RED EMPEROR RESOURCES NL

ABN: 99 124 734 961

SHARE DEALING POLICY

Policy Statement:

The share dealing policy sets out procedures for a Covered Person to deal in the Company's shares pursuant to the ASX/AIM Rules, the Disclosure Guidance and Transparency Rules and the Market Abuse Regulation ("MAR").

DEFINITION

Defined terms are in capital letters and its definition can be found in the table below:

Term	Definition
Company	Red Emperor Resources NL
Covered Person	Any Person Discharging Managerial Responsibilities in respect to the
	Company and Person Closely Associated to them.
Inside Information	Information of a Precise Nature, which has not been made public, relating,
	directly or indirectly, to one or more issuers or to one or more financial
	instruments, and which, if it were made public, would be likely to have a
	Significant Effect On Price of the Company's shares.
Nominated Adviser	Grant Thornton UK LLP
"Nomad"	
Person Discharging	> A member of the administrative, management or supervisory body of
Managerial	the Company (which includes the Company's board of directors and its
Responsibilities	committees); or
("PDMR")	A senior executive who is not a member of the bodies referred to above,
(. 2 ,	who has regular access to Inside Information relating directly or
	indirectly to that entity and power to take managerial decisions
	affecting the future developments and business prospects of the
	Company (which includes the management team).
Person Closely	A spouse, or a partner considered to be equivalent to a spouse in
Associated ("PCA")	accordance with national law;
Associated (PCA)	A dependent child, in accordance with national law;
	·
	A relative who has shared the same household for at least one year on
	the date of the transaction concerned; or
	A legal person, trust or partnership, the managerial responsibilities of
	which are discharged by a PDMR or by a person referred to in any of the
	three bullet points above, which is directly or indirectly controlled by
	such a person, which is set up for the benefit of such a person, or the
	economic interests of which are substantially equivalent to those of
	such a person.
Precise Nature	Information is deemed to be of a Precise Nature if it indicates a set of
	circumstances which exists or which may reasonably be expected to come
	into existence, or an event which has occurred or which may reasonably be
	expected to occur, where it is specific enough to enable a conclusion to be
	drawn as to the possible effect of that set of circumstances or event on the
	prices of the financial instruments or the related derivative financial
	instrument.
Prohibited Period	Any Closed Period; or
	Any period when there exists any matter which constitutes Inside
	Information in relation to the Company
Regulatory Information	The Regulatory Information Service operated by the Exchange.
Service ("RIS")	
Severe Financial	A person that has:
Difficulty	A pressing financial commitment that cannot be satisfied otherwise than
	by selling the relevant securities of the Company. (A liability of such a
	person to pay tax would not normally constitute Severe Financial

Term	Definition
	 Difficulty unless the person has no other means of satisfying the liability.) A circumstance will be considered exceptional if the person in question is required by a court order to transfer or sell the securities of the company or there is some other overriding legal requirement for him/her to do so.
Significant Effect On Price	Information which, if it were made public, would be likely to have a Significant Effect On Price of the Company's shares and is information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.
Significant Shareholder	A shareholder who's holding in the Company's shares is greater than or equal to 3%.

APPLICATION

This share trading policy (the "Policy") applies to anyone that falls under the definition of PDMR that is involved in the Company's business. Should there be uncertainty whether a person is classified as a PDMR, the Nomad should be consulted. PDMRs must in turn notify their PCAs of their disclosure obligations.

OBJECTIVE

This Policy sets out the minimum requirements in respect to transactions conducted on the Covered Person's own account in shares of the Company. In the event of a conflict between this Policy and any statements in the ASX/AIM Rules, the Disclosure Guidance and Transparency Rules or the Market Abuse Regulation, those statements shall apply.

Any Covered Person must notify in writing of the occurrence of all transactions conducted on their own account in the shares of the Company.

BREACH OF POLICY

A breach of this Policy by a Covered Person is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law.

Insider trading is a serious matter which is a criminal offence. It is punishable by substantial fines or imprisonment or both. Insider trading may also attract civil penalties. A court may impose substantial financial penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

1. DEALING NOT SUBJECT TO THE PROVISION OF THIS POLICY

Dealings specifically excluded from MAR, for example in units in a fund, if the Covered Person does not have discretion over the investment strategy and the fund is less than 20% exposed to the Company, or if the Covered Person cannot know the composition of the fund.

