
Securities Trading Policy

GOLDARC RESOURCES LIMITED (ACN 002 261 565)

Adopted by the Board on 20 March 2026

Securities Trading Policy

1 Purpose

- (a) The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits the trading in shares, options, debentures (including convertible notes) and other securities (**securities**) of a company by any person who is in possession of price sensitive information regarding that company that is not generally available. The Corporations Act:
 - (i) imposes substantial penalties on persons who breach those provisions; and
 - (ii) applies to the extent of any inconsistency between it and this policy.
- (b) This policy regulates dealings by directors and certain officers of GoldArc Resources Limited (**GoldArc** or the **Company**) and other designated persons, in securities in GoldArc about which they acquire Inside Information through their position or dealings with GoldArc.
- (c) This policy is not designed to prohibit GoldArc Persons from investing in GoldArc securities, but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in GoldArc securities.
- (d) The purpose of this policy is not only to minimise the risk of insider trading, but also to avoid the appearance of insider trading and the significant reputational damage associated with the perception of insider trading.

2 Definitions

For the purposes of this policy:

- (a) **"Blackout Period"** has the meaning given in section 4.1 of this policy;
- (b) **"Board"** means the board of directors of the Company from time to time;
- (c) **"Company Secretary"** means the secretary of the Company from time to time;
- (d) **"Directors and Senior Management"** means each director of GoldArc, the Chief Executive Officer, the Chief Financial Officer, Managing Director and Company Secretary of GoldArc, Key Management Personnel and persons as the Board decides from time to time;
- (e) **"Inside Information"** has the meaning given in section 3.2 of this policy;
- (f) **"Key Management Personnel"** has the meaning given in the Corporations Act; and
- (g) **"GoldArc Person"** means:
 - (i) all Directors and Senior Management;
 - (ii) all employees, key consultants and any other person designated a GoldArc Person by the Board in writing;

- (iii) also includes:
 - (A) a company or trust controlled by any of the persons referred to in sub-paragraph (i) and (ii) above; and
 - (B) for the purposes of section 4 only, a spouse (including a de facto spouse), child (including a step-child or adopted child), a close relative, a person financially dependent on or acting in concert with any of the persons referred to in sub-paragraph (i) and (ii) above.
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3 Insider trading

3.1 General prohibition on insider trading

- (a) No GoldArc Person may, while in possession of Inside Information concerning GoldArc, in breach of the Corporations Act:
 - (i) buy or sell any GoldArc securities at any time;
 - (ii) procure another person to deal in GoldArc securities in any way; or
 - (iii) pass on any Inside Information to another person for that person's own personal gain by dealing in GoldArc securities in any way.
- (b) All GoldArc Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with GoldArc.
- (c) The requirements imposed by this policy are in addition to any legal prohibitions on insider trading. Trading in GoldArc securities is prohibited at any time by a director or a GoldArc Person if that person possesses Inside Information, even where:
 - (i) the trade occurs outside a Blackout Period;
 - (ii) the trade falls within an exclusion in this policy; or
 - (iii) clearance has been given under this policy to trade (whether in exceptional circumstances or otherwise).

3.2 Inside Information

A GoldArc Person is responsible for assessing whether they possess "**Inside Information**". This occurs where:

- (a) the person possesses information that is not generally available to the public and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of GoldArc's securities (or a decision whether or not to trade in them); 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 GoldArc's securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence a person who commonly invests in securities to either deal or not deal in securities in any way. Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this policy, except that references to "GoldArc's securities" should be read as references to the securities of the outside company.

4 Restrictions on trading in Blackout Periods

4.1 Blackout Periods

- (a) GoldArc Persons, subject to sections 4.4 and 6, may not buy or sell GoldArc securities during a Blackout Period.
- (b) "**Blackout Periods**" are times when GoldArc Persons must not deal in the Company's securities.

The following are mandated Blackout Periods:

- (i) Two weeks before and the following day on which the Company's half yearly results are released to the ASX;
- (ii) Two weeks before and the following day on which the Company's full year results are released to the ASX;
- (iii) Two weeks before and the following day of the announcement of the Company's quarterly reports to ASX; and
- (iv) any other period that the Board specifies from time to time, including under section 4.2.

During Blackout Periods, GoldArc Persons must not deal in any of the Company's financial products or securities, or in any securities related to them.

4.2 Ad-hoc restrictions

The Company may impose, without notice and in its sole and absolute discretion, additional restrictions on trading in the Company's securities by any or all GoldArc Persons, and also by any other staff member(s) (who are not otherwise designated as "GoldArc Persons") as the Company considers appropriate. For the avoidance of doubt, GoldArc may impose ad-hoc restrictions under this section 4.2 even where the proposed trade would otherwise take place outside a Blackout Period provided for in this policy. Any restriction communicated by the Company to any or all GoldArc Persons (or other staff members) under this section 4.2 must be kept strictly confidential.

