

SCHEDULE 9: SECURITIES TRADING POLICY

BMC MINERALS LTD. (Company)

Scope

- 1 This policy details the Company's policy on dealings by personnel of the Company and its related bodies corporate (**Group**) in:
 - 1.1 Securities of the Company (**Company Securities**); and
 - 1.2 Securities of other entities.
- 2 This policy applies to all 'personnel' of the Group, including all directors, officers, employees, consultants and contractors.
- 3 Personnel are responsible for ensuring that their investment arrangements comply with this policy and with all applicable laws. If you do not understand any part of this policy, the summary of the law, or how it applies to you, you should raise the matter with the Company Secretary before dealing with any Securities covered by this policy.

Purpose

- 4 Under Australian and other applicable legislation, insider trading laws operate to prohibit people in possession of non-public price sensitive information from dealing in Securities or passing on the information to other people who may deal in Securities.
- 5 Given the restrictions imposed by law, this policy is relevant to all personnel of the Group and their associates.
- 6 This policy also imposes additional restrictions (described below) on:
 - 6.1 all directors and officers of the Group including the Managing Director;
 - 6.2 all persons who report directly to the Chief Executive Officer (**Senior Executives**);
 - 6.3 all employees, consultants, and contractors of the Group;
 - 6.4 other persons identified by the Company from time to time; and
 - 6.5 'associates' of the above persons. For the purposes of this policy your 'associates' include:
 - 6.5.1 your spouse or partner;
 - 6.5.2 your children;
 - 6.5.3 your relatives or the relatives of your spouse or partner, other than the persons referred to in clauses 6.5.1 and 6.5.2 above, who has the same home address as you;
 - 6.5.4 any trustee of a trust, estate or other fiduciary arrangement under which you, your spouse or partner or your dependent children, is or may be a beneficiary or serves as trustee or in a similar capacity;
 - 6.5.5 any company in which you are a director, senior officer or hold (directly or indirectly) a majority of the shares or otherwise control (directly or indirectly);

- 6.5.6 a partner, other than a limited partner, of any partnership in which you are a partner;
 - 6.5.7 any other entity in which you are a director, secretary or executive officer;
 - 6.5.8 the affiliates (as such term is used in the *Business Corporations Act* (British Columbia) and any regulations promulgated thereunder from time to time, each as may be amended (**BCBCA**)) of any of the foregoing; and
- 6.6 other persons identified by the Company from time to time,
- (Restricted Persons).**

Meaning of Securities

- 7 For the purposes of this policy Securities includes shares, debentures, options to subscribe for new shares and options over existing shares, warrant contracts, subscription receipts and derivatives relating to shares.

Insider Trading Laws

Prohibition

- 8 If you have any inside information (as defined below in clauses 10 to 12) about the Company (or another relevant entity, such as a company with which the Company is considering a transaction) which is not publicly known, in addition to constituting a breach of the BCBCA, it is a criminal offence for you to:
- 8.1 trade in the Company Securities (or Securities of the other relevant entity);
 - 8.2 advise or procure another person to trade in the Company Securities (or Securities of the other relevant entity); or
 - 8.3 pass on (directly or indirectly) inside information (as defined below in clauses 10 to 12) to someone else (including colleagues, family or friends) knowing (or where you should have reasonably known) that the other person will, or is likely to, use that information to trade in, or procure someone else to trade in, the Company Securities (or Securities of the other relevant entity).

Consequences of insider trading

- 9 This offence, called 'insider trading', can subject you to:
- 9.1 criminal liability including large fines and/or imprisonment;
 - 9.2 a civil penalty; and
 - 9.3 civil liability, which may include being sued for any loss suffered as a result of illegal trading.

Inside information

- 10 'Inside information' is information that:
- 10.1 is not generally available; and
 - 10.2 if it were generally available, might reasonably be expected to have a material

effect on the price or value of securities (such as Company Securities) or on a decision to buy or sell Company Securities or other securities (including if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell (or otherwise deal in) Company Securities or other securities).

- 11 The financial impact of the information is important, but strategic and other 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 of a person (including the Company) and information which is insufficiently definite to warrant disclosure to the public.
- 12 Importantly, you need not be an 'insider' to come across inside information. That is, it does not matter how you come to know the inside information (for example, you could learn it in the course of carrying out your responsibilities or in passing in the corridor or in a lift or at a dinner party).

