

OM HOLDINGS LIMITED

(ARBN 081 028 337)



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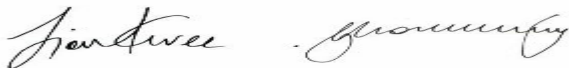
Dear Sir/Madam

SECURITIES TRADING POLICY

Pursuant to ASX Listing Rule 12.9, please find attached the OM Holdings Limited Securities Trading Policy.

Yours faithfully

OM HOLDINGS LIMITED



Heng Siow Kwee/Julie Wolseley
Company Secretary



BACKGROUND INFORMATION OF OM HOLDINGS LIMITED

OMH listed on the ASX in March 1998 and has its foundations in metals trading – incorporating the sourcing and distribution of manganese ore products and subsequently in processing ores into ferro-manganese intermediate products. The OMH Group now operates commercial mining operations – leading to a fully integrated operation covering Australia, China and Singapore.

Through its wholly owned subsidiary, OM (Manganese) Ltd, OMH controls 100% of the Bootu Creek Manganese Mine (“Bootu Creek”) located 110 km north of Tennant Creek in the Northern Territory.

Bootu Creek has the capacity to produce 1,000,000 tonnes of manganese product annually. Bootu Creek has further exploration potential given that its tenement holdings extend over 3,325km².

Bootu Creek's manganese product is exclusively marketed by the OMH Group's own trading division with a proportion of the product consumed by the OMH Group's wholly-owned Qinzhou smelter located in south west China.

Through its Singapore based commodity trading activities, OMH has established itself as a significant manganese supplier to the Chinese market. Product from Bootu Creek has strengthened OMH's position in this market.

OMH is a constituent of the S&P/ASX 200 a leading securities index.

OMH also holds the following strategic shareholding interests in ASX listed entities:

- *16% shareholding in **Northern Iron Limited** (ASX Code: NFE), a company presently producing iron ore from its Sydvaranger iron ore mine located in northern Norway;*
- *11% shareholding in **Shaw River Resources Limited** (ASX Code: SRR), a company presently exploring for manganese in Western Australia and Ghana; and*
- *19% shareholding in **Scandinavian Resources Limited** (ASX Code: SCR), a company presently exploring for iron ore, manganese, gold and copper in Sweden and Norway.*

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SECURITIES TRADING POLICY

Contents	Page
1. Overview	1
2. Definitions	1
3. Insider Trading Laws	2
4. What constitutes "Inside Information"	3
5. General Duty to OMH	3
6. Prohibition of Insider Trading	4
7. Restrictions imposed on Key Management Personnel	4
8. Key Management Personnel – Exemptions from Restrictions	5
9. No Active Trading	5
10. Recommended Trading Periods for Key Management Personnel	6
11. Breach of Policy	6
12. Additional Obligations of Directors	6
13. Other Information	6

Approved: April 2009

Amended: December 2010



1. OVERVIEW

1.1 OM Holdings Limited (ARBN 081 028 337) (the “Company” or “OMH”) is a public company listed on the Australian Securities Exchange (“ASX”) and is obliged where applicable to comply with the Corporations Act 2001 (the “Law”) and the ASX Listing Rules (the “Listing Rules”).

1.2 Whilst the Board encourages employees to own shares in the Company, it is also fully aware of the “**insider trading**” provisions of the Law.

To avoid the possibility of any misconceptions, misunderstandings or suspicious conduct associated with employees trading in Company Securities, the Board resolved to adopt the following Policy.

1.3 The Policy on trading of Company Securities will focus on:

- (a) ensuring that all employees are aware of the “insider trading” laws: and
- (b) implementation of a procedure ensuring that all transactions in the trading of Company Securities comply with:
 - (i) the Law, in particular the insider trading prohibition contained in Section 1043A of the Law; and
 - (ii) any similar legislation in other countries in which OMH may have future business dealings.

