Orrex Resources Ltd

COMPANY TRADING POLICY

Adopted June 2010

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Category:	**Corporate Governance Policy**
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1 Introduction

In accordance with Recommendation 3.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd edition), Orrex Resources Ltd (the **Company**) has established a Policy for Trading in Company Securities applicable to directors, officers, employees and consultants.[1] The Company's policy is set out below.

2 Insider Trading Provisions

Directors, officers, employees and consultants who wish to trade in Company securities must first have regard to the statutory provisions of the Corporations Act dealing with insider trading.

Insider trading is the practice of dealing in a company's securities (i.e. shares or options) by a person with some connection with a company (e.g. an employee) in possession of information generally not available to the public, but may be relevant to the value of the company's securities or may influence a person's decision to transact in the company's securities. It may also include the passing on of this information to another. Legally, insider trading is an offence which carries severe penalties, including imprisonment.

In summary, directors, officers, employees and consultants of the Company must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities (i.e. shares or options) in the Company, or procure another person to do so:

1. if that director, officer, employee or consultant possesses information that a reasonable person would expect to have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company if the information was generally available;

2. if the director, officer, employee or consultant knows or ought reasonably to know, that:

    (a) the information is not generally available; and
    (b) if it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company; and
    (c) without first seeking and obtaining written acknowledgement from the Chair or Managing Director.

Further, directors, officers, employees and consultants must not either directly or indirectly pass on this kind of information to another person if they know, or ought reasonably to know, that this other person is likely to deal in the securities of the Company or procure another person to do so.

[1] In this policy references to directors, officers, employees and consultants includes all associates of the directors, officers and employees.

3 Other Prohibited Transactions

Directors, officers, employees and consultants should not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Chair.

Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

4 Permitted Trading

The directors, officers and employees of the Company should only trade in securities of the Company if they are satisfied that they do not possess unpublished price sensitive information about the Company. If any director, officer or employee of the Company is unclear whether they possess such information, they should seek the approval of the Chair or Managing Director prior to any trade in securities of the Company.

If a Director, officer, employee, or consultant of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities.

5 Long Term Trading

The Company wishes to encourage directors, officers, employees and consultants to adopt a long term attitude to investment in the Company's securities. Therefore, directors, officers, employees and consultants must not engage in short term or speculative trading of the Company's securities.

6 Notification of Trading by Directors

Directors must disclose details of changes in securities of the Company they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible after the date of the contract to buy and sell the securities (**Contract Date**) but in any event:

1. no later than 3 business day after the Contract Date; or
2. if you begin to have or cease to have a substantial shareholding or there is a change in your substantial holding, the business day after the Contract Date.

The Company Secretary is to maintain a register of notifications and acknowledgements given in relation to trading in the Company's securities. The Company Secretary must report all notifications of dealings in the Company's securities to the next Board meeting of the Company.

Directors are reminded that it is their obligation under section 205G of the Corporations Act to notify the market operator within 14 days after any change in a director's interest.

7 Non Compliance and Further Advice

Breach of the insider trading prohibition could expose you to criminal and civil liability. Breach of insider trading law or this Policy will be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

This Policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Directors, officers, employees and consultants who wish to obtain further advice in this matter, are encouraged to contact the Company Secretary.