

FINDERS RESOURCES LIMITED

SECURITIES DEALING POLICY

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1. PURPOSE

The purpose of the Securities Dealing Policy is to create awareness of the legal prohibition on dealing in securities of the company and deals with the manner in which directors, employees and contractors can deal in securities in the company. The policy also aims to ensure that the company's reputation and those of its employees and directors is not adversely impacted by perceptions of dealing at inappropriate times.

The policy rules are designed to assist in preventing breaches of the insider trading provisions of the Corporations Act. Ultimately it is the responsibility of the directors, employees and contractors to ensure that none of his or her dealings could constitute insider trading.

2. INSIDER TRADING PROHIBITION

The Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, might materially impact the price or value of a security issued by the company, to -

- a) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things); or
- b) procure another person to trade in,

the security issued by the company.

It is also an offence to pass the information to another person with the knowledge that the person could deal in the security.

3. SECURITIES DEALING BY DIRECTORS AND SENIOR EMPLOYEES

The Securities Dealing Policy also imposes additional dealing restrictions on all directors, officers, senior executives and managers (referred to as "Designated Persons").

3.1 Close Period

Directors, officers, senior executives and managers are permitted to deal in the company's securities throughout the year except during the following periods:

- a) the period commencing 14 days prior to the financial year-end and ending 24 hours after the release of the company's annual results;
- b) the period commencing 14 days prior to the half year-end and ending 24 hours after the release of the company's half-year results; and

- c) any other period where they are in possession of information and, were they to deal in the company's securities, would cause a breach of the insider trading provisions of the Corporations Act, such period ending 24 hours after the release of the information to the stock exchanges on which the company's securities are quoted.

Each period is referred to as a Close Period.

3.2 Close Period Not to Apply

The securities dealing restriction during a Close Period shall not apply to –

- a) the exercise by a Designated Person of an existing right, such as the exercise of options issued by the company;
- b) participation by a Designated Person in an issue of securities approved by shareholders; or
- c) participation by a Designated Person in an issue of securities on the same terms and conditions as other shareholders in the company.

3.3 Notice

A Designated Person must not deal in the company's securities without first –

- a) if the Designated Person is a Director, giving prior notification of the proposed dealing to the Chairman;
- b) if the Designated Person is a person other than a Director, giving prior notification of the proposed dealing to the Managing Director or in his absence, to an Executive Director.

3.4 Effect of Notification

On receiving notification of a proposed dealing, the Chairman, Managing Director or Executive Director, as the case may be, shall consider the circumstances and where appropriate approve the proposed dealing or direct the Designated Person that the proposed dealing ought not to be undertaken.

In case of doubt, the Managing Director or Executive Director shall consult the Chairman.

Where the proposed dealing is approved, the Designated Person must complete the dealing within 10 business days of the approval.

3.5 Prohibition on Active Dealing

A Designated Person shall not actively deal in the company's securities or derivatives with a view to deriving profit related income from that activity. For this purpose "Actively Deal" means to deal in the company's securities in a manner which involves frequent and regular trading activity.

3.6 Prohibition on Hedging Unvested Options

The company issues incentive options to executive directors, eligible employees and consultants from time to time. The terms of issue of the options may include performance hurdles and other vesting conditions.

Holder of incentive options are not permitted to hedge any unvested options. The optionholders are permitted to hedge options which have previously vested where the relevant performance hurdles and vesting conditions have been satisfied.

3.7 Director Requirement to Report to the Market

In accordance with the agreement between directors and the company, directors are required to provide details of all changes to their interest in the company's securities registered in the name of the director or held on behalf of the director, directly or indirectly. The details must be provided as soon as reasonably possible after the date of the change and in any event no later than two business days after the change to allow for compliance with the listing rule obligations.

4. RELATED PARTIES AND RELEVANT INTERESTS

The restrictions on dealings by a director or employee extend to any dealings –

- a) by their spouses or de facto spouses;
- b) by or on behalf of any dependant under 18 years of age; and
- c) any other dealings in which, for the purposes of the Corporations Act, the director or employee is to be treated as interested.

It is the duty of the director and employee to seek to avoid any such dealing at a time when he or she is himself or herself prohibited from dealing.

5. WAIVERS

If there are exceptional circumstances, the Chairman in consultation with the Managing Director, at their discretion, may waive parts of the Securities Dealing Policy to allow directors and employees to deal.

This discretion will be applied, taking into account the hardship of the director or employee and weighing this against any perceived detriment to the company's reputation.

6. REVIEW OF POLICY

The Securities Dealing Policy is reviewed annually by the Board to ensure it remains consistent with current requirements and practices and relevant to the company.

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