Securities Trading Policy

1. Purpose

This Security Trading Policy sets out the Company's policy regarding the trading in the securities of *Wiluna Mining Corporation Limited* ABN 18 119 887 606 (**Wiluna Mining or the Company**), which includes shares, options, warrants, debentures and any other security on issue from time to time ("Company's Securities"). This policy is separate from and additional to the legal constraints imposed by the common law, the Corporations Act 2001 and ASX Listing Rules.

This policy applies to Directors and employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, consultants, advisers and auditors (collectively referred to as "Personnel").

The purpose of this Policy is to:

- impose closed trading periods ("Closed Periods") at various times during the year, particularly in periods leading up to an announcement of results, during which trading of the Company's securities by Personnel is prohibited;
- set out procedures to reduce the risk of insider trading; and
- the steps to take when buying or selling securities in the Company.

2. Requirements

A basic explanation on insider trading is provided below including a description of what conduct may constitute insider trading.

It is illegal to trade in the Company's securities while in possession of unpublished Price Sensitive information concerning the Company. A person will be guilty of insider trading if:

(a) that person possesses information in relation to a company which is not generally available to the market, and if it were generally available to the market, would be likely to affect the price or value of that company's securities (i.e. information that is "Price Sensitive"); and

(b) that person:

  (i) buys or sells securities in the company;

  (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 deal in the securities or procure someone else to deal in the securities of the company.

Price Sensitive information means information relating to the Company that would, if the information were publicly known, be likely to:

(a) have a material effect on the price or value of its shares; or

(b) influence persons who invest in securities in deciding whether or not to buy or sell the company's shares.

The following are examples of Price Sensitive information which, if made available to the market, would be likely to affect the price of the Company's securities:

(a) drill or exploration results;

(b) entry into or termination of a material contract (such as a major joint venture);

(c) a material acquisition or sale of assets by the Company;

(d) an actual or proposed takeover or merger;

(e) an actual or proposed change to the Company's capital structure;

(f) a proposed dividend or a change in dividend policy;

(g) a material claim against the Company or other unexpected liability; or

(h) a major change to the Board or senior management.

3. Closed Periods

The Chairman will generally not allow Personnel to deal in the Company's Securities or in financial products issued or created over or in respect of the Company's Securities in the following periods ("Closed Periods"):

(a) within the period of 5 days prior to the release of annual, half yearly or quarterly results;

(b) within the period of 5 days prior to the Annual General Meeting; and

(c) if there is in existence price sensitive information that has not been disclosed because of an ASX Listing Rule exception.

This obligation operates at all times and applies to dealings in the Company's Securities by family members and other associates of Personnel as well as to personal dealings by Personnel.

Personnel must not communicate Price Sensitive information to a person who may deal in the Company's Securities. In addition, Personnel should not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or directors of a family company) the buying or selling of the Company's Securities during Closed Periods.

4. Additional Restrictions on Short-Term Trading

The Company encourages Personnel to adopt a long-term attitude to their investment in the Company's Securities. Consequently, Personnel must not, at any time, engage in short-term trading or speculative trading of the Company's Securities.

5. Related Companies

Personnel, where they possess inside information, should also not deal in securities of other companies with which the Company might have an association or be about to enter such association such as joint

venture or farm in partners.

6. Guidelines for Trading in the Company's Securities

Personnel can deal in the Compnay's Securities outside of any Closed Period in the following circumstances:

(a) they have satisfied themselves that they are not in possession of any Price Sensitive information that is not generally available to the public; and

(b) in the case of Key Management Personnel, they have contacted the Chairman or in his absence, the Managing Director and notified them of their intention to do so and the Chairman or Managing Director indicates that there is no impediment to them doing so.

Where the Chairman wishes to deal in securities, he has contacted the Managing Director, or in his absence, the Company Secretary and notified them of their intention to do so and the Managing Director or Company Secretary indicates that there is no impediment to them doing so.

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 or issued under the plans.

7. Exclusions

This policy does not apply in the following circumstances:

(a) any issue of securities by the Company pursuant to a prospectus or like disclosure under the Corporations Law, or under employee share and option plans;

(b) trading which does not result in a change in beneficial control of the Company's shares eg. transferring a personal holding of the Company's shares to a superannuation fund;

(c) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security. However, insider trading rules and this Policy do apply in relation to the subsequent disposal of any Securities acquired under an option. Where Personnel exercise options while in the possession of price sensitive information, he/she will have to fund the exercise of the options without the financial assistance of a simultaneous sale of some or all shares just acquired. If the options expire outside Closed Period described this Policy, then Personnel may simultaneously exercise and sell any securities subject always to compliance with insider trading laws;

(d) undertakings to accept, or the acceptance of, a takeover offer;

(e) trading 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 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;

(f) trading in the Company's Securities by a managed securities portfolio where Personnel are not in position to influence choices in the portfolio;

(g) where Personnel are trustees, trading in the Company's Securities by that trust provided Personnel are 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 Personnel;

(h) undertakings to accept, or the acceptance of, a takeover offer; and

(i) trading under a non-discretionary trading plan for which has been approved by the Chairman and Managing Director and where:

(i) Personnel did not enter into the plan or amend the trading plan during a Closed Period;

(ii) The trading plan does not permit Personnel to exercise any influence of discretion over how, when or whether to trade.

Such a trading plan may not be cancelled during a Closed Period other than in exceptions circumstances.

8. Dealing in Exceptional Circumstances

In specific circumstances, such as financial hardship, the Chairman may waive the requirement of Personnel to deal in securities during Closed Periods on the condition that Personnel can demonstrate that they are not in possession of any price sensitive information that is not generally available to the public. Should any party, the subject of this Share Trading Policy, wish to trade during a Closed 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 Closed Period will be assessed by the full Board (or in the case of a Director, the balance of the Board) on a case by case basis.

9. Hedging or Limiting Economic Risk – Equity Based Remuneration Scheme Securities

Personnel that receive awards of securities (including, but not limited to, shares, performance rights and options) by the Company pursuant to an equity based remuneration scheme (Scheme) are strictly prohibited from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.

10. ASX Notification by Directors

Directors must notify the Company Secretary within three business days after any dealings in the Company's securities (either personally or through a third party). This enables the Company to notify ASX of the change in the Director's or connected person's interests within the requisite time frame of no more than 5 business days after the change has occurred.

It is the individual responsibility of Directors to ensure they comply with this requirement.

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

11. Consequences of Breach of the Policy

A breach of this Policy by any of the Company's Personnel may expose them to criminal and/or civil liability under the Corporations Act (Cth) 2001.

The Company will regard breach of this Policy as serious misconduct and may be considered a cause for termination of employment or engagement.

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