Insider trading is prohibited at all times

- 13 If you possess inside information, you must not buy or sell the Company Securities, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.
- 14 The prohibition on insider trading applies not only to information concerning the Company Securities. If a person has inside information in relation to Securities of another company, that person must not deal in those Securities.
- 15 The insider trading prohibitions apply even when a trade falls within an exclusion to the restrictions on trading detailed in this policy if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

Confidential Information

- 16 Related to the above, personnel also have a duty of confidentiality to the Company. You must not reveal any confidential information concerning the Company, use confidential information in any way which may injure or cause loss to the Company, or make use of specific confidential information (including, for greater certainty, any inside information) to gain a benefit or advantage for yourself or any associates.

Trading restrictions imposed by this policy

Additional restrictions

- 17 Additional restrictions (described below) on trading the Company Securities apply to Restricted Persons (as defined above). The additional restrictions in this policy do not prohibit Restricted Persons from acquiring the Securities under a Company dividend reinvestment plan or an employee equity plan, if either plan exists (however, the additional restrictions will apply to any subsequent trading of the Company Securities acquired under those plans).
- 18 It is important to note that although the additional restrictions do not apply to a Restricted Person's participation in a dividend reinvestment plan or an employee equity plan, a Restricted Person must not make an election to participate or cease participation in a dividend reinvestment plan or employee share plan if they are in possession of 'inside information.'

Reasons for additional restrictions

- 19 Restricted Persons are in positions where it may be assumed that they may come into possession of inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if a Restricted Person has no

actual inside information at the time). This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise due to trading by Restricted Persons in Securities.

Closed Periods

- 20 Restricted Persons are prohibited from dealing in the Company's Securities in the following periods:
- 20.1 beginning on the first day of each quarter and ending at the conclusion of the business day on which the Company's quarterly results are released to the Australian Securities Exchange (**ASX**); and
 - 20.2 any other period as the board of directors of the Company may decide.

Clearance procedures

- 21 If a Restricted Person proposes to deal in the Company's Securities at any time, they must first:
- 21.1 obtain prior written clearance to deal in the Company's Securities from the relevant authorising officer noted in the table below (**Authorising Officer**); and/or
 - 21.2 provide prior written notice of their intention to deal in Company Securities to the relevant Authorising Officer; and
 - 21.3 provide confirmation to the relevant Authorising Officer that they are not in possession of 'inside information',
- at least two trading days before the proposed dealing.

Restricted Person	Authorising Officer	Prior notification to the Company Secretary and Board
Chair of the Board	Chair of the Audit and Risk Committee	Yes
Other Directors (including Managing Director)	Chair of the Board	Yes
Senior Executives, and other persons identified by the Company from time to time	Managing Director	Yes
Employees	Managing Director	Yes

- 22 If granted, trading consent is only valid for a period of five trading days after notification of approval, or such other period notified by the Authorising Officer to the Restricted Person. Trading consent is automatically deemed to be withdrawn if the person becomes aware of inside information prior to trading.
- 23 Any approval to trade can be given, withdrawn or refused by the Company in its sole and absolute discretion without giving any reasons. A decision to refuse approval is final and binding on the person seeking the approval. If approval to trade Company Securities is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone. Any approval to trade under this policy is not an endorsement from the Company and the person doing the trade is individually responsible for their investment

decisions and their compliance with insider trading laws.

- 24 The insider trading prohibitions apply even when a trade is permitted under this clause if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

Requirements after trading

- 25 Once a Restricted Person has completed a trade in the Company Securities, the Authorising Officer described in clauses 21 to 24, must be:

25.1 advised that the trade has been completed and attach the trade confirmation (which may occur via email); and

25.2 in the case of directors, provided with sufficient information to enable the Company to comply with its ASX reporting obligations (including date, price, volume and whether the change occurred during a Closed Period and if so, whether written clearance was provided). This information must be provided to ASX as soon as reasonably practicable and in any event no later than three business days after the date of the change.

No speculative short term trading

- 26 Restricted Persons should not trade in the Company's Securities on a short-term basis or for speculative trading gain.

