

# QUANTUM RESOURCES LIMITED

## SUBJECT: TRADING IN SECURITIES

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### 1. BACKGROUND

Although employees are encouraged to become shareholders of our businesses, there are severe penalties for dealing on the basis of inside information.

### 2. AIM

- Effects proper business controls
- Meets legal requirements

### 3. DEFINITIONS

#### 3.1 *Who is covered by this Policy?*

All employees and Directors of Network Companies (which includes associated companies) and their close associates.

#### 3.2 *What is a Close Associate?*

For the purposes of this policy, a close associate is:

- any company in which you have a substantial shareholding;
- any private trust of which you are a beneficiary; and
- any person or company with whom you have an arrangement which would entitle you to control, or influence substantially, the exercise of any voting power of shares in any of the Network Companies.

#### 3.3 *What are Securities?*

For the purposes of this policy, securities are any listed or unlisted class of share, right, share option, or warrant.

#### 3.4 *What is a Network Company?*

For the purposes of this policy, the Network Companies are:

- Astro Diamond Mines N.L.
- Golden River Resources Corporation
- Great Gold Mines N.L.
- Quantum Resources Limited
- Legend International Holdings, Inc.

and any other Company which becomes part of the network as a result of a takeover offer or other form of acquisition by a Network Company.

### 3.5 *What is Dealing in Securities?*

For the purposes of this policy, dealing includes:

- the buying or selling of, or subscribing for, any securities; and
- the exercise of listed or unlisted options

whether on your own account or on behalf of another person.

### 3.6 *What is Inside Information*

For the purposes of this policy, inside information is information which has not been released to the Australian Stock Exchange, any other Exchange that anyone of the companies is listed on, or to a regulatory body as required by law, and which may have an effect on the price of the securities in the relevant company.

### 3.7 *What is the Window Period?*

The window period is the two week period following the release to the Australian Stock Exchange of the quarterly, half yearly or full year report for the relevant Network Company in which a transaction may be contemplated.

## 4. **POLICY**

### 4.1 *Network Companies*

You and your close associates should not deal in securities in Network Companies other than in a window period.

At no time (including the two week period referred to above) may you deal in securities in Network Companies when you are in possession of inside information.

In addition, when in possession of inside information, it is not permissible to:

- communicate the information to any other person; or
- encourage or induce any other person to deal in those securities.

### *Non-Network Companies*

You and your associates should not deal in securities in a non-Network Company which you are aware is the subject of an unannounced significant commercial transaction with a Network Company. This applies particularly to Joint Venture partners.

## 4.2 *Spirit of Policy*

All employees and Directors are expected to comply with the spirit of the policy and not simply the strict legal interpretation.

## 5. PROCEDURE

### 5.1 *What must you do if you wish to deal inside the Window Period?*

You can deal in securities in any Network Company during the two week window period unless you hold inside information. Once you have completed the transaction, you must report the details utilising the Notification of Change in Shareholdings Securities Form to the General Manager Corporate & Company Secretary in Melbourne who maintains a register of those transactions on behalf of the Audit Committees. A copy of the appropriate form is attached (Attachment 1). A completed form must be forwarded to the General Manager Corporate & Company Secretary within one week after the transaction.

### 5.2 *What must you do if you have a special need to deal outside the window period, or if you believe you may hold inside information?*

Directors and Level 5 persons should contact the Chairman & Managing Director and Levels 1 to 4 staff should contact the General Manager Corporate & Company Secretary in Melbourne prior to entering into the transaction so that they can determine whether the dealing would be prohibited under the Corporations Law. Permission granted is valid for a period of one week. After the expiration of the one week period, permission must be re-sought from the Chairman & Managing Director or the General Manager Corporate & Company Secretary.

Should you complete the transaction, you must report the details to the General Manager Corporate & Company Secretary in Melbourne to record, together with the reason for the dealing, in the register. The Notification of Change in Shareholdings Securities Form must be forwarded to the General Manager Corporate & Company Secretary within one week of the transaction.

### 5.3 *What do I do if I am not sure whether a person is a close associate or have other questions*

Contact the General Manager Corporate & Company Secretary in Melbourne.

**QUANTUM RESOURCES LIMITED  
NETWORK COMPANIES**

Notification of Change in Shareholdings in Network Companies

NB: This form should be completed at the time of any share transaction activity and forwarded to:

General Manager Corporate & Company Secretary  
Quantum Resources Limited  
Level 8, 580 St Kilda Road  
Melbourne Vic 3004  
Fax: 03 8532 2805

within one week of the transaction.

I hereby notify of a change in my shareholding (*or that of a close associate*), in a Network Company as detailed below:

Name of shareholder: .....

Relationship: *Self/Spouse/Other (delete as applicable - if other - advise relationship)*

Site Location: .....

Contact Telephone Number:  
*(business hours)* .....

Home address: .....

Company subject of change: (1) .....

*(please list)*

Type of transaction: *Buy/sell/exercise/subscribe for Share/Right/Options/Warrant (delete as applicable)*

Date of transaction: .....

Number of securities: .....

Name: ..... Signature: .....

Date: .....

(1) Any listed company or other company which becomes part of the Network as a result of a takeover offer or other form of acquisition by a Network Company.