



Helix Resources Limited

A.C.N. 009 138 738

CORPORATE GOVERNANCE POLICIES AND PRACTICES MANUAL EXECUTIVES & DIRECTORS SECURITIES DEALING POLICY

Introduction

This policy imposes constraints on Directors and Senior Executives of Helix Resources Limited (“Company”) dealing in securities of the Company. It also imposes disclosure requirements on Directors.

Objectives

The objectives of this policy are to:

- (a) minimise the risk of Directors and Senior Executives of the Company contravening the laws against insider trading;
- (b) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
- (c) increase transparency with respect to trading in securities of the Company by Directors and Senior Executives.

Dealing in Securities - Legal & Other Considerations

The Corporations Act 2001 prohibit persons who are in possession of price sensitive information in relation to particular securities that is not generally available to the public from:

- (a) dealing in the securities; or
- (b) communicating the information to others who might deal in the securities.

The central test of what constitutes price sensitive information for the insider trading and continuous disclosure rules apply to information concerning a company that a reasonable person would expect to have a material effect on the price or value of securities in the Company (“price sensitive information”).

Directors and Senior Executives of the Company will from time to time be in a situation where they are in possession of price sensitive information that is not generally available to the public. Examples are the period prior to release of annual or half-yearly results to Australian Stock Exchange Limited (“ASX”) and the period during which a major transaction is being negotiated.

Dealing in Securities

Directors and Senior Executives can deal in securities of the Company in the following circumstances:

- (a) they have satisfied themselves that they are not in possession of any price sensitive information that is not generally available to the public;
- (b) they have contacted the Chairman or in his absence, the Company Secretary and notified them of their intention to do so and the Chairman or Company Secretary confirms that there is no impediment to them doing so; and
- (c) where the Chairman wishes to deal in securities, he has contacted one independent Non-Executive Director and the Company Secretary and received approval that there is no impediment to them doing so.

Directors and Senior Executives are generally not allowed to deal in securities of the Company as a matter of course in the following periods:

- (a) within the period of 14 days prior to the release of annual, half yearly or quarterly results; and
- (b) there is in existence price sensitive information that has not been disclosed because of an ASX Listing Rule exception.

Directors and Senior Executives should wait at least 1 day after the relevant release before dealing in securities so that the market has had time to absorb the information and should not engage in short-term trading in securities of the Company.

The Chairman may, in certain special circumstances waive the requirement of a Director or Senior Executive to deal in securities outside the above periods on the condition that the Director or Senior Executive can demonstrate to him that they are not in possession of any price sensitive information that is not generally available to the public.

Directors and Senior Executives must not communicate price sensitive information to a person who may deal in securities of the Company. In addition, a Director or Senior Executive should not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or Directors of a family company) the buying or selling of securities in the Company.

Notification of Dealings in Securities

ASX Listing Rules require the Company to notify dealing in securities by Directors within 5 business days - 3X Initial Director's Interest Notice, 3Y Change of Director's Interest Notice and 3Z Final Director's Interest Notice.

Senior Executives are required to notify the Chairman, or in his absence, the Company Secretary of any dealings in securities within 3 business days.

Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company.

Director "dealing in securities" includes associates of Directors dealing in securities, and it is incumbent on each Director to ensure that an associate does not deal in circumstances where the dealing could be attributed to the Director concerned.