

CORPORATE GOVERNANCE POLICY

Baru Resources Limited

ACN 147 324 847

Securities Trading Policy

1. Purpose

This securities trading policy sets out the Company's policy regarding the trading in Company securities, which includes shares, options, warrants, debentures and any other security on issue from time to time. This policy is separate from and additional to the legal constraints imposed by the common law, the Corporations Act and ASX Listing Rules.

This policy applies to all Directors, Key Management Personnel and other employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, consultants, advisers and auditors of the Company ("designated officers").

2. Requirements

It is illegal to trade in the Company's securities while in possession of unpublished price sensitive information concerning the Company ("inside information"). Under the Corporations Act, a person with inside information must not, and must not procure another person, to deal in the securities of a body corporate or enter into an agreement to deal in the securities of a body corporate. Inside information is technically defined in the Corporations Act as information that:

- is not generally available; and
 - if generally available, a reasonable person would expect it to have a material effect on the price or value of the securities of the body corporate.
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3. General Prohibition on Insider Trading

All designated officers are prohibited from trading in the Company's securities while in the possession of unpublished price sensitive information concerning the Company. In addition, while in possession of unpublished price sensitive information designated officers must not advise others to trade in the Company's securities or communicate the information to another person knowing that the person may use the information to trade in, or procure someone else to trade in, the Company's securities.

Unpublished price sensitive information is information regarding the Company, of which the market is not aware and that a reasonable person would expect to have a material effect on the price or value of the Company's securities, and includes:

- a proposed major acquisition or disposition;
 - drill or exploration results;
 - a significant business development or a proposed change in the nature of the Company's business;
 - details of material contracts that are being negotiated by the Company;
 - potential litigation that would have a substantial effect on the Company;
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- a proposed change in the share capital structure of the Company;
- a proposed change in the Company's dividend policy; and
- a major change to the Board or senior management.

4. Restrictions on Trading

All parties to which this Share Trading Policy applies are prohibited to trade in the Company's securities at any time when they are in possession of any unpublished price sensitive information or potentially price sensitive information.

The prohibited trading period to which this Share Trading Policy applies are periods where parties are in possession of any unpublished price sensitive information and Listing Rule 3.1A is in operation and any other period communicated by the Board from time to time ("Prohibited Period").

The prohibited period extends to, but is not limited to, the following "Closed Periods":

4.1 Closed Periods - Directors and Employees

Directors and employees must also not deal in the Company's securities during the week immediately before and 48 hours after;

- (a) the release of the Company's half-yearly or yearly results;
- (b) the release of the Company's quarterly results; or
- (c) the Annual General Meeting.

4.2 Closed Periods - Directors and Senior Management

Directors and senior management must also not deal in the Company's securities during the week immediately before and 48 hours after;

- (a) the date of the Board meeting for the approval of the Company's interim or annual results; or
- (b) the deadline for the Company to publish its annual results announcement.

If any party the subject to this Securities Trading Policy is in any doubt as to the possession of price sensitive information or potentially price sensitive information they are required to seek permission from the Managing Director of the Company (or in the case of the Managing Director, the Chairman) prior to trading in the Company's securities.

Should the application of this Securities Trading Policy conflict with the Corporations Act 2001 in any way, the Corporations Act 2001 will prevail.

5. Additional Restrictions on Short-Term Trading

The Company encourages Directors and employees to adopt a long-term attitude to their investment in the Company's securities. Consequently, Directors and employees may not engage in short-term or speculative trading of the Company's securities.

6. Permission to Trade

Directors, Key Management Personnel and other employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, consultants, advisers and auditors of the Company ("designated officers") may trade in the Company's securities at other times so long as they are not in possession of any unpublished price sensitive information and fulfil the notification requirements contained in this policy.

The above parties may also trade in the Company's securities in the following circumstances:

- the Managing Director (or in the case of the Managing Director, another Director) approves the trade by a Director upon the director or Company Secretary satisfying the Managing Director that they do not possess unpublished price sensitive information about the company and a failure to trade in the company's securities would result in exceptional circumstances such as financial hardship;
- the Managing Director approves the trade by an employee upon the employee satisfying the Managing Director that they do not possess unpublished price sensitive information about the company and a failure to trade in the Company's securities would result in exceptional circumstances such as financial hardship;
- trade in a managed securities portfolio where the person is not in a position to influence choices in the portfolio; and
- where the trade results from a dividend reinvestment plan where the person has given ongoing instructions to reinvest dividends.

The policy does not apply to any acquisition of securities as part of:

- A new issue where the issue is available pro rata to all holders of securities of the relevant class.
- A dividend reinvestment plan available to all shareholder.
- An issue of securities under an executive or employee share, option or rights plan.
- A takeover offer made to all shareholders.

7. Exceptions

Should any party, the subject of this Securities Trading Policy, wish to trade during a Prohibited Period, they must submit a written request to the Board and satisfy the Board that exceptional circumstances exist and a failure to trade in the Company's securities would result in exceptional circumstances such as financial hardship.

Any request for permission to trade in during a Prohibited Period will be assessed by the full Board (or in the case of the Managing Director, the balance of the Board) on a case by case basis.

A Board resolution in response to the applicant's written request to trade within a Prohibited Period is to be executed and kept in the Company's corporate records, and where granted, written approval provided to the applicant.

8. Notification of Proposed Trade in Company Securities

8.1 Chairman

Prior to trading in (either buying or selling) the Company's securities, the Chairman must notify the Managing Director of his/her intention to trade and confirm that he/she is not in possession of any unpublished price sensitive information.

8.2 Directors

Prior to trading in (either buying or selling) the Company's securities, Directors must notify the Chairman of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

8.3 Employees

Prior to trading in (either buying or selling) the Company's securities, employees must notify the Chairman of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

The requirement to provide notice of an intention to trade in the Company's securities does not apply to the acquisition of securities through Director, officer or employee share or option plans. However, the requirement does apply to the trading of the securities once they have been acquired.

8.4 Notification of Trade in Company Securities

Directors must also notify the Company Secretary of any trade in the Company's securities as soon as practicable, but not later than 5 business days of such trade occurring so that the Company Secretary can comply with the ASX Listing Rule 3.19A requirement to notify the ASX of any change in a notifiable interest held by a Director.

Where a Director is granted permission to trade within a Prohibited Period, the notification to ASX must state whether the trade was made during a Prohibited Period where prior written approval is required and the date on which that written approval was provided - prior to the trade occurring.

The Company Secretary will maintain a register of all trades and holdings in Company securities by Directors.

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1. This policy was adopted by the Board prior to the issue of the Company's prospectus seeking ASX listing.