

ALLIANCE NICKEL LIMITED

ACN 009 260 315

Securities Trading Policy

As approved by the Board of Directors 26 October 2018.

SCOPE OF THIS POLICY

1. This policy applies to all directors, executives, employees, contractors, consultants and advisors (together “**Designated Persons**”) of Alliance Nickel Limited (**Company**) and its subsidiaries.
2. In this policy “**Company Securities**” includes:
 - (a) any shares in the Company;
 - (b) any other securities issued by the Company such as debentures and options; and
 - (c) derivatives and other financial products issued by third parties in relation to the Company's shares, debentures and options.
3. In this policy to “**deal**” in Company Securities includes:
 - (a) subscribing for, purchasing or selling Company Securities or entering into an agreement to do any of those things;
 - (b) advising, procuring or encouraging another person (including a family member, friend, associate, colleague, family company or family trust) to trade in Company Securities; and
 - (c) entering into agreements or transactions which operate to limit the economic risk of a person's holdings in Company Securities.
4. In this policy “**Key Management Personnel**” means a director, executive or senior manager of the Company, or such other person who is “key management personnel” within the meaning of Accounting Standard AASB 124.

PURPOSE OF THE POLICY

5. This policy sets out **the** circumstances in which the Designated Persons may deal in Company Securities with the objective that no Designated Person will contravene the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**).
6. The purpose of this **policy** is to:
 - (a) ensure that the Designated Persons adhere to high ethical and legal standards in relation to their personal investment in Company Securities;
 - (b) ensure that the personal investments of the Designated Persons do not conflict with the interests of the Company and those of other holders of Company Securities;
 - (c) preserve market confidence in the integrity of dealings in Company Securities; and
 - (d) ensure the reputation of the Company is maintained.
7. This policy is not designed to prohibit the Designated Persons from investing in Company Securities but does **recognise** that there may be times when Designated Persons cannot or should not invest in

Company Securities. This policy provides guidance to Designated Persons as to the times when Designated Persons may deal in Company Securities.

OUTLINE OF CORPORATIONS ACT REQUIREMENTS

8. A person is in possession of "inside information" in relation to the Company in circumstances where:
 - (a) the person possesses information that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of Company Securities; 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 Company Securities.
9. A reasonable person would be taken to expect information to have a material effect on the price or value of **Company** Securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to deal in Company Securities in any way. It does not matter how the Designated Person came to have the inside information.
10. If a **Designated** Person possesses "inside information" in relation to the Company, the person must not:
 - (a) deal in Company Securities in any way; nor
 - (b) directly or indirectly communicate the information, or cause the information to be communicated, to another person if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in Company Securities in any way or procure a third person to deal in Company Securities in any way.
11. The Designated Persons may obtain inside information in relation to another company. For example in the course of negotiating a transaction with the Company, another company might provide confidential information about **itself**. The prohibition on insider trading is not restricted to information affecting Company Securities. The Designated Persons in possession of the inside information must not deal in securities of those other companies.
12. A Designated Person who deals in Company Securities while in possession of "inside information" will be liable to both **civil** and criminal penalties.

The penalties include:

 - (a) in the case of a natural person, a fine of up to \$220,000 or imprisonment for 5 years or both;
 - (b) in the case of a body corporate, a fine of up to \$1.1 million; and
 - (c) unlimited civil liability equivalent to the damages caused.

EXAMPLES OF "INSIDE INFORMATION"

13. Examples of information which may be considered to be "inside information" include the details relating to the items listed below (this is not an exhaustive list):
 - (a) drilling results, mining exploration results, production figures and the like;
 - (b) prospective financial information;
 - (c) proposed transactions;
 - (d) unpublished announcements;
 - (e) proposed changes in capital structure, including share issues, rights issues and the redemption of securities;

- (f) impending mergers, acquisitions, reconstructions, takeovers, etc;
- (g) significant litigation and disputes;
- (h) significant changes in operations or proposed changes in the general character or nature of the business of the Company or its subsidiaries;
- (i) cashflow information;
- (j) major or material purchases or sales of assets; and
- (k) proposed or new significant contracts.

COMPANY'S POLICY ON DEALING IN COMPANY SECURITIES

14. **No short term trading:** The Company **encourages** Directors and employees to adopt a long-term attitude to their investment in the Company's securities.
15. Key Management Personnel must not **deal** in Company Securities at any time if the director or senior executive is in possession of any inside information relating to those securities.
16. **Closed periods applicable to Key Management Personnel:** Key Management Personnel must refrain from dealing in Company **Securities** during the week prior to the release of the Company's Quarterly Reports (including the Appendix 5b) ("**Closed Periods**"):

unless exceptional circumstances apply under paragraph 17
17. **Exceptional circumstances:** Dealing in Company Securities by Key Management Personnel during a Closed Period may be permitted with the prior written approval of the Chairman, or in his absence, the Board or the Managing Director, if the following exceptional circumstances apply:
 - (a) severe financial hardship;
 - (b) in order to comply an undertaking given to, or an order by, a court; or
 - (c) such other exceptional circumstances as may from time to time be determined by the Chairman, or in his absence, the Board or the Managing Director.
18. **Employees other than Key Management Personnel:** Employees who are not Key Management Personnel may deal in Company Securities at any time provided the Employee is not in possession of any inside information relating to those securities.
19. **Exceptions to the policy:** Subject to the insider trading provisions of the Corporations Act, Designated Persons may at any time:
 - (a) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - (b) acquire Company Securities under a bonus issue made to all holders of securities of the same class;
 - (c) acquire Company Securities under a dividend reinvestment plan, a rights issue or a share purchase plan that is available to all holders of securities of the same class;
 - (d) acquire, or agree to acquire, options under a Company share option plan;
 - (e) exercise options acquired under a Company share option plan (but may not sell all or part of the shares received upon exercise of the options other than in accordance with these procedures);
 - (f) transfer the Company Securities already held into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;

- (g) invest in, or trade unit of, a fund or other scheme where the assets of the fund or other scheme are invested at the discretion of a third party; and
- (h) accept a takeover offer.

ASX NOTIFICATION BY DIRECTORS

- 20. In **accordance** with Listing Rules, a director must notify the ASX within 5 business days after any change in the Director's relevant interest in securities of the Company or a related body corporate of the Company.
- 21. A director must notify the Company Secretary in writing of the requisite information within 2 business days in order for the Company Secretary to make the necessary notifications to ASIC and ASX as required by the Corporations Act and the ASX Listing Rules.

PROHIBITION ON HEDGING

- 22. Directors, Officers and employees must not engage in hedging arrangements (including, for **example**, the use of put and call options or other derivative instruments) over unvested Securities issued pursuant to any employee or Director option or share plan. In addition, any hedging over vested Securities must comply with this Policy.

CONSEQUENCES OF BREACH

- 23. Strict compliance with this policy is mandatory for all persons covered under this policy. Breaches of this policy may damage the Company's reputation in the investment community and undermine confidence in the market for Company Securities. Accordingly, breaches will be taken very **seriously** by the Company and will be subject to disciplinary action, including possible termination of a person's employment or appointment.

QUESTIONS / FURTHER INFORMATION

- 24. If you **have** any questions or need further information on how to comply with this policy, please contact the Company Secretary.