2. DEALING PROCEDURES

A Covered Person must seek clearance to deal in advance of any proposed dealing in the Company's shares, financial instruments (including, but not limited to, options, warrants and share appreciation rights) or related financial instruments (including derivative financial instruments). Should the Covered Person not receive clearance to deal, the Covered Person is prohibited from dealing until a request to deal has been approved in line with this policy.

A. Clearance to Deal

Before execution

The Covered Person must email the trade order request to the relevant approver (see below) with a copy to the Managing Director and the Company Secretary. The Managing Director and the Company Secretary will assess if the deal is clear from the Prohibited Period. The trade order request shall contain at least:

- The position and name of the Covered Person
- The nature of the transaction (buy or sell)

- The class of the security concerned
- The price and volume of the transaction
- The expected transaction date
- Brief explanation of the reason to trade
- Confirmation that the Covered Person is not in possession of any Inside Information

Approval

- A Covered Person must not deal in any securities of the Company without first notifying Managing Director and the Company Secretary and receiving clearance to deal from them; and
- The Managing Director and the Company Secretary must not deal in any securities of the Company without first notifying the board and receiving clearance to deal from them.

The approver must approve or reject the trade order request as soon as practicable (generally within 2 Business Days). Covered Person must not deal in Company securities until it has received clearance from the approver.

The approver must keep a written record of:

- i. any information received from a Covered Person in connection with this policy; and
- ii. any clearance given under this policy, including the duration for which the clearance applies;

and send a copy of the written record to the Company Secretary for keeping. The Company Secretary must keep a file of any written record referred to above.

Only when the approval is granted may the Covered Person execute the trade. The trading approval is valid for trade execution until the earlier of:

- a) five (5) business days from the date approval is granted;
- b) the business day before the Company enters a Closed Period; and
- c) the time that the Covered Person comes into possession of Inside Information.

Option exercises

The prohibition does not apply to acquisitions of shares or options made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

Circumstances for Refusal

Irrespective of any clearances given under this policy, a Covered Person must not be given clearance to deal in any securities of the Company during a Prohibited Period.

The approver may not give clearance if:

- a. there is a matter about which there is or may be Inside Information in relation to Company securities (whether or not the Covered Person knows about the matter) when the Covered Person requests clearance or proposes to deal in Company securities;
- b. the trading order request form is lodged during a Closed Period;

- c. the proposed dealing is during a Closed Period; or
- d. the Approving Officer has any other reason to believe that the proposed dealing breaches this policy.

In making a determination about the existence of Inside Information, the approver should exercise caution and refuse the clearance if there is any possibility that Inside Information may exist.

The approver retains the discretion to reject trade order requests without explanation.

B. Guidelines for Trading In The Company's Securities

General rule

A Covered Person is not permitted to trade the Company's securities during the specific "Closed Periods" detailed below.

The Closed Periods are:

- The period from the end of a quarter until and including the day quarterly results are announced;
- The period commencing one month before and including the day half year results are announced;
- The period commencing one month before and including the day full year results are announced; and
- The day of the annual general meeting.

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to a Covered Person either before or during the period. In particular, the Company may announce additional Closed Periods during which the Company's securities may not be traded, including while it considers matters which are exempt from immediate disclosure to ASX/AIM under the continuous disclosure rules.

However, if a Covered Person is in possession of Price Sensitive Information which is not generally available to the market, then he or she must not deal in the Company's securities at any time, even if such trading might otherwise be permitted by the securities trading policy.

No short-term trading in the Company's securities

A Covered Person should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

No Hedging - Equity Based Remuneration Schemes

A Covered Person is not permitted to enter into hedging transactions or arrangements that would have the effect of limiting their exposure to the economic risk of participating in Company equity based remuneration schemes. A Covered Person must not engage in hedging arrangements over unvested entitlements such as unvested options or performance rights issued pursuant to any Company share scheme, Performance Rights Plan or Option Plan.

Vested securities issued pursuant to any Company share scheme, Performance Rights Plan or Option Plan may only be hedged once they are exercised into shareholdings and only under the following conditions:

- The details of the hedge are fully disclosed (to the ASX and in the Annual Report, as appropriate);
- The hedge transaction is treated as a sale or purchase of shares and the relevant notifications must be made in accordance with this policy; and

All holding locks have been removed from the relevant vested securities.

