fact of conveyance of the material non-public information that gives rise to liability, not the manner in which it is conveyed. For example, the confirmation of an analyst’s educated guess about a situation not known to the general public may be just as much a violation as the direct conveyance of information to an analyst. This is clearly the case even if the analyst’s case is based upon his or her independent and creative analysis of publicly available information.

Expressing subjective attitudes about AML’s performance or by calling attention to disparate pieces of information not available as an aggregate to the general public may also be a breach of this policy or the Corporations Act. It is essential to avoid the indirect conveyance of information by any means whatsoever.

If during the course of a discussion with an analyst, journalist or other outsider, material non-public information concerning AML is disclosed, inadvertently or otherwise, the recipient of the information

should be informed of its non-public nature and cautioned against its use unless and until AML has made full public disclosure of that information. The company secretary should be notified of the situation immediately so that a decision can be made regarding disclosure of the information. In view of the pitfalls inherent in responding to analysts' projections and questions regarding previously undisclosed operating results or other developments, no comment at all should be made on these matters except to correct serious factual errors in situations in which the facts are in the public domain.

5 Restriction on trading

In addition to the overriding prohibition on dealing when a person is in possession of Inside Information, Applicable Persons are at all times prohibited from dealing in AML securities except for:

- each period of 30 days immediately following each date upon which AML gives to the ASX its preliminary final statement;
- each period of 30 days immediately following each date upon which AML gives to the ASX its half-yearly and quarterly reports;
- each period of 30 days immediately following each date upon which AML holds its annual general meeting; and
- each period of 30 days immediately after the lodgement of a disclosure document with ASIC,

(the periods falling outside the 30 day periods listed above being Closed Periods).

Applicable Persons are also encouraged to counsel their Related Persons to comply with these restrictions.

The Board may seek information from key management personnel about their level of ownership of AML securities and about any encumbrances or margin loans given in respect of those securities. The Board may also require them to keep the company secretary informed of changes to information provided.

The Board may, on application, exempt an Applicable Person or their Related Persons from this prohibition in exceptional circumstances (see **section 9**).

6 Board's discretion

The Board has an absolute discretion to place restrictions on some or all Applicable Persons and their Related Persons trading in AML securities at any time (these periods and the Closed Periods collectively being the **Prohibited Periods**).

7 Short-term trading

In order to prevent the unfair use of information, Applicable Persons and their Related Persons are generally prohibited from short-term trading at all times. Short-term trading is a purchase and sale of the same securities within a six month period.

The Board may, on application, exempt an Applicable Person or their Related Persons from this prohibition in exceptional circumstances (see **section 9**).

8 Certain dealings excluded from policy

The following dealings in AML securities involving Applicable Persons (and/or their Related Persons) are excluded from the operation of this policy:

- being issued securities in AML under:
 - a rights issue;
 - a dividend reinvestment plan;
 - a security purchase plan; or
 - an employee option plan, employee share acquisition scheme, executive share acquisition plan or similar arrangement;
- disposing of securities:
 - under a buy back or capital reduction made available to most or all AML security holders; or
 - as a result of a secured lender exercising their right under a margin lending arrangement;
- disposing of entitlements under a renounceable pro rata rights issue;
- accepting (or undertaking to accept) an offer under a takeover bid, disposing of securities under a scheme of arrangement or agreeing to cancel options over unissued shares in AML in conjunction with a change of control transaction;
- transferring AML securities to a superannuation fund or other saving scheme in which the Applicable Person or Related Person is a beneficiary;
- investing in, or trading in units of, a fund or other scheme (other than a scheme investing only in AML securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- entering into a transaction where the beneficial interest in AML securities will not change; and
- exercising an option over AML shares, exercising a right under an employee incentive scheme or converting a convertible security in AML:
 - outside a Prohibited Period; or
 - where the final date for exercising the option or right falls during a Prohibited Period and the Applicable Person or Relevant Person could not reasonably have been expected to exercise the option or right at a time outside of a Prohibited Period.

9 Exemption to deal during a Prohibited Period

9.1 Key management personnel

The Board may, in exceptional circumstances only, give prior written clearance to any member of key management personnel or their Related Persons to deal in AML securities during a Prohibited Period.

The Board may provide a written clearance by:

- resolving to approve the clearance at a Board meeting and authorising a person (such as the company secretary) to provide the relevant member of key management personnel with written details of the confirmation, including any terms approved by the Board;
- each director signing a written resolution approving the clearance on the same terms; or
- each director confirming by email that they consent to the clearance on the same terms.

9.2 Other Applicable Persons

Any two of the chair, managing director and any director of AML may, in exceptional circumstances only, give prior written clearance to any Applicable Person (who is not a member of key management personnel) or their Related Persons to deal in AML securities during a Prohibited Period.

9.3 Exceptional circumstances

Examples of exceptional circumstances include, but are not limited to:

- severe financial hardship; or
- court orders requiring the sale of the securities in question.

9.4 Requests for prior clearance

A request for prior clearance must be made by the relevant Applicable Person and provided to the company secretary for distribution to the Board (in the case of key management personnel) or the relevant AML officers (in the case of other Applicable Persons). If the relevant Applicable Person (and/or their Related Persons) is granted clearance, the relevant Applicable Person must comply (or procure that their Related Persons comply) with any terms imposed by the Board or relevant AML officers (such as the effective period of the clearance).

Prior clearance will not be granted if the Board or relevant AML officers (as applicable) consider that AML is currently in possession of Inside Information.

All Applicable Persons and Related Persons that are granted prior clearance must promptly provide the company secretary with full details of any dealing made in reliance of the clearance.

10 Margin lending

Applicable Persons should ensure that when arranging finance either for themselves or through their Related Persons, where securities in AML are provided as collateral, such obligations do not conflict with their obligations under this policy. In particular, Applicable Persons should ensure that the terms of any margin lending arrangements do not require dealings in AML securities at such time when Applicable Persons are prohibited from dealing in AML securities.

Within ten days of an Applicable Person or a Related Person entering into a margin lending arrangement involving AML securities, the relevant Applicable Person must provide the company secretary with the following information:

- the number of AML securities that are subject to such arrangement;
- the trigger events for disposal of such securities; and
- any other information that may be relevant to AML's continuous disclosure obligations, including the ability of the Applicable Person or the Related Person (as applicable) to meet any margin call.

If an Applicable Person has provided details of any margin lending arrangements, it must keep the company secretary informed of any change in circumstances that may be relevant to AML's continuous disclosure obligations.

11 Derivatives

Key management personnel may only enter into transactions involving derivatives (as defined in section 761D of the Corporations Act) (**Derivatives**) in respect of AML securities (including shares, performance options and performance rights) if the following criteria are satisfied:

- the relevant securities are fully vested;
- the Derivative has a maturity date that falls outside a Prohibited Period;
- AML is not a counterparty to the Derivative;
- the Derivative is used for the purposes of protecting the value of an asset supporting a loan taken out for the exercise price of options granted by AML or to protect the value of the security in respect of tax liabilities that may become due and payable; and
- the Derivative transaction complies with all applicable laws.

The notification rules in **section 12** of this policy apply to the use of Derivatives. At the time of making a notification, the relevant member of key management personnel must also provide evidence that the criteria set out above have been satisfied.

12 Notification rules in relation to dealing in AML securities

12.1 Key management personnel

In addition to complying with any requirement under **section 9.1** to obtain prior written clearance, key management personnel are required to notify AML of **all intended dealings** in AML securities by themselves or, if they are aware, their Related Persons, three days before such intended dealings. This should be done by written notice to the company secretary outlining:

- the name of the security holder;
- the proposed date of dealing;
- the type of proposed transaction (purchase, sale, etc.); and
- the number of securities involved.

Following completion of the proposed dealing, the relevant member of key management personnel must provide confirmation to the company secretary that the dealing has occurred, and details of the price per security, within three days of the dealing.

12.2 Other Applicable Persons

In addition to complying with the requirements of **section 9.2**, Applicable Persons (excluding key management personnel) are required to notify AML of intended dealings in AML securities by themselves or, if they are aware, their Related Persons, **during a Prohibited Period** three days before such intended dealings. This should be done by written notice to the company secretary outlining:

- the name of the security holder;
- the proposed date of dealing;
- the type of proposed transaction (purchase, sale, etc.); and
- the number of securities involved.

Following completion of the proposed dealing, the relevant Applicable Person must provide confirmation to the company secretary that the dealing has occurred, and details of the price per security, within three days of the dealing.

Applicable Persons (excluding key management personnel) are not required to notify AML of intended dealings in AML securities by themselves or, if they are aware, their Related Persons, outside of a

Prohibited Period. However, Applicable Persons must provide the company secretary with details about the dealing within three days of the dealing.

12.3 Directors

In addition to the requirements set out in **section 12.1**, within three business days of:

- the director’s appointment;
- a change to the director’s interest in AML securities; or
- the effective date of the director’s resignation as a director of AML,

the director must either complete, or provide sufficient information for the company secretary to complete, either an Appendix 3X, 3Y or 3Z (as applicable) to be filed with the ASX for the purposes of section 205G of the Corporations Act and ASX Listing Rule 3.19A.

13 Disclosure

In order to maintain transparency, this policy is to be disclosed in the annual report and be made publicly available consistent with AML’s disclosure policy.

14 Breaches of policy

Any breaches of this policy will be severely dealt with and may lead to summary termination.

All Applicable Persons will be provided with a copy of this policy and within ten days are required to provide the company secretary with a signed acknowledgement in the form attached in the annexure.

Annexure - Form of acknowledgement

To: Argentina Mining Limited (**AML**)

Attention: Company Secretary

Securities Trading Policy

I have been supplied with a copy of AML’s securities trading policy.

I have read and considered the contents of the policy.

I give my unqualified undertaking to be bound by and comply with the letter and the spirit of the policy in all my dealings with or on behalf of AML.

Signature: _____

Name: _____

Position: _____

Location: _____

Date: _____