IDENTIFAI GENETICS LIMITED
ACN 695 439 993
(COMPANY)

SECURITIES TRADING POLICY

1. Introduction

(a) This Securities Trading Policy (**Policy**) sets out the policy on the sale and purchase of securities in the Company by its Key Management Personnel and any other connected person of the Company (e.g. an employee, contractor, consultant or adviser) or a member of Key Management Personnel (e.g. spouse or partner, child under 18 years of age, a parent, an unlisted company in which a member of Key Management Personnel is a director, a trust in a which a member of Key Management Personnel is a trustee and beneficiary or a connected person is a beneficiary or any other person or entity over whom a member of Key Management Personnel has significant influence or control) who is nominated by the Board from time to time as a person to whom this policy applies.

(b) "Key Management Personnel" are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

(c) The Company has determined that its Key Management Personnel are its Directors and those employees directly reporting to the Managing Director (or person in an equivalent role).

(d) Key Management Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

(e) The purpose of this Policy is to assist Key Management Personnel to avoid conduct known as 'insider trading'. In some respects, this Policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

2. What types of transactions are covered by this Policy?

This Policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

3. What is insider trading?

3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

(a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (i.e. information that is 'price sensitive'); and

(b) that person:

(i) buys or sells securities in the Company; or

(ii) procures someone else to buy or sell securities in the Company; or

(iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

(a) the Company considering a major acquisition or disposal;

(b) the threat of major litigation against the Company;

(c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;

(d) a material change in debt, liquidity or cash flow;

(e) a significant new development proposal (e.g. new product or technology);

(f) the grant or loss of a major contract or licence;

(g) a management or business restructuring proposal;

(h) the appointment of a liquidator, administrator or receiver;

(i) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;

(j) a share issue proposal;

(k) under subscriptions or over subscriptions to an issue of securities; and

(l) giving or receiving a notice of intention to make a takeover.

3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "Associates" in this Policy).

3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information. For the purpose of the insider trading provisions of the Corporations Act, "information" is given a wide meaning and includes matters of supposition and other matters that are insufficiently definite to warrant being made known to the public and matters relating to the intentions, or the likely intentions of a person.

3.5 When information is generally available

Information is generally available if it has been made known in a manner that would, or would be likely to bring it to the attention of persons who commonly invest in securities of a kind whose price of value might be affected by the information and since it was made known, a reasonable period for it to be disseminated among such persons has elapsed.

3.6 When information is "price sensitive"

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if (and only if) the information would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of those securities. In other words, the information must be shown to be material to the investment decision of a reasonable hypothetical investor in the securities.

3.7 Employee incentive schemes

The prohibition does not apply to acquisitions of securities by employees made under employee incentive schemes, nor does it apply to the acquisition of shares as a result of the exercise of options or rights or conversion of convertible securities under an employee incentive scheme. However, the prohibition does apply to the sale of shares acquired under an employee incentive scheme and also to the sale of shares acquired following the exercise of options or rights or conversion of convertible securities granted under an employee incentive scheme.

4. Guidelines for trading in the Company's securities

4.1 General rule

(a) Key Management Personnel are not permitted to trade the Company's securities during the specific "**Closed Periods**" detailed below.

(b) **"Securities"** are securities issued by the Company and include shares, share acquisition rights, options, debentures (including bonds and notes) and derivatives of any of the above.

(c) **"Trade"** in relation to securities means, whether as principal or agent, to apply for, acquire, or dispose of securities, or to enter into an agreement to apply for, acquire or dispose of securities or procure another person to do so. Trade includes the exercise of an option or the conversion of a share acquisition right.

(d) The Closed Periods are:

(i) 48 hours after the publication of a price sensitive announcement to the Australian Securities Exchange;

(ii) the period from two weeks prior to and 48 hours after the release of quarterly results;

(iii) the period from two weeks prior to and 48 hours after the release of half year results;

(iv) the period from two weeks prior to and 48 hours after the release of full year results; and

(v) the day of the annual general meeting.

(e) The Company may at its discretion vary this rule in relation to a particular Closed Period by general notification to all Key Management Personnel either before or during the Closed Period.

(f) In particular, the Company may notify all Key Management Personnel of additional Closed Periods during which the Company's securities may not be traded, including while it considers matters which are exempt from immediate disclosure to ASX under the continuous disclosure rules.

(g) However, if a member of Key Management Personnel is in possession of price sensitive information which is not generally available to the market, including the notification of an additional Closed Period, then he or she must not deal in the Company's securities at any time, even if such trading might otherwise be permitted by this Policy.

