

## 1. PURPOSE

This Policy regulates dealings by all Australis Personnel in securities of Australis.

The Corporations Act prohibits the trading in shares, options, debentures (including convertible notes) and other securities of a company by any person who is in possession of price sensitive information (as defined below) regarding that company that is not generally available (referred to in this Policy as “Insider Trading”). The Corporations Act imposes substantial penalties on persons who breach those provisions and applies to all Australis Personnel regardless of this Policy.

The purpose of this Policy is to minimise the risk of Insider Trading and to avoid the significant reputational damage associated with the perception of Insider Trading. This Policy is not designed to prohibit Australis Personnel from investing in the Company’s securities, but does recognise that there may be times when Directors, officers or certain employees or other Australis Personnel cannot or should not trade in the Company’s securities.

A breach of this Policy will be regarded as serious misconduct which may lead to disciplinary action, up to and including dismissal.

## 2. APPLICATION AND COMPLIANCE

This Policy applies in all jurisdictions in which Australis operates and applies to all Australis Personnel. Australis Employees are required to confirm in writing that they have received, read and understood this Policy as part of their induction and to reconfirm understanding on an annual basis, or as per specified in the Employee Handbook.

## 3. INSIDER TRADING

### 3.1 General prohibition on Insider Trading

No Australis Personnel may, while in possession of Inside Information concerning the Company:

- (a) buy or sell any of the Company securities;
- (b) procure another person to deal in the Company’s securities in any way; or
- (c) 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.

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 any Australis Personnel if that person possesses Inside Information, even:

- (a) where the trade occurs outside a Blackout Period;
- (b) the trade falls within an exclusion in this Policy; or
- (c) clearance has been given under this Policy to trade (whether in exceptional circumstances or otherwise).

All Australis Personnel are also prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with Australis.

### 3.2 Inside Information

An Australis Person is responsible for assessing whether they possess Inside Information. This occurs where:

- (a) 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
- (b) 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, except that references to “Australis’ securities” or the “Company’s securities” should be read as references to the securities of the outside company.

## 4. RESTRICTIONS ON TRADING IN BLACKOUT PERIODS

### 4.1 Blackout Periods

Subject to sections 3.5 and- 5, Australis Personnel may not trade or otherwise deal in Australis securities during a Blackout Period that has been imposed on them.

Blackout Periods are periods in which Australis Personnel who are subject to a Blackout Period notice must not deal in the Company’s securities, regardless of whether or not such individual possesses Inside Information.

### 4.2 Regular Blackout Periods

The following regular Blackout Periods apply to all Australis Personnel:

- (a) from the close of the ASX trading day on 23 March, 23 June, 23 September and 23 December each year the next ASX trading day after the Company’s release of its quarterly, half-year or full year results to the ASX; and
- (b) any other period that the Board specifies from time to time as indicated in section 3.3 (“Ad-hoc Blackout Periods”).

If any of the dates specified in (a) above are not ASX trading days, then the Blackout Period begins on the preceding ASX trading day.

### 4.3 Ad-hoc Blackout Periods

The Board may by written notice impose, in its sole and absolute discretion, additional restrictions on trading in Australis’ securities by any or all Australis Personnel for such period of time as the Board considers appropriate.

Any Blackout Period restriction communicated by Australis to any or all Australis Personnel under this section 3.3 must be kept strictly confidential.

### 4.4 Notification requirement for trading outside of a Blackout Period

Australis Personnel must:

- (a) prior to dealing in Australis securities outside a Blackout Period, notify and (except as set out in Section 5) obtain prior approval from the Authorising Officer (as specified in the table below) of their proposed dealing;
- (b) request for approval must be in writing and sent to the Authorising Officer at least 2 trading days prior to the proposed trade date;
- (c) confirm that they are not in possession of any Inside Information;
- (d) approval for the proposed dealing must be provided by electronic delivery via email and is valid for 3 trading days following approval from the Authorising Officer unless otherwise advised by the Authorising Officer;
- (e) after dealing in Australis securities, provide the Authorising Officer and the Company Secretary with confirmation of the transaction having been completed; and
- (f) notify the Authorising Officer and the Company Secretary if they begin to have, or cease to have, a “substantial holding” (as defined in section 9 of the Corporations Act) in Australis, or if they have a substantial holding in Australis and there is a movement of at least 1% in their holding.

For the purposes of this Policy, the following are the relevant Authorising Officer for the corresponding Australis Personnel:

Australis Personnel	Authorising Officer
Chair of the Board	Lead Independent Director
Directors and Chief Executive Officer	Chair of the Board
Any other Australis Personnel	The Chief Executive Officer

#### **4.5 Exceptional circumstances**

In exceptional circumstances the Authorising Officer may approve dealings in Australis securities during a Blackout Period, or other dealings that would otherwise be prohibited by this Policy. Any approval given under this section 3.5, must be provided by electronic delivery via email. The notification requirements in section 3.4 above still applies.

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.

Any decision to grant or refuse to grant clearance to any Australis Personnel to trade in the Company’s securities by the Authorising Officer under this section 3.5:

- (a) may be made in the absolute discretion of the Authorising Officer, without giving any reasons;
- (b) can be withdrawn (if clearance has been given) if new information comes to light or there is a change in circumstances;
- (c) is final and binding on the Australis Personnel seeking clearance; and
- (d) must be kept strictly confidential by the Australis Personnel and not disclosed to any other person.

