



PharmX Technologies Limited
ABN 25 000 091 305

Securities Trading Policy

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1. Introduction

These guidelines set out the policy on the sale and purchase of securities in PharmX Technologies Limited (“Company”) by Restricted Persons.

Directors of the Company (“Directors”) and employees 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 Restricted Persons to avoid conduct known as ‘insider trading’. In some respects, the Company’s policy extends beyond the strict requirements of the Corporations Act.

2. Who is covered by this policy?

Restricted Person means:

- (a) Directors;
- (b) Executives;
- (c) The Company Secretary;
- (d) Direct reports of executives;
- (e) Companies, trusts, and other entities controlled by Restricted Persons;
- (f) Consultants who have access to the same level of information as (a) to (d) above;
- (g) Close direct relatives of those named above; and
- (h) Any person deemed to be a Restricted person because they are in receipt of Inside Information.

3. What types of transactions are covered by this policy?

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries.

4. What is Insider Trading?

4.1 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;
 - (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.

4.2 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 affect materially the price of the Company's securities:

- (a) the Company considering a major acquisition or disposal of assets;
- (b) the threat of major litigation against the Company;
- (c) the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal i.e., new product or technology;
- (f) the granting (or loss) of a major contract;
- (g) management or business restructuring proposal; and
- (h) a share issue proposal.

4.3 Dealing through third parties

A person does not need to be a Director or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by Directors and employees through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "Associates" in these guidelines).

4.4 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.

4.5 Employee equity plan

The prohibition does not apply to the grant of shares, performance rights or options to employees under the Company's Omnibus Equity Plan ("the Plan") nor does it apply to the acquisition of shares as a result of the exercise of performance rights and options under an that Plan. However, the prohibition does apply to the sale of those shares acquired.

5. Guidelines for trading in the Company's securities

5.1 Trading Windows

Trading windows where Restricted Persons can trade in Company securities is limited to the four (4) week period from the:

- (a) date of the Company's Annual General Meeting;
- (b) release of the half yearly results to the ASX;
- (c) release of the full year results to the ASX; and
- (d) release of a disclosure document offering securities in the Company.

All other periods are closed periods, and no trading is permitted.

The Company may at its discretion vary this rule in relation to a particular period by general announcement to all employees either before or during the period. However, if any Restricted Person 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.

5.2 Exceptional Circumstances

Permission may be given to trade in Company Securities during a Closed Period if a Restricted Person is not in possession of Inside Information and is experiencing severe Financial Hardship or is affected by some other Exceptional Circumstances.

Financial Hardship

- i. A Restricted Person may be experiencing severe Financial Hardship if they have a pressing financial commitment that cannot be satisfied other than by selling Company Securities
- ii. A tax liability of such a person would not normally constitute severe Financial Hardship unless the person has no other means of satisfying the liability.

- iii. A tax liability relating to Securities received under an employee incentive scheme would also not normally constitute severe Financial Hardship or otherwise be considered an Exceptional Circumstance.

Other Exceptional Circumstances

Other examples of what may be considered Exceptional Circumstances include:

- i. requirement by a court order (such as in a bona fide family settlement) to transfer or sell Company Securities; or
- ii. some other overriding legal or regulatory requirement to transfer or sell Company Securities.

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

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

5.4 Margin Loans

Restricted Persons are prohibited from entering into margin loan arrangements to fund the acquisition of Company Securities or in relation to which the Securities may be used as security against loan repayments.

5.5 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.

5.6 Exceptions

Restricted Persons may at any time:

- (a) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- (b) acquire Company securities under a bonus issue made to all holders of securities of the same class;
- (c) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
- (d) acquire, or agree to acquire or exercise options under the Company's

Omnibus Equity Plan;

- (e) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- (f) withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan; and

It is noted that the Company has in place an active Omnibus Equity Plan. It is not permissible to sell the shares acquired on the exercise of the options unless the sale of those shares occurs during one of the Trading Windows specified in paragraph 54.1;

5.7 Notification of periods when Restricted Persons can trade

Management will notify all Restricted Person of the Trading Windows as set out in paragraph 5.1.

6. Approval and notification requirements

Any Restricted Person wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior approval of the Chairman or the Board before doing so.

If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities the Chairman must obtain the prior approval of the remaining Board members before doing so.

Approval will granted be for a maximum of 14 days. Approval may be withdrawn at any time if new information comes to light or if there is a change in circumstance.

Any Restricted Person who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within five (5) business days after the transaction occurring. This notification obligation operates at all times but does not apply to the 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.

7. ASX and other securities exchanges notification for directors

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any trade in Company securities (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, through their Letter of Appointment, to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX within the required timeline.

8. 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.

9. Adoption and amendment

This Policy was updated, and the amended Policy adopted by the Board in March 2023 and supersedes any previous versions of the Policy.

This Policy may be amended from time to time by resolution of the Board.