No hedging

- 27 A Restricted Person must not, without prior written approval by the Authorising Officer specified in clauses 21 to 24, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's Securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Company's Securities.

- 28 This provision includes engaging in hedging or other arrangements that would have the effect of limiting the economic risk in connection with Company Securities including Securities which are unvested, subject to a holding lock or issued pursuant to an equity based remuneration scheme.

Permitted dealings

- 29 Certain types of dealing are excluded from the operation of this policy and may be undertaken at any time (subject to complying with applicable law and the insider trading prohibitions outlined above in section 4.4), including the following (and any other permitted dealings as approved by the Board from time to time and notified to Restricted Persons):

29.1 employee incentive schemes – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Securities or exercising an option or right under an employee incentive scheme subject to the terms of the relevant employee incentive scheme. However, the additional restrictions will apply to any subsequent trading of Securities acquired under an employee incentive scheme and the Restricted Person must make an election to participate or cease participation in an employee incentive scheme when they are not in possession of inside information;

29.2 dividend reinvestment plan – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Securities under a dividend reinvestment plan. However, the additional restrictions will apply to any subsequent trading of Securities acquired under a dividend reinvestment plan

and the Restricted Person must make an election to participate or cease participation in a dividend reinvestment plan when they are not in possession of inside information;

- 29.3 rights offers, share purchase plans and buy-backs (or other pro-rata/generalised offers) – trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a security plan purchase and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by 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;
- 29.4 third party discretion – an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Securities) where the assets of the fund or other scheme are invested at the discretion of a third party; and
- 29.5 disposal under margin lending arrangement – an involuntary disposal of securities that results from a margin lender or financier exercising its rights under a margin lending or other secured financing arrangement that has previously been approved in accordance with this policy.

Exceptional circumstances

- 30 If a Restricted Person needs to deal in the Company's Securities due to exceptional circumstances but such dealing would breach this policy, the Restricted Person must apply to the Authorising Officer specified in clauses 21 to 24 for a waiver from compliance with the provisions in clauses 21 to 24 or 26, subject to applicable laws.
- 31 Exceptional circumstances include severe financial hardship, compulsion by a court order or any other circumstances that are deemed exceptional by the Authorising Officer.
- 32 The Restricted Person seeking a waiver under this clause must apply in writing (which may include an application via email) to the Authorising Officer:
 - 32.1 setting out the circumstances of the proposed dealing (including an explanation as to the severe financial hardship or circumstances that are otherwise exceptional) and the reason the waiver is requested; and
 - 32.2 provide confirmation to the relevant person(s) that they are not in possession of 'inside information'.
- 33 A waiver will only be granted if the Restricted Person's application is accompanied by sufficient evidence (in the opinion of the Authorising Officer) that the dealing of the relevant Securities is the most reasonable course of action available in the circumstances and not contrary to applicable laws.
- 34 If a waiver is granted, the Restricted Person will be notified in writing (which may include notification via email) and in each circumstance the duration of the waiver to deal in Securities will be five trading days or such other period notified by the Authorising Officer to the Restricted Person.
- 35 Unless otherwise specified in the notice, any dealing permitted under this clause must comply with the other clauses of this policy (to the extent applicable). The insider trading prohibitions apply even when a trade falls within this clause 35 if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

Breaches of this policy

- 36 Strict compliance with this policy is a condition of employment or engagement by the Company. Breaches of this policy will be regarded as serious misconduct and may lead to

disciplinary action, which may include termination of employment or engagement by the Company.

Business Unit policies

- 37 Dealing in Securities or communicating information may also be subject to Business Unit policies relating to personal dealing, insider trading, conflicts of interest or similar.
- 38 You must also comply with the requirements of those policies in addition to the requirements in this policy. Please contact Risk and Compliance for further information.

Further Information

- 39 For more information about this policy, contact the Company Secretary.
- 40 In addition to this policy, holders of Company Securities should be aware there are certain provisions under the BCBCA and other applicable laws that may apply to transactions involving Company Securities. Holders of Company Securities should consult a legal advisor in regard to the application of the BCBCA and other applicable laws to their particular circumstances before dealing in any Securities.