
SECURITY TRADING POLICY

1. Purpose and application of this policy

- 1.1 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:
- (a) imposes substantial penalties on persons who breach those provisions; and
 - (b) applies to the extent of any inconsistency between it and this policy.
- 1.2 For the purposes of this policy:
- (a) “**Company Person**” means all directors and senior management including each director of the Company, the Managing Director/CEO and Company Secretary of the Company, Key Management Personnel (as defined in the Corporations Act), all employees of the Company and any other person designated as a Company Person by the board of directors (**Board**) in writing; and
 - (b) also includes:
 - (i) a company or trust controlled by any of the persons referred to in clause 1.2(a) above; and
 - (ii) for the purposes of clause 3 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 clause 1.2(a) above.
- 1.3 This policy regulates dealings by directors and certain officers of the Company and other designated persons, in securities in the Company or any other entity about which they acquire Inside Information through their position or dealings with the Company.
- 1.4 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.
- 1.5 This policy is not designed to prohibit Company Persons from investing in the Company securities but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in the Company securities.

2. Insider trading

- 2.1 General prohibition on Insider Trading
- (a) No Company Person may, while in possession of Inside Information (defined in clause 2.2) concerning the Company, in breach of the Corporations Act:

- (i) buy, sell or deal in any the Company securities at any time;
 - (ii) procure another person to deal in the Company's securities in any way; or
 - (iii) pass on any Inside Information to another person for that person's own personal gain by dealing in the Company securities in any way (**Insider Trading**).
- (b) All Company Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with the Company.
- (c) The requirements imposed by this policy are in addition to any legal prohibitions on Insider Trading. Trading in the Company's securities is prohibited at any time by a director or a Company Person if that person possesses Inside Information, even where the trade occurs outside a Blackout Period; or the trade falls within an exclusion in this policy; or clearance has been given under this policy to trade (whether in exceptional circumstances or otherwise).

2.2 Inside Information

- (a) A Company Person is responsible for assessing whether they possess "Inside Information". This occurs where:
 - (i) 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 the Company securities (or a decision whether or not to trade in them); and
 - (ii) 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 the Company securities.

2.3 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 "the Company securities" should be read as references to the securities of the outside company.

3. Restrictions on trading Blackout Periods

3.1 Blackout Periods

In addition to general restrictions outlined in clause 2, Company Persons, subject to clause 3.3, may not buy or sell the Company securities during a Blackout Period (defined below).

- (a) Blackout Periods are times when Company Persons must not deal in the Company's securities.

- (b) The following are mandated Blackout Periods:
 - (i) from 14 days before the Company's half-yearly results are released to the ASX until the completion of one full trading day after release;
 - (ii) from 14 days before the Company's full year results are released to the ASX until the completion of one full trading day after release;
 - (iii) from 7 days before each of the Company's quarterly reports are released to ASX until the completion of one full trading day after release; and
 - (iv) any other period that the Board specifies from time to time.
- (c) During Blackout Periods Company Persons must not deal in any of the Company's financial products or securities, or in any securities related to them.

3.2 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 Company Persons, and also by any other staff member(s) (who are not otherwise designated as "Company Persons") as the Company considers appropriate. For the avoidance of doubt, the Company may impose ad-hoc restrictions under this clause 3.2 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 Company Persons (or other staff members) under this clause 3.2 must be kept strictly confidential.

3.3 Notifications

- (a) Company Persons must:
 - (i) prior to dealing in the Company securities outside a Blackout Period or where clause 4 requires the person to obtain a consent under clause 3.3, notify the relevant person in clause 3.3(c) (the **Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer by completing a Request for clearance to trade (Annexure A);
 - (ii) confirm that they are not in possession of any Inside Information;
 - (iii) after dealing with the Company 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 Company Person seeking authorisation cannot be their own Authorising Officer.
- (c) Authorising Officer

The Company person seeking authorisation	Authorising Officer
Chair of the Board	Any two Non-Executive Directors or a Non-Executive Director and Company Secretary
Other directors, Company Secretary and any other Key Management Personnel	The Chair of the Board
Any other Company Person	The Chair of the Board or the Company Secretary

3.4 Exceptional circumstances

- (a) In exceptional circumstances the Authorising Officer has discretion to approve dealings in the Company securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy.
- (b) Any approval given under this clause 3.4, must be provided by electronic delivery via email. The notification requirements still apply.
- (c) What constitutes “exceptional circumstances” will be assessed on a case-by-case basis within the absolute discretion of the Authorising Officer, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.
- (d) Any decision to grant or refuse to grant clearance to a Company Person to trade in the Company’s securities by the Authorising Officer under this clause 3.4:
 - (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 Company Person seeking clearance; and
 - (iv) must be kept strictly confidential by the Company Person and not disclosed to any other person.
- (e) 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.
- (f) Any clearance to trade by the Authorising Officer under this clause 3.4 is not an endorsement to trade. The Company Person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws. The Company Person must carefully consider whether they are in possession of any Inside Information that might preclude them from trading at that time. If the Company Person is in any doubt, they should not trade.
- (g) If a Company Person comes into possession of Inside Information after receiving a clearance to trade, they must not trade despite having received the clearance.