Margin loans

A Covered Person may not include their securities in a margin loan portfolio or otherwise trade in the Company's securities pursuant to a margin lending arrangement without first obtaining the relevant consent. Where A Covered Person has entered into a margin loan or any other similar funding arrangement for a material number of Securities, the Company may need to disclose the key terms of these arrangements, including the number of Securities involved, the trigger points, the right of the lender to sell unilaterally and any other material details. Whether a margin loan arrangement is 'material' under the Listing Rules is a matter which the Company must decide having regard to the nature of its operations and its particular circumstances

Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

Exceptions

A Covered Person may at any time:

- i. acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- ii. acquire Company securities under a bonus issue made to all holders of securities of the same class;
- iii. acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
- iv. acquire, or agree to acquire or exercise options under a Company Share Option Plan;
- v. withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan;
- vi. acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- vii. transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- viii. make an investment 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;
 - ix. where a restricted person is a trustee, trade in the securities of the Company 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 restricted person;
 - x. undertake to accept, or accept, a takeover offer;
- xi. 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 and 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 decisions relating to 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;

- xii. dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement where the arrangement had been approved by the Company in accordance with this Policy;
- xiii. exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
- xiv. trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

In relation to any share or option plans:

- i. it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options if the sale of those shares occurs during one of the periods specified in paragraph 5.1; and
- ii. where the exercise price of options is being provided by a margin loan or other form of lending arrangement then there may be a risk that the employee or Director may need to sell shares to avoid providing additional capital or security to the lender in the event of a decrease in the value of the shares.
- iii. Were this to occur at a time when the person possessed inside information then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

Grandfathering provisions

Any pre-existing arrangements that were not in contravention of previous policies that would contravene this policy are grandfathered.

C. Deal Execution and Notification Requirements

Notification to the Company

The Covered Person is required to send a notification of the trade execution using a prescribed template (Appendix 1) to the board and Company Secretary within 1 business day of the trade. At the same time, the Covered Person is required to send a notification of the trade to the Financial Conduct Authority ("FCA"), using the prescribed template on the FCA's website. The template in Appendix 1 replaces Schedule 5 of the AIM rules and will also be used for RIS release.

The Company sends the notification to the Nomad for review following the approval of the chairman of the board.

In addition to the above, when a Covered Person is a Significant Shareholder, any change in his/her shareholding will require the completion of a TR-1 form (Appendix 2). Significant Shareholders are required to send in addition to the notification of trade execution (Appendix 1), the completed TR-1 form (Appendix 2).

Notification to RIS

The deal must be announced as soon as possible and in any event within three (3) business days of the transaction occurring. After agreeing with the contents of the announcement as explained in the above "Notification to the Company", the notification will be sent to the Nomad the Company will release the announcement to the market.

Asx Notification for Directors

The ASX Listing Rules require the Company to notify the ASX within five (5) business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

3. DEALING IN EXCEPTIONAL CIRCUMSTANCES

A Covered Person, who is not in possession of Inside Information in relation to the Company, may be given clearance to deal if he/she is in Severe Financial Difficulty or there are other exceptional circumstances, and where the Covered Person can demonstrate that the transaction cannot be executed at another time. Clearance may be given for such a person to sell (but not purchase) securities of the Company when he/she would otherwise be prohibited from doing so. The determination of whether the person in question is in Severe Financial Difficulty or whether there are other exceptional circumstances can only be made by the chairman of the AC or chairman of the board, as the case may be.

The Nomad should be consulted in relation to any such situation so that it can in turn consult the Financial Conduct Authority ("FCA") at an early stage regarding any application by a Covered Person to deal in exceptional circumstances.

4. SHARE BUY BACK PROGRAMME

The Company is able to continue its buy back programme during a Closed Period provided that it is not in possession of Inside Information.

The Company must disclose full details of the programme before trading and report, in accordance with MAR, that the trades are part of a buy-back programme to the FCA and then disclose them to the public.

The Company will consult with the Nomad in advance of any intention to buy back shares, so that it can take advise on its reporting obligations, and the ability to deal.

5. PUBLICATION ON WEBSITE

Along with any other Inside Information, share dealings announced via a RIS must be available on the Company's website for a period of at least five (5) years.

