

NEWZULU LIMITED

SECURITY TRADING POLICY

1. Introduction

This share trading policy sets out the Newzulu Limited (“Newzulu” or “the Company”) policy regarding trading in the Company’s securities. This policy is separate from and additional to the legal constraints imposed by the common law, the *Corporations Act* and the *ASX Listing Rules*.

This policy applies to Relevant Persons including all Directors, Key Management Personnel and Employees of the Company and their associates (including spouses, children, family trust and family companies) as well as contractors, consultants, advisers and auditors of the Company (“designated persons”).

It is illegal to trade in the Company’s securities while in possession of unpublished price sensitive information concerning the Company. 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 defined in the *Corporations Act* as information that:

- 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 securities of the body corporate.

2. General

Newzulu recognises the benefit of directors, managers and other employees of the company holding securities in the company. However Newzulu will only permit trading in such securities in compliance with current legislation, regulations, the highest ethical standards and the present policy.

3. Trading Prohibited

All Relevant Persons are prohibited from trading in the Company’s securities while in possession of unpublished price sensitive information concerning the Company. In addition, while in possession of unpublished price sensitive information Relevant Persons must not advise others to trade in the Company’s securities or communicate the information to another person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.

4. Price Sensitive Information

Unpublished price sensitive information is information which the market is not aware and that a reasonable person would expect to have a material effect on the price or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;
- 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;
- a proposed change to the share capital structure of the Company; and
- a major change to the Board or senior management.

5. Restrictions on Short-Term Trading

The Company encourages Directors, other Key Management Personnel and Employees to adopt a long-term attitude to their investment in the Company's securities. Consequently, Relevant Persons should not engage in short-term or speculative trading of the Company's securities.

6. Trading Guidelines

Directors

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

Employees

Prior to trading in (either buying or selling) the Company's securities, employees must notify the Executive 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 acquired through the exercise of options previously issued by the Company. However the requirement does apply to the trading of the securities once they have been acquired.

Restricted Persons

Additional restrictions are placed on trading by Directors, General Managers, Managers and other key management personnel as determined by the Chairman and Company Secretary from time to time, ('Restricted Persons').

Additional Restrictions

Closed Periods

In addition to the overriding prohibition against dealing in the Company's securities when a person is in possession of inside information, Restricted Persons and their associated parties⁽¹⁾ are at all times prohibited from dealing in the Company's securities during the prescribed "closed" periods. **Closed Periods will run from the end of the financial quarter up to the day after the release date of the quarterly report (Appendix 4C).**

Closed periods may be varied by the Board of Directors from time to time (in accordance with the listing rules) and circulated, with appropriate notice, to all Restricted Employees.

7. Trustees

A Restricted Person who is a Joint Trustee or a Trustee of a deceased estate should advise his co-trustees or trust beneficiaries, as the case may be, of his relationship with Newzulu and the consequential restrictions on his ability to give advice in respect of Newzulu.

⁽¹⁾ Associated parties - all Directors, officers and employees have a personal responsibility to ensure that his or her 'associated parties' (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to them.

8. Prohibition on Hedging

Directors, Officers and employees must not engage in hedging arrangements (including, for example, the use of put and call options or other derivative instruments) over unvested Securities issued pursuant to any employee or Director option or share plan. In addition, any hedging over vested Securities must comply with this Policy.

9. Directors Duty to Inform

Directors must also notify the Company Secretary of any trade in the Company's securities within 3 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.

The Appendix 3Y – Change of Directors Interest Notice lodged with the ASX must provide the following information:

- whether the trading occurred within a closed period, when prior written clearance was required;
- whether clearance was provided to allow the Trade to proceed; and
- on what date clearance was provided if granted.

10. Breach of Policy

Breaches of this policy will be subject to disciplinary action, which may include termination of employment. If relevant persons are unsure of whether they are able to trade in the Company's securities at a particular time, they are advised to consult with the Managing Director or Company Secretary.

11. Trades excluded from the Share Trading Policy

Restricted Persons may at any time:

- acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares (but may not sell all or any of the shares received upon exercise of the options other than in accordance with this policy);
- acquire Company Securities under a bonus issue made to all holders of securities of the same class;
- acquire Company Securities under a dividend reinvestment plan, a rights issue or a share purchase plan that is available to all holders of securities of the same class;
- acquire, or agree to acquire, options under a Company share option plan;
- exercise options acquired under a Company share option plan (but may not sell all or any of the shares received upon exercise of the options other than in accordance with this policy);
- transfer the Company Securities already held into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary, subject to ensuring the transfer does not contravene the laws prohibiting insider trading;
- invest in, or trade unit of, a fund or other scheme where the assets of the fund or other scheme are invested at the discretion of a third party; or accept a takeover offer.