RACE ONCOLOGY LIMITED
ACN 149 318 749

TRADING POLICY

Approved for release by the Board

TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the dealing of securities or derivatives in the Company by:

(a) its Key Management Personnel (as defined in the ASX Listing Rules); and

(b) Employees of the Company (as defined below) (unless the Board otherwise determines); and

(c) any consultant (and their employees and officers) engaged by the Company (unless the Board otherwise determines) (**Applicable Consultants**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Company has determined that its Key Management Personnel are its Directors, executives and those employees directly reporting to the Managing Director (or in his/her absence, the Chairman of the Board).

The Company has determined that its employees are any persons employed directly by the Company on either a full or part time basis (**Employees**).

Key Management Personnel, Employees and Applicable Consultants (together, **Applicable Personnel**) are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Applicable Personnel to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the Corporations Act 2001 (Cth).

2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

This policy applies to the dealing of any securities or derivatives of the Company and its subsidiaries on issue from time to time.

3. WHAT IS INSIDER TRADING?

3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

(a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (i.e. information that is 'price sensitive'); and

(b) that person:

(i) buys or sells securities in the Company; or

(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 buy or sell the securities or procure someone else to buy or sell the securities of the Company.

3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

(a) the Company considering proposed mergers, acquisitions, sales or capital reconstructions;

(b) the threat of major litigation against the Company;

(c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;

(d) material changes in debt, liquidity or cash flow;

(e) potential changes in asset values or valuations;

(f) a proposed buy back of the Company's shares;

(g) a proposed dividend announcement;

(h) a significant new development proposal (e.g. new product or technology);

(i) the grant or loss of a major contract;

(j) a management or business restructuring proposal;

(k) the recruitment or resignation of Key Management Personnel or Applicable Consultants;

(l) a share issue proposal;

(m) significant agreements with other companies.

(n) registration of the Company's product(s) by a government agency authorising the sale of the Company's product(s) to commence; and

(o) anticipated or actual results from preclinical or clinical trials.

3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

3.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale, lending or disposal of shares acquired under an employee share scheme and also to the sale, lending or disposal of shares acquired following the exercise of an option granted under an employee option scheme.

Applicable Personnel must not enter into an agreement with anyone if that arrangement would have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration without approval of the Company.

3.6 Derivatives

For the avoidance of doubt, Applicable Personnel are prohibited from trading:

(a) during Closed Periods; and

(b) without approval of the Company (pursuant to clause 5.1),

in financial products issued or created over or in respect of the Company's securities.

3.7 Lending or Borrowing of Company's Securities

For the avoidance of doubt, Applicable Personnel are prohibited from entering into lending (including margin lending), borrowing or other secured financing arrangements in respect of the Company's securities, without approval of the Company (pursuant to clause 5.1).

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

4.1 General rule

Applicable Personnel must not, except in exceptional circumstances, deal in securities or derivatives of the Company during the following periods:

(a) two weeks prior to, and 48 hours after the release of the Company's Annual Report;

(b) two weeks prior to, and 48 hours after the release of the Half Year Report of the Company; and

(c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable),

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to Applicable Personnel either before or during the Closed Periods. However, if any Applicable Personnel 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 at **any** time it is in possession of such information.

4.2 No short-term trading in the Company's securities

Applicable Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

4.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

4.4 Exceptions

(a) Applicable Personnel may at any time:

(i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;

(ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;

(iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;

(iv) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);

(v) withdraw ordinary shares in the Company held on behalf of the Applicable Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;

(vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;

(vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;

(viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;

(ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

(x) undertake to accept, or accept, a takeover offer;

(xi) trade 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 or 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. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

(xii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or

(xiii) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

(b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1.

Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale.

4.5 Notification of periods when Applicable Personnel are not permitted to trade

The Company Secretary will endeavour to notify all Applicable Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

5. APPROVAL AND NOTIFICATION REQUIREMENTS

5.1 Approval requirements

(a) Any Applicable Personnel (other than the Chairman of the Board) wishing to buy, sell, lend, borrow, enter into a secured financing arrangement or exercise rights in relation to the Company's securities or derivatives must obtain the prior written approval of the Chairman of the Board or the Board before doing so.

(b) If the Chairman of the Board wishes to buy, sell, lend, borrow, enter into a secured financing arrangement or exercise rights in relation to the Company's securities or derivatives, the Chairman of the Board must obtain the prior approval of the Board before doing so.

5.2 Approvals to buy or sell securities or derivatives

(a) All requests to deal in securities as referred to in paragraph 5.1 must include the intended volume of securities or derivatives to be dealt in, and an estimated time frame for the transaction.

(b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved transaction.

5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Applicable Personnel who (or through his or her Associates) buys, sells, borrows, lends, enters into a secured financing arrangement or exercises rights in relation to Company securities or derivatives **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

5.4 Applicable Personnel sales of securities

Applicable Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by an Applicable Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

5.5 Exemption from Closed Periods restrictions due to exceptional circumstance

Applicable Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Managing Director (or in his/her absence, the Chairman of the Board) and in the case of the Managing Director, by all other members of the Board, to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

5.6 Severe financial hardship or exceptional circumstances

The determination of whether an Applicable Personnel is in severe financial hardship will be made by the Managing Director (or in his/her absence, the Chairman of the Board) and in the case of the Managing Director, by all other members of the Board.

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

5.7 Financial hardship

Applicable Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Managing Director (or in his/her absence, the Chairman of the Board), or all other members of the Board as the context requires, any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

5.8 Exceptional circumstances

Exceptional circumstances may apply to the disposal of Company securities or derivatives by an Applicable Personnel if the person is required by a court order or a court enforceable undertaking (for example in a bona fide family settlement), to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities or derivatives in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

6. ASX NOTIFICATION FOR DIRECTORS

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

7. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.