If you do not understand any part of this Policy or how it applies to you, you should raise the matter with the Executive Chairman, Chief Executive Officer or the Company Secretary before trading in any Company Securities covered by this Policy.

2. DEFINITIONS

In this Policy the following words have the following meanings:

“**Closed Periods**” are those periods described in paragraph 7 of the Policy during which Key Management Personnel may not trade in the Company’s Securities.

“**Company Securities**” means and includes:

- (i) any shares issued by the Company;
- (ii) any other securities issued by the Company from time to time; and
- (iii) any derivatives or other financial products created by the Company or created or issued by third parties in relation to the Company’s shares, options or other securities able to be traded on ASX.

“**Inside Information**” is described in paragraph 4 of this Policy.

“**Key Management Personnel**” means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and includes without limitation:

- (i) directors/whether executive or otherwise;
- (ii) the Company Secretary;
- (iii) the Chief Financial Officer;
- (iv) the Chief Development Officer;
- (v) the General Managers (or equivalents) at each of the key business units in which OMH operates;
- (vi) Senior accounting employees at each of the key business units in which OMH operates; and
- (vii) Exploration or Geology Manager at each of the key business units in which OMH operates.



“Prohibited Periods” means Closed Periods or

- (a) periods when Listing Rule 3.1A is in operation in relation to the Company; and
- (b) any other period advised by the Executive Chairman or Chief Executive Officer to Key Management Personnel from time to time.

“Relevant Interest” is as defined in the Company's Bye-laws.

“Substantial Holder” means a person who has a Relevant Interest in 5% or more of the Company's voting shares.

3. INSIDER TRADING LAWS

- 3.1 The Law, contains provisions which prohibit a person in possession of material non-public information relating to a company from dealing in any way with shares, options or other securities issued by that company or issued or created over that company's securities by third parties.

- 3.2 The principal insider trading prohibition is contained in section 1043A of the Law.

In general terms, Section 1043A **prohibits** a person (an “insider”) who is in possession of inside information relating to a company that is not generally available but, if the information were *generally available*, a reasonable person would expect that information to have a *material effect* on the price or value of that company's securities (“material non-public information”) from:

- (a) applying for, acquiring, disposing of or entering into an agreement to apply for, acquire or dispose of that company's securities;
- (b) procuring another person to apply for, acquire, dispose of OMH's securities or entering into an agreement to apply for, acquire or dispose of that company's securities; or
- (c) directly or indirectly communicating the material non-public information to another person when the insider knows, or ought reasonably to know, that the other person would or would be likely to:
 - (i) apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of that company's securities; or
 - (ii) procure another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of that company's securities.

- 3.3 This offence known as “insider trading, is a criminal act and the offender is liable to large fines and/or imprisonment and also faces the possibility of civil action which may include being sued by another party or the company concerned, for any loss suffered as a result of the illegal trading.



4. WHAT CONSTITUTES “INSIDE INFORMATION”

4.1 Inside Information in respect to the Company, is information that is:

- (a) “**price sensitive**”, meaning information relating to the Company, which 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; or
 - influence or would be likely to influence persons who commonly acquire shares in deciding whether or not to trade in Company Securities; and
- (b) information that is **not** generally available.

Information is generally available if:

- it consists of readily observable matter;
- it has been made known in a manner likely to bring the information to the attention of the people who commonly invest in shares of a kind whose price or value might be affected by the information (eg by way of an ASX Release), and since it was made known, a reasonable period for it to be disseminated among such person has elapsed;
- it is derived from information which has been made public; or
- it consists of deductions, conclusions or inferences made or drawn from the information referred to above.

4.2 It is immaterial how you come to know of the inside information, whether you learn it in the course of performing your duties, or in the staircase, lifts, corridor or at a dinner party.

4.3 Whilst the financial impact of information is important, the strategic implications can be equally important in determining whether information is inside information. The definition of information is broad enough to include rumours, matters of supposition, intentions and information which is not definite enough to warrant disclosure to the public.