6. RECORD KEEPING

The Company Secretary will maintain detailed records around Share Dealing which include the following:

- A register of clearance to deal, which at minimum contains the following information:
 - i. The identity of the Covered Person
 - ii. The trade request submitted by the Covered Person

- iii. The assessment of the Company being in a prohibited period and the conclusion
- iv. The assessment of dealing in exceptional circumstance (if applicable)
- v. The identity of the approver
- vi. The date approval is granted
- vii. Transaction date
- viii. Notification date
- ix. Notification form by the Covered Person
- Share dealing attestation

The Company Secretary will keep these records for five (5) years from the date the notification is made and provide such information to the FCA if so requested.

The Company will also keep records of the written notifications made to PDMRs informing them of their obligations under this share dealing code and the provisions of MAR, as well as the written notifications from PDMRs to their PCAs in respect of these obligations.

The Company Secretary will be responsible for the ongoing monitoring of the PDMR and PCA list, to account for joiners, leavers and changes to PCAS, and in any event, a review will be undertaken by the Company Secretary at least every quarter to note changes to these lists

7. ONGOING MONITORING

On a semi-annual basis, typically in June and December each year, the Company Secretary will conduct compliance attestation (the "Share Dealing Attestation") in respect to:

- Dealing by Covered Persons in the Company's shares whereby Covered Persons confirm whether their shareholding and shareholding of their PCAs (if any) have changed for the period covered. This Share Dealing Attestation enables the Company Secretary to check compliance with this Policy, reconcile shareholdings for the annual and interim accounts, and detect any inadvertent breach; and
- Disclosure relating to Equity Financing Products whereby Covered Persons confirm they do not use their own holding in the Company as means of personal financing by way of, for example, share sales and repurchase agreements or other form of equity financing products. By way of illustration only, other forms of equity financing products include *inter alia* equity swap facilities, crowd funding type products targeted at non-institutional investors and equity financing facilities, which provide companies with a line of funding in return for equity.

Any such equity financing arrangements will require further disclosure, i.e. the nature of the arrangements should be adequately disclosed to enable investors to fully understand the implications of such arrangements. The Company shall consult with its Nomad at the earliest opportunity about the proper disclosure of these types of arrangements.

These attestations aim at ensuring their acknowledgement of the legal and regulatory duties and that they are aware of the sanctions applicable in case of breach.

8. ADMINISTRATION

This Policy is to be reviewed at least annually in order to determine whether it remains useful, relevant and effective and shall be circulated to the Covered Persons.

9. APPENDIX

Appendix 1: Template for Notification and Public Disclosure of Transactions by Covered Person

Appendix 2: TR-1 Form

APPENDIX 1: TEMPLATE FOR NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY COVERED PERSON

1. Details of the person discharging managerial responsibilities/person closely associated

Name

[For natural persons: the first name and the last

name(s).]

[For legal persons: full name including legal form as provided for in the register where it is incorporated, if

applicable.]

2. Reason for the notification

Position/Status

[For persons discharging managerial responsibilities: the position occupied within the issuer, emission allowances market participation/auction platform/auctioneer/auction monitor should be indicated.]

[For persons closely associated:

- An indication that the notification concerns a person closely associated with a person discharging managerial responsibilities;
- Name and position of the relevant person discharging managerial responsibilities.]

Initial notification/Amendment

[Indication that this is an initial notification or an amendment to prior notifications. In case of amendment, explain the error that this notification is amending.]

3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Name [Full name of the entity.]

LEI [Legal Entity Identifier code in accordance with ISO 1744

LEI code.]

4. Details of the transaction(s); section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Description of the financial instrument,

[Indication as to the nature of the instrument:

Type of instrument identification code

- a share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument;
- an emission allowance, an auction product based on an emission allowance or a derivative relating to an emission allowance;
- Instrument identification code as defined under delegated acts adopted under Article 26 of Regulation (EU) No 600/2014.]

Nature of the transaction

[Description of the transaction type using, where applicable, the type of transaction identified in Article [X] of the Commission Delegated Regulation (EU) xxxx/xx [Act adopted under Article 19(14) of Regulation EU No 596/2014] or a specific example set out in Article 19(7) of Regulation (EU) No 596/2014, it shall be indicated whether the transaction is linked to the exercise of a share option programme.]

