

TRADING IN SECURITIES

POLICY

1. PURPOSE

- 1.1 In order to preserve the reputation and integrity of Perseus Mining Limited (Perseus or the company), it is imperative that when associates of Perseus deal in Perseus's securities, those dealings are not only fair, but are also seen to be fair. The following policy is intended to educate those associates on the rules that apply to dealing in securities of Perseus and to eliminate the potential for misconceptions, misunderstandings or suspicions which might arise in relation to dealings in the securities of Perseus.
- 1.2 In this policy, terms commencing with a capital have the meaning given to those terms in section 13 of this policy.
- 1.3 The general principle on which this policy is based is that applicable persons and their related persons who deal in Perseus's securities should:
 - a. Not engage in short-term trading of Perseus's securities;
 - b. Not deal in Perseus's or other securities while in possession of inside information;
 - c. Obtain prior clearance for any intended transaction involving Perseus's securities if the person is a member of Perseus's key management personnel;
 - d. Notify the company secretary of completed transactions involving Perseus's securities if the person is a member of Perseus's key management personnel; and
 - e. Ensure that all buying or selling of Perseus's securities by Perseus's key management personnel occurs outside of prohibited periods unless an exemption is obtained in accordance with this policy.

2. OVERVIEW OF INSIDER TRADING PROVISIONS OF THE CORPORATIONS ACT

- 2.1 Under the corporations act it is a criminal offence for anybody to deal in the securities of a company when in possession of inside information about that company. Anyone committing this offence, called insider trading, may be subject to criminal liability resulting in large fines and/or imprisonment. An offender may also be subject to civil liability including being sued by Perseus or a third party for losses incurred as a result of illegal dealing in securities.
- 2.2 This prohibition extends to:
 - a. Advising or procuring another person to deal in securities; and
 - b. Passing on the inside information to another person, if the person knows, or should reasonably know, that the other person would, or would be likely to, deal in the securities in question or procure another person to do so.

- 2.3 Examples of information that may constitute inside information about Perseus include, without limitation:
- a. The status of major regulatory approvals sought by Perseus;
 - b. The outcome of studies relating to Perseus's assets;
 - c. Significant drilling results achieved by Perseus;
 - d. The financial performance of Perseus;
 - e. Perseus's capital structure, such as a proposed dividend or issue of securities;
 - f. Actual or proposed major acquisitions and disposals of Perseus's assets;
 - g. An actual or proposed takeover or merger involving Perseus;
 - h. Major claims against Perseus; and
 - i. Perseus's entry into or termination of a major contract.

The information may relate to Perseus or any group company or their assets or operations.

- 2.4 As part of their employment with or engagement by Perseus or its group companies, applicable persons may also acquire information in relation to other companies with listed securities, including, without limitation, suppliers, contractors and potential or actual takeover or merger parties and the prohibitions set out above extend to dealing in securities of those other companies.

3. CONFIDENTIALITY AND INSIDE INFORMATION

- 3.1 While in possession of inside information about Perseus, applicable persons must not:
- a. Deal in Perseus's securities; or
 - b. Procure, encourage, incite or induce any other person to deal in Perseus's securities.
- 3.2 While it is acknowledged that applicable persons may have no control over related persons, dealings in Perseus's securities by related persons have the potential to cause reputational damage to Perseus and therefore applicable persons who may become in the possession of inside information are encouraged to counsel their related persons to comply with the restrictions set out above.

4. RESTRICTIONS ON TRADING

- 4.1 Under no circumstances may an applicable person deal in Perseus's securities when that person is in possession of inside information. This prohibition is paramount and overrides any situation where dealing would otherwise be allowed under this policy.
- 4.2 key management personnel and their related persons are prohibited at all times from dealing in Perseus's securities during prohibited periods. Any dealings outside of prohibited periods are subject to the insider trading prohibition and the clearance provisions set out in section 8 of this policy.
- 4.3 the board or Perseus's executive management may impose additional restrictions on dealing in securities by certain applicable persons who are involved in a potential project or transaction and the terms and conditions of this policy apply accordingly in respect of such restrictions. Such restrictions must be notified in writing or by email to affected applicable persons and will either be for the period stated in that notice or until the restriction is revoked.

