GOLDEN CROSS RESOURCES LTD

SECURITIES TRANSACTIONS RULES

Updated January 2008

1. Introduction

These Golden Cross Resources Ltd Securities Transactions Rules ("the Rules") outline the conditions under which all Directors, executives and employees ("Officers") of the Golden Cross Group may buy and sell or otherwise trade in shares and securities of Golden Cross Resources Ltd ("the Company") and in shares and other securities of other companies with which the Company is a joint venture partner, or has or is known to be contemplating the acquisition of shares or other securities.

The Rules have been adopted by the Company in order to preserve the confidence of the share market in the fairness of trading in the Company's shares and other securities and in order to avoid harm to the Company's commercial reputation.

The Company expects Officers to comply with the spirit as well as the letter of the Rules and to have proper regard to the purposes of the Rules. The Company will treat a contravention of the Rules as a matter of the utmost seriousness and as a breach of the Officer's obligations to the Golden Cross Group under their contract of employment.

2. Legal Obligations of Officers

The Rules are additional to and do not in any way limit the obligations of an Officer under the general law, the Corporations Act and any other applicable legislation. Officers are expected to have made themselves familiar with their legal obligations and to fully comply with those obligations.

3. Manner of Trading

Officers are permitted to trade in shares or other securities of the Company provided that:

(a) An Officer must not trade until the market has had sufficient time to assimilate the Company's results after their announcement to the Australian Securities Exchange. As a general rule, two days may be regarded as being sufficient time, but an Officer must exercise his or her own judgment.

(b) An Officer must not trade if he or she is in possession of price sensitive information that concerns the Company, a joint venture partner or a related company that is not generally available, whether or not he or she obtained that information from the Company.

(c) An Officer must not trade where he or she is prohibited from trading under the Corporations Act or other applicable Australian legislation.

(d) Subject to (b) and (c), above, Officers are permitted to sell shares in the Golden Cross Share Acquisition Scheme at any time.

4. Officer's Obligations to Advise the Company of Trading

An Officer must advise the Company Secretary in writing of the details of his or her completed transactions within the scope of the Rules within 7 days after each transaction. The details to be supplied to the Company Secretary must include the description and number of shares or other securities traded, the price for the trade, the date of the transaction and a brief description of the circumstances in which the transaction occurred, specifying whether or not the transaction occurred on the Australian Securities Exchange. If the transaction occurred otherwise than on the Australian Securities Exchange, the details supplied to the Company Secretary must specify the parties to the transaction.

Directors must advise the Managing Director, and in the case of the Managing Director he must advise the Chairman, prior to selling Company securities. Where Directors have advised the Managing Director, as above, he must pass this information on to the Chairman.

5. **Records**

The Company Secretary will keep a record of all notifications of trading supplied in compliance with clause 4.

6. Trading in Securities of Other Companies

An Officer must not buy or sell or otherwise trade in shares or other securities of another company if he or she is in possession of price sensitive information which is not generally available in relation to those shares or other securities.

7. Giving Advice to Other Person or Procuring Other Person to Trade

An Officer must not give advice to another person in connection with trading in shares or other securities of the Company or of another company and must not procure another person to trade in shares or other securities of the Company or of another company in circumstances in which the Officer would be prohibited from trading in those shares or other securities under the Rules.

8. Persons to Whom the Rules Apply

The Rules apply to all Officers of the Company, such term including all Directors of the Company and all those executives and other employees of the Company or of related or associated companies.

9. Families and Trusts

An Officer must not trade in shares or other securities of the Company or of another company through his or her family or through a trust or company over which he or she has influence or control in circumstances in which the Officer would be prohibited from trading on those shares or other securities under the Rules.

10. Condition of Employment

It is a condition of the continued employment or employment of an Officer that he or she acknowledge in writing receipt of the Rules and agree to comply with the Rules, in the space provided on page 4.

11. Trustees

An Officer who is subject to the Rules and who is a trustee should advise him or her co-trustees and the beneficiaries of the trust of his or her employment with the Company and of the restrictions on his or her ability to trade in or give advice as to shares or other securities under the Rules.