In deciding whether to grant clearance to trade in Australis 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 result.

#### **4.6 Clearance to trade**

Any clearance to trade by the Authorising Officer under section 3.4 or 3.5 is not an endorsement to trade. The Australis Personnel conducting the trading is individually responsible for their investment decisions and their compliance with Insider Trading laws.

If the Australis Personnel:

- (a) is in any doubt about whether he or she is in possession of Inside Information; or
- (b) comes into possession of Inside Information after receiving a clearance to trade,

**they must not trade.**

#### **4.7 Company Secretary to maintain records**

The Company Secretary will maintain a copy of:

- (a) all requests for an approval to deal in Australis securities submitted by an Australis Personnel; and
- (b) details of the date of all dealings in Australis’ securities made by an Australis Person, other than Directors or KMP who are required to provide full details of all dealings.

## **5. OTHER RESTRICTIONS**

### **5.1 No speculative trading**

Under no circumstances should Australis Personnel 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.

### **5.2 No short-selling or derivatives**

Under no circumstances should Australis Personnel engage in short-selling in the Company's securities. This prohibition includes direct dealing in Australis securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments.

### **5.3 No protection arrangements**

The entering into "protection arrangements" for any Company securities (or Company products in the derivatives markets):

- (a) is prohibited at any time in respect of any Company securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires approval from the Authorising Officer.

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

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

If Australis Personnel is unsure whether a transaction they are considering is considered a "protection arrangement" they should consult with the CEO before entering into such transaction.

### **5.4 No granting of security over Company securities or entering into margin lending arrangements**

Australis Personnel 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 Australis Personnel or any third party or enter into any margin lending arrangement involving Company securities.

Unless the preceding paragraph applies, Australis Personnel 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 Australis Personnel or any third party or enter into any margin lending arrangement involving Company securities, with approval of the Authorising Officer.

## **6. EXEMPTIONS TO THIS POLICY**

Australis Personnel may at any time, but always subject to legal restriction on Insider Trading and any other applicable law or regulations:

- (a) trade in Company securities where the trading does not result in a change of beneficial interest in the securities;
- (b) 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;
- (c) transfer Company securities already held into a self-managed superannuation fund or other saving scheme in which the Australis Personnel is a beneficiary;
- (d) acquire Company securities under a bonus issue made to all holders of securities of the same class;

- (e) undertake to accept, or accept, a takeover offer;
- (f) 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;
- (g) dispose of Company securities that is the result of a secured lender exercising their rights under a loan or security agreement;
- (h) where any Australis Personnel 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 trade during a prohibited period is taken by the other trustees or by the investment managers independently of the Australis Personnel;
- (i) 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.

If an Australis Personnel undertakes any of the actions described above, that Australis Personnel must advise the relevant Authorising Officer and Company Secretary.

## **7. ASX NOTIFICATIONS**

Australis must notify ASX within 5 business days after any change to a Director's relevant interest in Australis securities or a related body corporate of Australis, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.

To enable Australis to comply with the obligation set out in the preceding paragraph, 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 ASIC and ASX as required under the Corporations Act and ASX Listing Rules.

If Australis 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.

## **8. REPORTING BREACHES OF THIS POLICY**

If you suspect or observe any contravention of this **Policy**, you have an obligation to report this immediately to a Director or Management or otherwise in accordance with the Australis Whistleblower Policy

## 9. DEFINITIONS

For the purposes of this Policy:

**Australis** or **Company** means Australis Oil & Gas Limited (ACN 609 262 937) and its subsidiaries and joint ventures in which Australis and/or a subsidiary owns a controlling interest;

**Australis Personnel** means all **Australis** Directors, officers, and employees, and also includes:

- (i) a company or trust controlled by any of the persons referred to above; and
- (ii) 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 above.

**Australis Employees** means all Australis Directors, officers, executives and employees

**Whistleblower Policy** means the **Company** policy adopted to provide a safe and confidential environment where concerns about unlawful, improper or unethical conducting can be raised by whistleblowers without fear of reprisal or detrimental treatment approved by the Board [from time to time].

**Blackout Period** has the meaning given in section 4 of this policy;

**Board** means the board of Directors of the Company;

**CEO** means the person acting in the capacity as the Chief Executive Officer of the **Company** or the consolidated corporate group.

**Company Secretary** means the secretary of the Company;

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

**Directors** means a member of the Board;

**Employee Handbook** means the handbook outlining the Policies applicable to Australis Employees that can be found on the Australis intranet;

**Executive Management** means a manager of Vice President level or above and the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Corporate Officer and Company Secretary.

**Inside Information** has the meaning given in section 3 of this policy;

**Insider Trading** has the meaning given in section 1 of this policy;

**Key Management Personnel** has the meaning given in the *Corporations Act 2001* (Australia);

**Policy** means this Securities Trading Policy

**Management** means Executive Management, and other Australis employees whose job title includes the honorific Manager.

## 10. FURTHER INFORMATION

If you require any further information or assistance, or are uncertain about the application of the law or this Policy in any situation, please contact the **Company Secretary**.

Approved by the Board: 28 August 2020