5. SHORT-TERM TRADING AND SHORT SELLING

- 5.1 In order to prevent the unfair use of information, key management personnel and their related persons are generally prohibited from short-term trading. The board may on application, exempt a key management personnel or their related persons from this prohibition in exceptional circumstances (sections 8.2 and 8.3 of this policy apply accordingly).
- 5.2 key management personnel or their related persons are prohibited from short selling Perseus's securities. "Short selling" is selling a security the seller does not own by borrowing that security in the hope that the seller will be able to buy the security at a lower price in the future and close out the short position at a profit.

6. CERTAIN DEALINGS EXCLUDED FROM POLICY

- 6.1 The following dealings in Perseus's securities by key management personnel (and/or their related persons) are excluded from the operation of this policy:
- a. The issue of securities in Perseus under:
 - o A rights issue;
 - o A dividend reinvestment plan;
 - o A share purchase plan; or
 - o An employee option plan, employee share acquisition scheme, executive share acquisition plan, performance rights plan or similar arrangement;
 - b. The disposing of securities:
 - o Under a buy back or capital reduction made available to most or all of Perseus's shareholders; or
 - o As a result of a secured lender exercising its rights under a margin lending arrangement;
 - c. The disposing of entitlements under a renounceable rights issue;
 - d. The acceptance of (or undertaking to accept) an offer under a takeover bid, disposing of securities under a scheme of arrangement or agreeing to cancel options or performance rights over unissued shares in conjunction with a change of control transaction;
 - e. The transfer of securities to a superannuation fund or other saving scheme in which the applicable person or related person is a beneficiary;
 - f. The investment in, or dealing in units of, a fund or other scheme (other than a scheme investing only in Perseus's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - g. Where the applicable person is a trustee or officer of a trustee company, dealing in securities by that trust provided the applicable person is not a beneficiary of the trust and any decision to deal during a prohibited period is taken by other trustees, investment managers or beneficiaries independently of the applicable person;
 - h. Under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this policy;
 - i. Entering into a transaction where the beneficial interest in securities of Perseus will not change; and
 - j. Exercising an option, exercising a right under an employee incentive scheme or converting a convertible security.
- 6.2 All dealings listed in this section by Perseus's key management personnel are subject to notification of such dealings to the company secretary under section 11 of this policy.

7. CLEARANCE TO DEAL OUTSIDE PROHIBITED PERIOD

- 7.1 In addition to complying with any other requirement under this Policy to obtain prior written clearance, Perseus’s Key Management Personnel are required to obtain clearance for all intended Dealings in Perseus’s Securities by themselves or, if they are aware, their Related Persons, at least two Trading Days before such intended Dealings. This should be done in writing or by email to the Company Secretary.
- 7.2 Any Dealing in Perseus’s Securities by Perseus’s Key Management Personnel or, if they are aware, their Related Persons outside a Prohibited Period and provided such Dealing is otherwise permitted by this Policy, is subject to:
- (a) The relevant Key Management Personnel advising the Company Secretary at least two Trading Days before such intended Dealing in writing or by email of their intention to Deal in Perseus’s Securities outlining:
- The name of the security holder;
 - The proposed date of dealing;
 - The type of proposed transaction (purchase, sale, etc.); and
 - The number of securities involved,
- and confirming that they are not in the possession of inside information about Perseus; and
- 7.3 The Company Secretary with approval by the Managing Director (or, where the relevant Key Management Personnel is the Managing Director, by Perseus’s Chairman, or, where the relevant Key Management Personnel is the Chairman, by the Chairman of Perseus’s Audit and Risk Committee) confirming to the relevant Key Management Personnel that there is no known reason to preclude the advised Dealing in Perseus’s Securities.
- 7.3 Any Dealing pursuant to this section must occur within 5 Trading Days of receipt of the Company Secretary’s confirmation.
- 7.4 Any Dealing under this section by Key Management Personnel is subject to notification of such Dealing to the Company Secretary under section 11 of this Policy.

APPROVAL AND REVIEW

This Policy is to be reviewed as on a periodic basis and updated required.

REV. NO.	PREPARED/ UPDATED BY	REVIEWED	APPROVED	DATE	DESCRIPTION/ CHANGE EFFECTED
0	General Counsel & Company Secretary	Managing Director & CEO	Perseus Board	March 2015	Document Created