4.4 Some illustrations of “inside information” include but are not limited to the following:

- the financial performance of the Company against budget;
- major acquisition or sale of assets by the Company or any discussions with a third party which may result in such an acquisition or sale;
- execution of significant agreements (eg major joint venture) or the existence of negotiations which may lead to such an agreement;
- takeover or merger proposals;
- potential changes to the Company’s capital structure;
- potential declaration of dividends;
- senior management changes;
- drilling results of significance;
- news of a claim against the Company or other unexpected liability; or
- information that is being withheld in accordance with the exception to the continuous disclosure requirements in Listing Rule 3.1A.

5. GENERAL DUTY TO OMH

The Company expects all employees to be bound by a sense of duty of confidentiality to the Company and as such, not to reveal/use any confidential information concerning the Company that may cause loss to the Company or its reputation, or to reveal/use any confidential information to gain an advantage for themselves or anyone else.



6. PROHIBITION OF INSIDER TRADING

- 6.1 If you possess Inside Information (**irrespective of how it is obtained**), you are prohibited from dealing in Company Securities, advising, procuring or enticing others to do likewise or passing on the information to others.
- 6.2 The prohibition on insider trading is not restricted to information concerning only Company Securities. If the person has Inside Information in relation to shares of another company (eg a supplier, customer or a contractor to the Company or a company with which OMH is in a joint venture), that person must not deal in the shares of that other company whilst the employee is in possession of that Inside Information.
- 6.3 You should note that the prohibition on insider trading extends to the employee's spouse, dependants, other family members, and to their family companies and trusts if they have come into possession of Inside Information about OMH in any way.

7. RESTRICTIONS IMPOSED ON KEY MANAGEMENT PERSONNEL

7.1 Key Management Personnel – Closed Periods

Key Management Personnel are restricted from trading in Company Securities at least:

- (a) 4 weeks prior to the release of any Quarterly Market Update Reports by the Company, (generally released towards the end of the month following the end of each calendar quarter ie around 31 January, 30 April, 31 July and 31 October);
- (b) earlier of 4 weeks prior to the date of the Board Meeting for the approval of the Company's interim and annual results announcements or the deadline for the Company to publish its interim or annual results announcements and ending one day after the results announcement, unless the circumstances are exceptional and the procedure in paragraph 8 below has been met,

but regardless, may only trade in Company Securities if they are not in possession of Inside Information.

7.2 Key Management Personnel – Prohibited Periods

In addition, Key Management Personnel are restricted from trading in Company Securities during Prohibited Periods. Listing Rule 3.1.A states that the continuous disclosure obligations of the Company do not apply in certain limited situations eg where information in connection with a transaction, which would be expected to be price sensitive information, is not required by the Listing Rules to be advised to ASX, because the transaction is incomplete. However, the existence of the discussions/negotiations in respect of that transaction and knowledge of those discussions/negotiations by Key Management Personnel, has the result that Key Management Personnel are absolutely prohibited from trading Company Securities whilst that situation continues.

7.3 Key Management Personnel – Prohibited Transactions

Key Management Personnel 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 Executive Chairman or in the case of the Executive Chairman wishing to enter into such transactions the approval of the Board.

Key Management Personnel are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

Without prior written approval, Key Management Personnel should not enter into agreements that provide lenders with rights over their interests in the Company's shares and options such as the disposal of OMH shares or options that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement. Before entering into such



arrangements Key Management Personnel must receive clearance in writing from the Executive Chairman as if they were dealing in the Company's securities.

