

31 December 2010

Company Announcements Office
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

ATLANTIC LTD (“COMPANY”) – SECURITIES DEALING POLICY

Attached is the Company’s Securities Dealing Policy, lodged in accordance with ASX Listing Rule 12.9, which takes effect on 1 January 2011.

Yours sincerely



Yasmin Broughton
Company Secretary

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SECURITIES DEALING POLICY

OVERVIEW

1. Purpose

The purpose of Atlantic Ltd's (**Atlantic or Company**) Securities Dealing Policy (**Policy**) is to:

- (a) provide a brief summary of the law on insider trading and other relevant laws;
- (b) set out the restrictions on dealing in securities by people who work for or are associated with the Company; and
- (c) assist in maintaining market confidence in the integrity of dealings in Atlantic's securities.

You should review this Policy carefully prior to dealing in the Company's securities.

If you do not understand any part of this Policy or how it applies to you, you should discuss the matter with the Company Secretary before dealing in the Company's securities.

2. Prohibition

Whenever you have inside information which may affect the value of securities, you must not:

- (a) deal in those securities; or
- (b) communicate the information to anyone else.

This prohibition applies regardless of how you learned of the inside information. It applies not only to the Company's securities, but also to securities of other companies. Definitions of "inside information", "securities" and "dealing" are set out below.

3. Who is covered by this Policy?

This Policy applies to all:

- (a) executive and non-executive directors;



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- (b) full-time, part-time and casual employees; and
- (c) contractors, consultants and advisers, of Atlantic and its subsidiary companies.

The restrictions on dealings by an employee or a director are equally applicable to any dealings:

- (a) by their spouses or de facto spouses;
- (b) by or on behalf of a dependant under 18 years of age; and
- (c) any other dealings in which, for the purposes of the Corporations Act, the director or employee is to be treated as interested. For example, if an employee or director is a trustee of a trust and is also a beneficiary of the trust, the employee or director must not purchase or procure the purchase of securities in Atlantic on behalf of the trust.

There are certain provisions in this Policy that apply to “key management personnel”. For the purpose of this Policy, “key management personnel” means:

- (a) direct reports to the Managing Director;
- (b) Atlantic’s Company Secretary/ies; and
- (c) employees nominated by the Managing Director being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

The Company Secretary maintains a list of key management personnel.

PROHIBITION ON INSIDER TRADING

4. What securities are covered by this Policy?

This Policy applies to the following securities:

- (a) Atlantic shares;
- (b) any other securities which may be issued by Atlantic, such as options;
- (c) derivatives (such as exchange-traded options and warrants) and other financial products issued by third parties in relation to the Company’s shares, debentures and options; and



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- (d) securities of any other company or entity that may be affected by inside information (such as another party involved in a joint venture or corporate transaction with Atlantic or a contractor or shareholder of Atlantic).

5. What is dealing?

For the purposes of this Policy, dealing in securities includes:

- (a) trading in securities (i.e. subscribing for, buying, selling or entering into an agreement to do any of those things); and
- (b) advising, procuring or encouraging any other person (including a family member, friend, associate, colleague, broker, financial planner, investment adviser, family company or family trust) to trade in securities.

Communicating information includes passing it on to any other person including a family member, friend, associate, colleague, broker, financial planner, investment adviser, family company or family trust.

6. What is insider trading?

In broad terms, you will commit insider trading if you:

- (a) deal in Atlantic securities or securities of another entity while you have inside information; or
- (b) communicate inside information to another person knowing (or where you should reasonably have known) that the other person would, or would be likely to use that information to deal in, or procure someone else to deal in, securities.

Individuals who contravene the insider trading provisions of the Corporations Act are liable to prosecution or to civil penalty action by the Australian Securities and Investments Commission (ASIC). Separately, someone who engages in insider trading may be sued by another party or the Company in a civil action for any loss suffered as a result of the insider trading.

7. What is inside information?

Inside information is information that:

- (a) is not generally available to people who commonly invest in securities; and



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- (b) if it was generally available, would (or would be likely to) influence experienced investors in deciding whether or not to subscribe for, purchase or sell Atlantic securities or securities of another entity.

It does not matter how you happen to become aware of the inside information.

The financial impact of the information is important, but strategic and other implications can be equally important in determining what amounts to inside information. The definition of "information" is broad enough to include rumours, matters of supposition, intentions of a person (including Atlantic) and information that is not definite enough to warrant public disclosure.

8. What are some examples of inside information?

The following list is illustrative only. Inside information about Atlantic could include:

- (a) a material variance in the financial performance of Atlantic;
- (b) the entry into or termination of a major joint venture;
- (c) a proposed or actual takeover or amalgamation;
- (d) an unexpected liability or possible claim against Atlantic;
- (e) material drill results;
- (f) the likely discovery of a major ore body;
- (g) a significant change in senior management;
- (h) a proposed new share issue; and/or
- (i) a proposed dividend or change in dividend policy.

9. Securities of other companies

In the course of your duties as an employee, director, adviser, consultant or contractor of Atlantic or a subsidiary company of Atlantic, you may obtain inside information in relation to another company. For example:

- (a) in the course of negotiating a transaction with Atlantic, another company might provide confidential information about itself;



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- (b) in the course of negotiating a transaction with Atlantic, another company might provide confidential information about a third party; or
- (c) information concerning a proposed transaction or other action by Atlantic might have a material effect on a third party.

The prohibition on insider trading is not restricted to information affecting the Company's securities. Accordingly if you possess inside information in relation to securities of another company or entity you must not deal in those securities.