12. Amendment to the Rules

The Rules may be amended by the Directors from time to time.

13. Definition of Securities

Securities to which the Rules apply include but are not limited to all ordinary shares and any employee shares, preference shares, debentures, unsecured notes or options which may be issued from time to time.

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LEGAL MEMORANDUM AS TO SECURITIES TRANSACTIONS

As a term of your employment or directorship with Golden Cross Operations Pty Ltd or Golden Cross Resources Ltd (the "Company") the Company requires you to agree to comply with the Golden Cross Resources Ltd Securities Transactions Rules.

The Rules are additional to and do not limit or reduce your obligations under the general law, the Corporations Act and other applicable Australian legislation. You are expected to make yourself familiar with those legal obligations and to comply fully with those obligations.

This memorandum summarises certain provisions of the Corporations Act which apply to conduct of officers of a company and to trading in securities. The summary is not exhaustive, and is provided merely for your guidance.

Prohibition on Improper Use of Information

An Officer's use of information obtained as a Director or employee of the Company for his or her own gain may breach duties of confidence and of good faith owed to the Company under the general law. Sections 182 and 183 of the Corporations Act prohibit an officer or employee of a corporation from making improper use of his or her position as officer or employee or information gained by virtue of that position to gain directly or indirectly an advantage for himself/herself or for any other person or to cause detriment to the Company. Contravention of these sections may render an officer or employee liable to a monetary penalty or imprisonment. Persons within the scope of the sections include Directors, Secretaries and executive officers of the Company.

Market Manipulation

Sections 1041A – 1041C of the Corporations Act prohibit certain transactions having an element of market manipulation.

Section 1041A prohibits transactions which raise, lower or stabilise market prices with the intent to induce other persons to trade in particular securities.

Sections 1041B and 1041C prohibit any action which is calculated to create a false or misleading appearance of active trading in any securities on a stock market, or to create a false or misleading appearance with respect to the market for or the price of such securities. The section prohibits certain conduct, including purchases or sales of securities which do not involve a change in the beneficial ownership of the securities, and which have an effect upon the market price of the securities.

False or Misleading Statements

Section 1041E of the Corporations Act prohibits making a statement or disseminating information that is false in a material particular or materially misleading and is likely to induce the sale or purchase of or subscription for securities or to affect the market price of the securities where a person does not care whether the statement is true or false or knows or ought reasonably to have known that the statement or information was false in a material particular or materially misleading.

Section 1041F of the Corporations Act prohibits a person fraudulently inducing or attempting to induce another person to deal in securities by making a statement known to be

misleading, false or deceptive or by dishonest concealment of material facts or by recklessly making a statement that is misleading, false or deceptive.

Insider Trading

Section 1043A of the Corporations Act prohibits insider trading. The section applies where a person is in possession of information and:

(a) the information is not generally available;

(b) a reasonable person would have expected that information to have a material effect on the price or value of a security if it was generally available; and

(c) the person knew, or ought reasonably to have known, that the information was not generally available and if it were so, it might affect the price or value of the security.

If the section applies, it is an offence for the person to:

(a) whether as a principal or agent subscribe for, or enter into an agreement to subscribe for, purchase or sell, securities;

(b) procure another person to subscribe for, purchase or sell securities; and

(c) communicate information to another person with the knowledge that the person will do (a) or (b).

For the purposes of section 1043A, information is "generally available" where the information is either readily observable, or made known in a manner that would bring it to the attention of people who commonly invest in securities of the kind whose price or value would be affected by the information.

Section 1043A of the Corporations Act does not require that the "insider" be "connected" with the Company whose securities are traded. It is sufficient that the person has information that is not generally available and traded or procured another person to trade in securities where the information, if it were generally available, might have a material effect on the price or value of those securities.

The above summary is not a complete or definitive statement of the obligations of an Officer of the company under general law, the Corporations Act or other applicable legislation. You should make yourself familiar with applicable legal requirements and with the requirements of these Rules and should comply strictly with your legal obligations and with your obligations under the Rules.

I acknowledge receipt of the Rules, which I have read.

Signed: .....

Print Name: . Date: