

SECURITIES TRADING POLICY

VERSION NO.	1.0
RESPONSIBLE PERSON/S	Board

VERSION HISTORY				
VERSION	APPROVED BY	REVISION DATE	DESCRIPTION OF CHANGE	AUTHOR/S
1.0	Board	June 2020	New Policy	-

1.0 PURPOSE AND APPLICATION OF THIS POLICY

Arafura Rare Earths Limited (**Arafura or Company**) has adopted this Securities Trading Policy in order to comply with ASX Listing Rule 12.9.

- (a) The *Corporations Act 2001 (Cth)* (**Corporations Act**) prohibits the trading in shares, options, debentures (including convertible notes) and other securities (**securities**) of a company by any person who is in possession of price sensitive information regarding that company that is not generally available. The Corporations Act:
- (i) imposes substantial penalties on persons who breach those provisions; and
 - (ii) applies to the extent of any inconsistency between it and this policy.
- (b) For the purposes of this policy:
- (i) **Arafura Person** means all directors and senior management including each director of the Company, the Chief Executive Officer, the Chief Financial Officer, and Company Secretary, Key Management Personnel (as defined in the *Corporations Act 2001 (Cth)*) and any other person designated as an Arafura Person by the board of directors (**Board**) in writing; and
 - (ii) also includes:
 - (A) a company or trust controlled by any of the persons referred to in clause 1(b)(i) above;
 - (B) for the purposes of clause 3 only, a spouse (including a de facto spouse), child (including a step-child or adopted child), a close relative, a person financially dependent on or acting in concert with any of the persons referred to in clause 1(b)(i) above;
 - (C) other employees who work closely with senior management; and/or who work in the finance or strategy team; project and geology team members who may have access too sensitive project information; IT staff who may have access to sensitive emails/documents; and any other employees who may come into possession of market sensitive information before the market becomes aware of such information

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SECURITIES TRADING POLICY

- (c) This policy regulates dealings by directors and certain officers of the Company and other designated persons, in securities in the Company or any other entity about which they acquire Inside Information through their position or dealings with the Company.
- (d) The purpose of this policy is not only to minimise the risk of insider trading, but also to avoid the appearance of insider trading and the significant reputational damage associated with the perception of insider trading.
- (e) This policy is not designed to prohibit Arafura Persons from investing in the Company's securities but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in the Company's securities.

2.0 INSIDER TRADING

2.1 General prohibition on Insider Trading

- (a) No Arafura Person may, while in possession of Inside Information (defined in clause 2.2(a)) concerning the Company, in breach of the Corporations Act:
 - (i) buy, sell or deal in any Company securities at any time;
 - (ii) procure another person to deal in the Company's securities in any way; or
 - (iii) pass on any Inside Information to another person for that person's own personal gain by dealing in the Company's securities in any way (**Insider Trading**).
- (b) All Arafura Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with the Company.
- (c) The requirements imposed by this policy are in addition to any legal prohibitions on Insider Trading. Trading in the Company's securities is prohibited at any time by a director or an Arafura Person if that person possesses Inside Information, even where the trade occurs outside a Blackout Period or the trade falls within an exclusion in this policy; or clearance has been given under this policy to trade (whether in exceptional circumstances or otherwise).

2.2 Inside Information

- (a) An Arafura Person is responsible for assessing whether they possess "**Inside Information**". This occurs where:
 - (i) the person possesses information that is not generally available to the public and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities (or a decision whether or not to trade in them); and
 - (ii) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities.

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. Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this policy.

SECURITIES TRADING POLICY

3.0 RESTRICTIONS ON TRADING IN BLACKOUT PERIODS

3.1 Blackout Periods

- (a) Arafura Persons, subject to clauses 3.3 and 5, may not buy or sell the Company's securities during a Blackout Period (defined below).
- (b) **Blackout Periods** are times when Arafura Persons must not deal in the Company's securities.

The following are mandated Blackout Periods:

- (i) In the period commencing, 10 ASX trading days before a meeting of the Audit & Risk Management Committee, where the approval and recommendation to the board of the Company's half yearly financial accounts or annual financial accounts is included as a committee agenda item and, the period ending on the commencement of the next ASX trading after the financial accounts are released.
- (ii) In the period commencing, the last ASX trading day of each financial quarter and the period ending, on the commencement of the next ASX trading day after the Appendix 5B and consolidated statement of cashflows are released.
- (iii) from the close of the ASX trading day two weeks prior to the date of the Company's Annual General Meeting (**AGM**) until the commencement of the ASX trading day following the date of the Company's AGM; and
- (iv) any other period that the Board specifies from time to time.

During Blackout Periods Arafura Persons must not deal in any of the Company's financial products or securities, or in any securities related to them.

3.2 Ad-hoc restrictions

The Company may impose, without notice and in its sole and absolute discretion, additional restrictions on trading in the Company's securities by any or all Arafura Persons, and also by any other staff member(s) (who are not otherwise designated as "Arafura Persons") as the Company considers appropriate. For the avoidance of doubt, the Company may impose ad-hoc restrictions under this clause 3.2 even where the proposed trade would otherwise take place outside a Blackout Period provided for in this policy. Any restriction communicated by the Company to any or all Arafura Persons (or other staff members) under this clause 3.2 must be kept strictly confidential.

3.3 Notifications

- (a) Arafura Persons must:
 - (i) prior to dealing in the Company's securities outside a Blackout Period or where clause 4 requires the person to obtain a consent under clause 3.3, notify the relevant person in clause 3.3(c) (the **Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer; and
 - (ii) confirm that they are not in possession of any Inside Information; and
 - (iii) after dealing with the Company's securities, provide the Authorising Officer with a transaction confirmation and

SECURITIES TRADING POLICY

- (iv) notify the Authorising Officer if they begin to have, or cease to have, a "substantial holding" (as defined in section 9 of the Corporations Act) in the Company, or if they have a substantial holding in the Company and there is a movement of at least 1% in their holding.
- (b) For the avoidance of doubt, the Arafura Person seeking authorisation cannot be their own Authorising Officer.
- (c) Authorising Officer

Arafura Person seeking authorisation	Authorising Officer
Chair of the Board	The chair of Audit and Risk Management Committee or the Managing Director.
Other directors, Company Secretary and any other Key Management Personnel	The chair of the Board or, in his/her absence the chair of the Audit and Risk Management Committee.
Any other Arafura Person	The Company Secretary or, in his/her absence, the Managing Director.

3.4 Exceptional circumstances

- (a) In exceptional circumstances the Authorising Officer has discretion to approve dealings in the Company's securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy.
- (b) Any approval given under this clause 3.4, must be provided by electronic delivery via email or using the *Request for prior written clearance to trade in Company Securities* form. The notification requirements still apply.
- (c) What constitutes "exceptional circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Authorising Officer, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.
- (d) Any decision to grant or refuse to grant clearance to an Arafura Person to trade in the Company's securities by the Authorising Officer under this clause 3.4:
 - (i) may be made in the Authorising Officer's absolute discretion, without giving any reasons;
 - (ii) can be withdrawn (if clearance has been given) if new information comes to light or there is a change in circumstances;
 - (iii) is final and binding on the Arafura Person seeking clearance; and
 - (iv) must be kept strictly confidential by the Arafura Person and not disclosed to any other person.
- (e) In deciding whether to grant clearance to trade in the Company's securities, the Authorising Officer will consider the need to minimise the risk of Insider Trading, and also to avoid the appearance of Insider Trading and the significant reputational damage that may cause.

SECURITIES TRADING POLICY

- (f) Any clearance to trade by the Authorising Officer under this clause 3.4 is not an endorsement to trade. The Arafura Person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws. The Arafura Person must carefully consider whether they are in possession of any Inside Information that might preclude them from trading at that time. If the Arafura Person is in any doubt, they should not trade.
- (g) If an Arafura Person comes into possession of Inside Information after receiving a clearance to trade, they must not trade despite having received the clearance.

3.5 Company secretary to maintain records

The Company Secretary will maintain a copy of:

- (a) all requests for an approval to deal in the Company's securities submitted by an Arafura Person; and
- (b) details of all dealings in the Company's securities made by an Arafura Person.

4.0 OTHER RESTRICTIONS

4.1 No speculative trading

Under no circumstances should Arafura Persons engage in short-term or speculative trading in the Company's securities. This prohibition includes short term direct dealing in the Company's securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

4.2 No protection arrangements

The entering into of all types of "protection arrangements" for any of the Company's securities (or Company products in the derivatives markets):

- (a) is prohibited at any time in respect of any of the Company's securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires consent under clause 3.3.

For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which:

- (c) amount to "short selling" of securities beyond the Arafura Person's holding of securities;
- (d) operate to limit the economic risk of any Arafura Person's security holding (e.g. hedging arrangements) including the Company's securities held beneficially (for example, in trust or under an incentive plan) on that Arafura Person's behalf; or
- (e) otherwise enable an Arafura Person to profit from a decrease in the market price of securities.

SECURITIES TRADING POLICY

4.3 No granting of security over the Company's securities or entering into margin lending arrangements

- (a) Arafura Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any Company securities which are unvested or subject to a holding lock, to secure any obligation of that Arafura Person or any third party or enter into any margin lending arrangement involving the Company's securities.
- (b) Unless clause 4.3(a) applies, Arafura Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any of the Company's securities, to secure any obligation of that Arafura Person or any third party or enter into any margin lending arrangement involving the Company's securities, with consent under clause 3.3.

4.4 Trading in outside companies

Arafura Persons must not trade in the securities or financial products of outside companies where they are in possession of Inside Information of that outside company.

5.0 EXEMPTIONS

- (a) Arafura Persons may at any time:
 - (i) trade in the Company's securities where the trading does not result in a change of beneficial interest in the securities;
 - (ii) acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act;
 - (iii) transfer the Company's securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (iv) acquire the Company's ordinary shares by conversion of securities giving a right of conversion to the Company's ordinary shares;
 - (v) acquire the Company's securities under a bonus issue made to all holders of securities of the same class;
 - (vi) undertake to accept, or accept, a takeover offer;
 - (vii) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (viii) a disposal of the Company's securities that is the result of a secured lender exercising their rights under a loan or security agreement;
 - (ix) where a restricted person is a trustee, trade in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to

SECURITIES TRADING POLICY

trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

- (x) 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 or 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 deciding 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.
- (b) If an Arafura Person undertakes any of the actions described in paragraph (a), that Arafura Person must advise the relevant Authorising Officer (as set out in clause 3.3(c)).

6.0 ASX NOTIFICATIONS

- (a) the Company must notify ASX within 5 business days after any change to a director's relevant interest in the Company's securities or a related body corporate of the Company, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.
- (b) To enable the Company to comply with the obligation set out in clause 6(a), a director must immediately (and no later than 3 business days after any relevant event) notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to the Australian Securities and Investments Commission and ASX as required under the Corporations Act and ASX Listing Rules.
- (c) If the Company makes a material change to this trading policy, the amended trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

7.0 GENERAL

- (a) A breach of this policy will be regarded as serious misconduct which may lead to disciplinary action, up to and including dismissal.
- (b) This policy will be made available on the Company's website.
- (c) If you require any further information or assistance or are uncertain about the application of the law or this trading policy in any situation, please contact the Company Secretary.