4.2 No short-term trading in the Company's securities

Key Management Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the resulting shares will be sold shortly thereafter.

4.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price-sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

4.4 Derivatives

For the avoidance of doubt, Key Management Personnel are prohibited from trading during Closed Periods in financial products issued or created over or in respect of the Company's securities.

4.5 Prohibition against hedging unvested entitlements

Key Management Personnel participating in equity-based incentive schemes are prohibited from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.

4.6 Exceptions

(a) Key Management Personnel may at any time:

(i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;

(ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;

(iii) acquire Company securities under a dividend reinvestment, or top-up, plan that is available to all holders of securities of the same class;

(iv) acquire, or agree to acquire, or exercise of options or rights or conversion of convertible securities under an employee incentive scheme (as that term is defined in the ASX Listing Rules);

(v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;

(vi) acquire ordinary shares in the Company as a result of the exercise of options or rights or conversion of convertible securities held under an employee incentive scheme;

(vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;

(viii) make an investment 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;

(ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided 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 managers independently of the restricted person;

(x) undertake to accept, or accept, a takeover offer;

(xi) 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 and 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 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;

(xii) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;

(xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the convertible security, falls during a Closed Period or the Company has had a number of consecutive Closed Periods and the restricted person could not reasonably have been expected to exercise or convert it at a time when free to do so; or

(xiv) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

(b) In respect of any employee incentive schemes adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the Closed Periods.

(c) Were this to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though

the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

4.7 Notification of periods when Key Management Personnel are not permitted to trade

The Company Secretary will endeavour to notify all Key Management Personnel of the Closed Periods on or before their appointment with the Company as well as any varied or additional Closed Periods determined in accordance with paragraphs 4.1(e) and 4.1(f).

5. Approval and notification requirements

5.1 Approval requirements

(a) Any Key Management Personnel (other than the Chairman) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairman or the Board before doing so in the form set out in Annexure A, or such other form as approved in writing by the Board.

(b) If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of the Board before doing so.

5.2 Approvals to buy or sell securities

(a) All requests to buy or sell securities as referred to in paragraphs 5.1(a) and 5.1(b) must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.

(b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1(a) and 5.1(b), any Key Management Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within five (5) business days of the transaction occurring or such earlier time required by paragraph 6(b) for Directors. This notification obligation operates at all times but does not apply to acquisitions of shares, options, rights or other convertible securities by employees made under employee incentive schemes, nor does it apply to the acquisition of shares as a result of the exercise of options or rights or conversion of convertible securities under an employee incentive scheme.

5.4 Key Management Personnel sales of securities

Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of securities being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the securities of the class being sold of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel

needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

5.5 Exemption from Closed Periods restrictions due to exceptional circumstances

Key Management Personnel who are not in possession of inside information in relation to the Company may be given prior written clearance by the Managing Director (or in the case of the Managing Director by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this Policy.

5.6 Severe financial hardship or exceptional circumstances

(a) The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Managing Director (or in the case of the Managing Director by all other members of the Board).

(b) A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

5.7 Financial hardship

(a) Key Management Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

(b) In the interests of an expedient and informed determination by the Managing Director (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

(c) Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

5.8 Exceptional circumstances

(a) Exceptional circumstances may apply to the disposal of Company securities by a Key Management Personnel if the person is required by a court order or a court enforceable undertaking (for example in a bona fide family settlement) to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

(b) Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

(c) Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

6. ASX notification for directors

(a) The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company.

(b) Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities of the Company to ensure that the compliance requirements of the ASX are met.

(c) The Company Secretary will arrange for the appropriate ASX Appendix 3X, 3Y or 3Z notification to be lodged with ASX within 5 business days.

(d) In addition, the ASX Listing Rules require the disclosure by listed companies in Appendix 3Ys of instances where trading by Directors occurred during a Closed Period where prior written clearance was required, and if so, whether that clearance was provided.

7. Material changes to this Policy

For the purposes of the ASX Listing Rules, amendments to this Policy that would constitute a material change and which would require that the amended Policy be given to ASX for release to the market include:

(a) changes to the periods specified in this Policy when the Directors and employees are prohibited from trading in the Company's securities;

(b) changes with respect to the trading that is excluded from the operation of this Policy; and

(c) changes with respect to the exceptional circumstances in which the Directors and employees may be permitted to trade during a Closed Period.

8. Effect of compliance with this Policy

(a) Compliance with this Policy does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

(b) Breach of this Policy (irrespective of whether the insider trading prohibition or any other law is breached) will be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

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 Securities 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 Locksley Resources Limited; 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		