

AUSTRALIAN GOLD INVESTMENTS LIMITED

ACN 124 873 507

Securities Trading Policy

December 2010

The securities trading policy (**Securities Trading Policy**) of Australian Gold Investments Limited (**Company**) regulates dealings by directors, officers and employees in securities issued by the Company. In certain circumstances, this policy also applies to contractors and consultants.

This Securities Trading Policy imposes basic trading restrictions on all employees of the Company and its related companies who process inside information and additional trading restrictions on key management personnel, being those persons having authority and responsibility for planning, directing and controlling the activities of the entity, including any director, whether executive or otherwise (**Key Management Personnel**). The Company considers its Key Management Personnel to include:

- all directors;
- all executives; and
- any other employees of the Company considered to be Key Management Personnel by the Managing Director and Company Secretary from time to time.

This Securities Trading Policy also applies to any related parties of Key Management Personnel including:

- spouses or de facto spouses;
- any dependent under 18 years of age; and
- any other party who is or is deemed to be controlled or significantly influenced by Key Management Personnel (for example, the trustee or beneficiary of a trust established by or on behalf of Key Management Personnel).

It is the duty of the Key Management Personnel to seek to avoid any such related party dealing at a time which falls outside the trading window.

A **Restricted Person** means a member of the Key Management Personnel and any related party of that person.

GENERAL RESTRICTIONS WHEN IN POSSESSION OF INSIDE INFORMATION

Insider Trading Laws

Insider trading laws cover all directors and employees of the Company. If a person is in possession of any unpublished price-sensitive information, it is a criminal offence to take advantage of that unpublished price-sensitive information for personal gain or for the personal gain of an associate.

Price-sensitive information is any information which 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, or would be likely to influence a person in deciding whether to buy or sell the Company's securities.

Employees and directors must not sell or purchase securities while there exists any matter which constitutes unpublished price-sensitive information in relation to the Company's securities.

Confidential Information

Employees and directors also have a duty of confidentiality to the Company. A person must not reveal any confidential information concerning the Company, use that information in any way which may cause loss to the Company, or use that information to gain advantage for themselves or anyone else.

Limiting Risk

Employees, directors and officers must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Chairperson.

ADDITIONAL TRADING RESTRICTIONS FOR KEY MANAGEMENT PERSONNEL

In accordance with ASX Listing Rules, additional restrictions on trading in the Company's securities apply to the Company's Key Management Personnel.

Key Management Personnel generally hold positions where it can be assumed that they will have inside information regarding the Company. Accordingly, additional requirements apply for any proposed trading in shares by Key Management Personnel.

Prohibited Periods

Key Management Personnel must not trade in the Company's securities, or in financial products issued or created over or in respect of the Company's securities, during a **Prohibited Period**.

A Prohibited Period means any **Closed Period** (see definition below) or additional period when Key Management Personnel are prohibited from trading, which are imposed by the Company from time to time when the Company is considering matters which are subject to Listing Rule 3.1A

Closed Period means:

- the period between 14 days prior to and 2 trading days after the publication of the Company's annual results (or, if shorter, the period from its financial year end to the time of publication);
- the period between 14 days prior to and 2 trading days after the publication of the Company's half year results (or, if shorter, the period from its half year end to the time of publication); or
- the period between 14 days prior to and 2 trading days after the publication of the Company's quarterly results (or, if shorter, the period from the relevant financial period end up to and including the time of the announcement).

Exceptional Circumstances

In exceptional circumstances, the Chairperson (or the CEO where applicable) may provide written clearance to a member of Key Management Personnel to trade in a Prohibited Period if:

- the sale of the Company's securities is necessary to alleviate severe personal hardship;
- any member of the Key Management Personnel has entered into a binding commitment prior to the Company being in a Prohibited Period where it was not reasonably foreseeable at the time the commitment was made that a Prohibited Period was likely;
- any member of the Key Management Personnel is required by a court order, or there are court enforceable undertakings to transfer or sell the securities of the Company, or there is some other overriding legal or regulatory requirement for him or her to do so; or
- there are other circumstances which have not been identified in this Securities Trading Policy, that are deemed exceptional by the Chairperson, or the CEO when the Chairperson is involved, and the proposed sale or disposal of the relevant securities is the only course of action available.

Requirements before Trading

Before trading, a member of the Key Management Personnel must:

- notify the Chairperson in writing of his/her intention to trade;
- confirm that he/she does not hold any inside information;
- if he/she is seeking clearance to trade in exceptional circumstances, provide full disclosure of such circumstance;
- have been notified in writing by the Chairperson (such response to be provided by the Chairperson as soon as practicable upon receipt of notification but in any event no more than 48 hours after the Chairperson's receipt of notification) that there is no reason to preclude him/her from trading in the Company's securities as notified; and
- comply with any conditions on trading imposed by the Chairperson (including, for example, any time limits applicable to the clearance).

Where the Chairperson intends to trade in the Company's securities, he/she must notify and obtain clearance in the abovementioned manner from at least one other director before trading, or giving instructions for trading.

In the case of any other Key Management Personnel, he/she must notify and obtain clearance from the Company Secretary before trading, or giving instructions for trading.

Written notification under this Securities Trading Policy via email is acceptable.

Director Notification of Trading

Directors must notify the Company Secretary of any dealings in the Company's securities immediately such dealings occur. The directors appoint the Company as their agent for the purposes of compliance with the disclosure requirement on directors share trading contained in ASX Listing Rule 3.19. Directors shall be responsible for providing information to the Company Secretary in order for him/her to ensure compliance with Listing Rule 3.19.

If a director is engaged in trading during a Closed Period, that director must confirm to the Company Secretary that written clearance to trade was provided by the Chairperson and the date on which this was provided.

Trading not subject to this Securities Trading Policy

The following activities are excluded from the operation of this Securities Trading Policy:

- transfers of securities of the Company already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- an investment in, or trading 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;
- where a Restricted Person is a trustee, trading in the securities of the Company by that trust (provided that the Restricted Person is not a beneficiary of the trust) and any decision to trade during a Closed Period is taken by the other trustees or by the investment manager independently of the Restricted Person;
- undertakings to accept, or the acceptance of, a takeover offer;
- trading 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 of the Company. 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;
- disposal of securities of the Company that is the result of a secured lender exercising its rights, for example, under a margin lending scheme;
- the exercise (but not the sale of securities following exercise) of an option or right under an employee share incentive scheme, or a conversion of a convertible security, where the final date for the exercise of the option or right, or conversion of the security, falls during a Closed Period; and
- trading under a non-discretionary trading plan for which prior written clearance has been provided by the board of the Company and the Restricted Person did not enter the plan or amend the plan during a Closed Period and the trading plan:

- does not permit the Restricted Person to exercise any influence or discretion over how, when or whether to trade; and
- cannot be cancelled during a Closed Period except in exceptional circumstances.

Breach of this Securities Trading Policy

Strict compliance with this Securities Trading Policy is a condition of employment for any employee of the Company who is a member of the Key Management Personnel.

General

The requirements imposed by this Securities Trading Policy are separate from and in addition to, the legal prohibitions of the Corporations Act on insider trading.

This Securities Trading Policy is reviewed annually by the board of the Company.