Price(s) and volume(s)

Price	Volume

[Where more than one transaction of the same nature (purchases, sales, lending, borrowing, etc.) on the same financial instrument or emission allowance are executed on the same day and on the same place of transaction, prices and volumes of these transactions shall be reported in this field, in a two columns form as presented above, inserting as many lines as needed. Using the data standards for price and quantity, including where applicable the price currency and the quantity currency, as defined under delegated acts adopted under Article 26 of Regulation (EU) No 600/2014.]

Aggregated information

Aggregated volume

[The volumes of multiple transactions are aggregated when these transactions:

- relate to the same financial instrument or emission allowance;
- are of the same nature;
- are executed on the same day; and
- are executed on the same place of transaction.]

Price

Using the data standard for quantity, including where applicable the quantity currency, as defined under

delegated acts adopted under Article 26 of Regulation (EU) No 600/2014.]

[Price information:

- In case of a single transaction, the price of the single transaction;
- In case the volumes of multiple transactions are aggregated the weighted average price of the aggregated transactions.

Using the data standard for price, including where applicable the price currency, as defined under delegated acts adopted under Article 26 of Regulation (EU) No 600/2014.]

Date of the transaction

[Date of the particular day of execution of the notified transaction.

Using the ISO 8601 date format: YYYY-MM-DD; UTC time.]

Place of the transaction

[Name and code to identify the MiFID trading venue, the systematic internaliser or the organised trading platform outside of the Union where the transaction was executed as defined under delegated acts adopted under Article 26 of Regulation (EU) No 600/2014, or if the transaction was not executed on any of the above mentioned venues, please mention "outside a trading venue".]

[Share dealing policy note – this prescribed format can be found on the FCA's website.]

APPENDIX 2: TR-1 FORM

Date

Name of the Company: Class of Shares

Changes to significant shareholders

For filings with the FCA include the annex For filings with issuer exclude the annex

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES¹

1. Identity of the issuer or the underlying issue of existing shares to which voting rights are attached:	er
2 Reason for the notification (please tick the app	propriate box or boxes):
An acquisition or disposal of voting rights	
An acquisition or disposal of qualifying financial ins of shares already issued to which voting rights are	
An acquisition or disposal of instruments with simil instruments	lar economic effect to qualifying financial
An event changing the breakdown of voting rights	
Other (please specify):	
3. Full name of person(s) subject to the notification obligation:	
4. Full name of shareholder(s) (if different from 3.):	
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	
6. Date on which issuer notified:	
7. Threshold(s) that is/are crossed or reached: vi, vii	

8. Notified details:								
A: Voting rights attached to shares viii, ix								
Class/type of shares	Situation p to the trigg transaction	ering	Resulting s	ituation afte	er the triggeri	ng transactio	n	
if possible using the ISIN CODE	Number of	Number of Voting Rights	Number of shares	Number of voting % of rights		% of voting	oting rights x	
	Shares		Direct	Direct xi	Indirect xii	Direct	Indirect	

B: Qualifying Financial Instruments					
Resulting situation after the triggering transaction					
Type of financial instrument	Expiration date xiii	Exercise/ Conversion Period xiv	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights	

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments xv, xvi						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date xviii	Exercise/ Conversion period xviii	Number of voting rights instrument refers to	% of voting	rights ^{xix,}
					Nominal	Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: xxi		
Proxy Voting:		
10. Name of the proxy holder:		
11. Number of voting rights proxy holder will cea to hold:	ise	
12. Date on which proxy holder will cease to hold voting rights:	3	
13. Additional information:		
14. Contact name:		
15. Contact telephone number:		

Note: Annex should only be submitted to the FCA not the issuer

Annex: Notification of major interests in shares^{xxii}

A: Identity of the persons or legal entity subject to t	he notification obligation
Full name (including legal form of legal entities)	
Contact address (registered office for legal entities)	
Phone number & email	
Other useful information (at least legal representative for legal persons)	
B: Identity of the notifier, if applicable	
Full name	
Contact address	
Phone number & email	
Other useful information (e.g. functional relationship with the person or legal entity subject to the notification obligation)	
C: Additional information	

For notes on how to complete form TR-1 please see the FCA website.