3.5 Company secretary to maintain records

Company Secretary will maintain a copy of:

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

4. Other restrictions

4.1 No speculative trading

Under no circumstances should Company Persons engage in short-term or speculative trading in the Company securities. This prohibition includes short term direct dealing in the Company 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.

4.2 No protection arrangements

- (a) The entering into of all types of "protection arrangements" for any the Company securities (or the Company products in the derivatives markets):
 - (i) is prohibited at any time in respect of any the Company securities which are unvested or subject to a holding lock; and
 - (ii) otherwise, requires consent under clause 3.3.
- (b) For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which:

4.3 For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which: Provisions of security over the Company's securities or entering into margin lending arrangements

- (a) Company 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 the Company securities which are unvested or subject to a holding lock, to secure any obligation of that Company Person or any third party or enter into any margin lending arrangements involving the Company securities.
- (b) Unless clause 4.3(a) applies, Company Persons may, directly or indirectly, grant security (whether by charge, mortgage, pledge or otherwise) over any of the Company's securities, to secure any obligation of that Company Person or any third party or enter into any margin lending arrangements involving the Company securities, with consent provided under clause 3.3.

4.4 Trading in outside companies

Company Persons must not trade in the securities or financial products of outside companies where they are in possession of Inside Information of that outside company.

5. Exemptions

5.1 Company Persons may at any time:

- (a) trade in the Company's securities where the trading does not result in a change of beneficial interest in the securities;
- (b) 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;
- (c) transfer the Company securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- (d) acquire the Company's ordinary shares by conversion of securities giving a right of conversion to the Company's ordinary shares;
- (e) acquire the Company's securities under a bonus issue made to all holders of securities of the same class;
- (f) undertake to accept, or accept, a takeover offer;
- (g) invest in, or trade 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;
- (h) a disposal of the Company securities that is the result of a secured lender exercising their rights under a loan or security agreement;
- (i) 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
- (j) 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.

5.2 If a Company Person undertakes any of the actions described in clause 5.1, that Company Person must advise the relevant Authorising Officer (as set out in clause 3.3(c)).

6. ASX notifications

6.1 The Company must notify ASX within 5 business days after any change to a director's relevant interest in the Company's securities or a related body corporate of the

Company, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.

- 6.2 To enable the Company to comply with the obligation set out in clause 6.1, a director must immediately (and no later than 3 business days after any relevant event) notify Company Secretary in writing of the requisite information for Company Secretary to make the necessary notifications to the Australian Securities and Investments Commission (**ASIC**) and ASX as required under the Corporations Act and ASX Listing Rules.
- 6.3 If the Company 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.

7. General

- 7.1 A breach of this policy will be regarded as serious misconduct which may lead to disciplinary action, up to and including dismissal.
- 7.2 This policy will be made available on the Company's website.
- 7.3 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 Company Secretary.

8. Review and changes to this policy

- 8.1 The Board will review this policy annually or as often as it considers necessary to check it is operating effectively and consider whether changes are required.
- 8.2 The Board may change this policy from time to time by resolution.

Annexure A – Request for clearance to trade

1. Applicant Details

Name	
Position	

2. Details of securities and proposed trade

Nature of trade	☐ Onmarket ☐ Offmarket ☐ Other
Number of Securities	
Class of Securities	
Name of registered holder	

3. Reason for request

☐ Standard	☐ Exceptional Circumstances
If exceptional circumstances please provide details:	

4. Declarations

I confirm that I:

- (a) have read and understood the Security Trading Policy and the proposed trade does not breach that policy or any legal obligations referred to in the policy;
- (b) am not in possession of any inside information in relation to Pathkey.AI Ltd and
- (c) understand that I cannot trade in the company's securities until clearance is given, and that any clearance given will be valid only for the period stated in the clearance.

Signed: _____ Name: _____ Date: _____

OFFICE USE – Clearance to be completed by Approving Officer

Clearance given by:		
.....		
.....		
Name of Approving Officer	Signature of Approving Officer	Date
Clearance valid for _____ business days from the date of clearance		