4.3 Notifications

- (a) GoldArc Persons must:
 - (i) prior to dealing in GoldArc securities outside a Blackout Period or where section 5 requires the person to obtain a consent under section 4.3, notify the relevant person in section 4.3(c) (the **Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer;

- (ii) confirm that they are not in possession of any Inside Information;
 - (iii) after dealing with the GoldArc securities, provide the Authorising Officer with a transaction confirmation; and
 - (iv) notify the Authorising Officer if they begin to have, or cease to have, a "substantial holding" (as defined in section 9 of the Corporations Act) in the Company, or if they have a substantial holding in the Company and there is a movement of at least 1% in their holding.
- (b) For the avoidance of doubt, the GoldArc Person seeking authorisation cannot be their own Authorising Officer.
- (c) Authorising Officer

GoldArc Person seeking authorisation	Authorising Officer
Chair of the Board	The chair of the Audit and Risk Committee
Other Directors, Company Secretary and any other Key Management Personnel	The chair of the Board or, in his/her absence, the chair of the Audit and Risk Committee.
Any other GoldArc Person	The Company Secretary or, in his/her absence, the Chief Executive Officer.

4.4 Exceptional circumstances

- (a) In exceptional circumstances, the Authorising Officer, has discretion to approve dealings in GoldArc securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy. Any approval given under this section 4.4(a), must be provided by electronic delivery via email. The notification requirements still apply.
- (b) What constitutes "exceptional circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Board, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.
- (c) Any decision to grant or refuse to grant clearance to an GoldArc Person to trade in the Company's securities by the Authorising Officer under this section 4.4:
- (i) may be made in the Authorising Officer's absolute discretion, without giving any reasons;
 - (ii) can be withdrawn (if clearance has been given) if new information comes to light or there is a change in circumstances;
 - (iii) is final and binding on the GoldArc Person seeking clearance; and
 - (iv) must be kept strictly confidential by the GoldArc Person and not disclosed to any other person.

- (d) In deciding whether to grant clearance to trade in the Company's securities, the Authorising Officer will consider the need to minimise the risk of insider trading, and also to avoid the appearance of insider trading and the significant reputational damage that may cause.
- (e) Any clearance to trade by the Authorising Officer under this section 4.4 is not an endorsement to trade. The GoldArc Person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws. The GoldArc Person must carefully consider whether they are in possession of any Inside Information that might preclude them from trading at that time. If the GoldArc Person is in any doubt, they should not trade.
- (f) If a GoldArc Person comes into possession of Inside Information after receiving a clearance to trade, they must not trade despite having received the clearance.

4.5 Company secretary to maintain records

The Company Secretary will maintain a copy of:

- (a) all requests for an approval to deal in GoldArc's securities submitted by a GoldArc Person; and
- (b) details of all dealings in GoldArc's securities made by a GoldArc Person.

5 Other restrictions

5.1 No speculative trading

Under no circumstances should GoldArc Persons engage in short-term or speculative trading in GoldArc securities. This prohibition includes short term direct dealing in GoldArc securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

5.2 No protection arrangements

The entering into of all types of "protection arrangements" for any GoldArc securities (or GoldArc products in the derivatives markets):

- (a) is prohibited at any time in respect of any GoldArc securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires consent under section 4.3.

For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which:

- (c) amount to "short selling" of securities beyond the GoldArc Person's holding of securities;
- (d) operate to limit the economic risk of any GoldArc Person's security holding (e.g. hedging arrangements) including GoldArc's securities held beneficially (for example, in trust or under any GoldArc incentive plan) on that GoldArc Person's behalf; or

- (e) otherwise enable a GoldArc Person to profit from a decrease in the market price of securities.

5.3 No granting of security over GoldArc securities or entering into margin lending arrangements

- (a) GoldArc Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any GoldArc securities which are unvested or subject to a holding lock, to secure any obligation of that GoldArc Person or any third party or enter into any margin lending arrangement involving GoldArc securities.
- (b) Unless paragraph (a) applies, GoldArc Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any GoldArc securities, to secure any obligation of that GoldArc Person or any third party or enter into any margin lending arrangement involving GoldArc securities, with consent under section 4.3.

6 Exemptions

- (a) GoldArc Persons may at any time:
 - (i) trade GoldArc securities where the trading does not result in a change of beneficial interest in the securities;
 - (ii) acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act;
 - (iii) transfer GoldArc securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (iv) acquire GoldArc's ordinary shares by conversion of securities giving a right of conversion to GoldArc's ordinary shares;
 - (v) acquire GoldArc's securities under a bonus issue made to all holders of securities of the same class;
 - (vi) undertake to accept, or accept, a takeover offer;
 - (vii) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of GoldArc) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (viii) a disposal of GoldArc securities that is the result of a secured lender exercising their rights under a loan or security agreement;
 - (ix) where a restricted person is a trustee, trade in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person; and / or

- (x) trade 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 or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding 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.
 - (b) If a GoldArc Person undertakes any of the actions described in paragraph (a), that GoldArc Person must advise the relevant Authorising Officer (as set out in section 4.3(c)).
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7 ASX Notifications

- (a) GoldArc must notify ASX within 5 business days after any change to a director's relevant interest in GoldArc securities or a related body corporate of GoldArc, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.
 - (b) To enable GoldArc to comply with the obligation set out in paragraph (a), a director must immediately (and no later than 3 business days after any relevant event) notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to the Australian Securities and Investments Commission and ASX as required under the Corporations Act and ASX Listing Rules.
 - (c) If GoldArc makes a material change to this trading policy, the amended trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.
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8 General

- (a) A breach of this policy will be regarded seriously and may lead to disciplinary action, including dismissal.
- (b) This policy will be made available on the GoldArc website.
- (c) If you require any further information or assistance, or are uncertain about the application of the law or this trading policy in any situation, please contact the Company Secretary.