8. KEY MANAGEMENT PERSONNEL – EXEMPTIONS FROM RESTRICTIONS

8.1 Exemption from the restrictions applicable Key Management Personnel in Prohibited Periods or Closed Periods apply in the following circumstances subject to approval of the Executive Chairman and/or the Chief Executive Officer or (in the case of the Executive Chairman wishing to dispose of any Company Securities) the approval of the Board:

- (a) genuine hardship (but a potential tax liability will not qualify as a genuine hardship);
- (b) where a court order or similar requirement applies to the relevant person;
- (c) undertakings to accept, or the acceptance of, a takeover offer; or
- (d) trading under an offer or invitation made to all or most of the Shareholders such as an entitlements issue.

In any other case an exemption will apply only with the approval of the Executive Chairman in his total discretion or (in the case of the Executive Chairman wishing to dispose of any of his Company Securities) the approval of the Board in its total discretion.

PROVIDED HOWEVER no exemption will be granted during a time the relevant person is in possession of Inside Information.

8.2 All Employees Obligated to Give Notice

Before trading in Company Securities, the relevant employee **must**:

- (a) notify the Executive Chairman or the Chief Executive Officer and the Company Secretary of their intent to trade; and
- (b) confirm that they are not aware of any Inside Information.

After receiving approval from the Executive Chairman or Chief Executive Officer to trade in Company Securities, the employee must consummate that trade within 5 business days.

8.3 General Exemptions from Trading Policy

The following dealings in Company Securities by employees are exempted from the prohibitions set out in this Policy:

- (a) the acquisition of shares under a bonus issue made to all holders of securities of the same class.

NOTE however, the sale of any Company Securities issued to an employee under eg a bonus issue or upon exercise of an employee share option will be covered by this Policy, ie the relevant Company Securities may not be disposed of by the employee whilst that employee is in possession of Inside Information.

9. NO ACTIVE TRADING

At no time may employees engage in active trading of Company Securities with a view to deriving profit related income.



10. RECOMMENDED TRADING PERIODS FOR KEY MANAGEMENT PERSONNEL

Subject always to the overriding obligation on Key Management Personnel not to deal in Company Securities whilst that person is in possession of Inside Information, the following are recommended times for Key Management Personnel to deal in Company Securities:

The period commencing one day after:

- (a) the holding of the Annual General Meeting; and
- (b) the release by the Company of:
 - (i) its interim financial results to ASX;
 - (ii) its annual financial results to ASX;
 - (iii) the release of a prospectus or other disclosure document by the Company offering securities in the Company; and
 - (iv) the release of a Quarterly Market Update Report by the Company to ASX.

11. BREACH OF POLICY

Breaches of the Policy may result in disciplinary action against Key Management Personnel or any other employee who breaches this Policy, including dismissal in serious cases.

12. ADDITIONAL OBLIGATIONS OF DIRECTORS

- 12.1 Upon appointment as a director of OMH the director must immediately furnish the Company Secretary with a completed Appendix 3X in compliance with the Listing Rules.
- 12.2 During the period any person remains a director of OMH the director must upon the acquisition or disposal of any notifiable interest in Company Securities give a completed Appendix 3Y in compliance with the Listing Rules to the Company Secretary no later than 5 business days after the relevant acquisition or disposal has occurred.
- 12.3 Upon resigning as a director of OMH the director must give to the Company Secretary a completed Appendix 3Z in compliance with the Listing Rules within 5 business days of the resignation.
- 12.4 Any director who is also a substantial holder as defined by the Company's Bye-laws has additional notification obligations in certain situations under the Company's Bye-laws. That director must advise the Company and the ASX within 2 business days, if there is a movement of at least 1% in their holding. Whether a percentage movement in their holding requires notification (ie is a percentage movement of at least 1%), is determined by applying the following formula

$$\frac{\text{Person's and associates' votes}}{\text{Total votes in Company}}$$

The formula is to be applied in the manner and in accordance with the Company's Bye-laws.

13. OTHER INFORMATION

- 13.1 You should read and familiarize yourself with this Policy.
- 13.2 If you have any questions relating to the interpretation or enforcement of this Policy, please direct your queries in the first instance to the Company Secretary.