10. Participation in employee equity incentive plans

This Policy does not restrict participation in the Company's equity incentive plans but does apply in respect of subsequent dealing in Company's securities to which you become entitled under those plans.

There are additional requirements that apply to directors and key management personnel in respect of the operation of the Company's equity incentive plans during a blackout period (refer sections 13 and 14).

11. What else is prohibited?

Directors and employees must not engage in short term or speculative dealing in Atlantic securities.

PERMITTED DEALINGS

12. When is dealing permitted?

Subject to the rules of any of the Company's equity incentive plans, you can deal in the Company's securities at any time:

- (a) provided you do not have inside information; and
- (b) provided you are not involved in short term or speculative dealing; and
- (c) if you are a director or key management person, other than during a prescribed "blackout period".



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PROHIBITION AGAINST DEALING DURING BLACKOUT PERIODS

13. What are the “Blackout Periods”?

Directors and key management personnel are not permitted to deal in the Company’s securities, including financial products issued or created over or in respect of the Company’s securities, during the following “blackout periods”:

- (a) the period between the end of Atlantic’s financial year (30 June) and the announcement of Atlantic’s full year results to the ASX; and
- (b) the period between the end of Atlantic’s half year (31 December) and the announcement of Atlantic’s half year results to the ASX; and
- (c) the period between the end of each of Atlantic’s financial quarters, other than the full year and half year, being (31 March and 30 September) and the announcement of Atlantic’s quarterly results to the ASX.

Notice of commencement and closure of the blackout periods can be confirmed with the Company Secretary.

A “blackout period” may be extended or shortened or another blackout period introduced at any time by direction of the Managing Director or the Chairman. Notice of such changes will be specified to employees by email. Changes to “blackout periods” are effective immediately.

The blackout periods do not restrict participation in the Company’s equity incentive plans but do apply in respect of any subsequent dealing in the Company’s securities to which you become entitled to under those plans.

Any elections required to be made or rights to be exercised at the discretion of a director or key management person under the terms of a Company equity incentive plan may not be made or exercised during a blackout period without obtaining prior written consent in accordance with section 14.

14. Prior written approval to trade – exceptional circumstances

A director or key management personnel, who are not in possession of inside information in relation to the Company, may in exceptional circumstances, be given prior written clearance to sell or otherwise dispose of securities in the Company (but not acquire securities) during a “blackout period”.



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An example is where a director or a key management person is in severe financial hardship or they have a pressing financial commitment (for example a tax liability) that cannot be satisfied otherwise than by selling the relevant securities of the Company;

Prior written approval for trading during a “blackout period” may be given by:

- (a) the Managing Director, or if absent, the Company Secretary in their discretion to key management personnel;
- (b) the Chairman and Company Secretary, or if the Chairman is absent, the Chairman of the Audit Committee and the Company Secretary, in their discretion to a director;
- (c) the Chairman and the Chairman of the Audit Committee, in their discretion to the Managing Director; and
- (d) the Managing Director and the Chairman of the Audit Committee, in their discretion to the Chairman.

Any such approval must be obtained in writing, (electronic clearance via email will suffice) and obtained in advance of the disposal. It cannot be given after the event. A response to a request to trade would normally be expected within 24 hours.

A dealing for which special approval is given remains subject to insider trading rules and the prohibition on speculative trading. The discretion will be applied taking into account the exceptional circumstances of the director or key management person and weighing this against any perceived detriment to the Company’s reputation.

PROCEDURE FOR DEALING

15. If I deal or intend to deal in Atlantic securities, what must I do?

If you are not a director or key management person, then unless you are required to do so under the rules of an Atlantic equity incentive plan, you are not required to notify the Company if you intend to deal in Atlantic securities or after you have dealt in such securities.

If you are a director or key management person, the following rules apply:

- (a) If you intend to deal in Atlantic securities you must first notify the Company Secretary in writing of your intention to deal. If you are the Company Secretary you must notify the Managing Director and vice versa.



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- (b) If you subsequently deal in those securities you must confirm the dealing in writing to the Company Secretary **within 3 business days** after the dealing. If you are the Company Secretary you must provide confirmation to the Managing Director and vice versa. The confirmation must include:
- your name;
 - the name of any person who dealt on your behalf e.g. family trust or company, spouse, etc;
 - details of your interest in the Atlantic securities the subject of the dealing;
 - the date of the dealing;
 - the number of Atlantic securities bought or sold;
 - the amount paid or received for those securities; and
 - the number of Atlantic securities held by you (directly or indirectly) before and after the dealing.

16. Are there any ASX disclosure obligations if I trade in Atlantic securities?

The acquisition or sale of Atlantic securities by a director of Atlantic must be disclosed to ASX under Listing Rule 3.19A **within 5 business days** of the transaction taking place.

The information described under section 15 above must be provided to the Company Secretary within 3 business days of the transaction to allow the Company Secretary adequate time for any follow up, completion and release of the notification to ASX on the director's behalf.

Details of any changes in directors' interests in the Company's securities are required to be recorded in the Register of Directors' Interests and noted in the minutes of the next Board meeting.

Directors or employees with a substantial shareholding in Atlantic securities are also required to comply with the substantial shareholding notification provisions of section 671B of the Corporations Act when there is a change in their holding. In this instance a notice must be provided to ASX and to the Company in the prescribed form **within 2 business days** of the change.



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EXCLUDED DEALINGS

17. Dealings excluded from the operation of this Policy

The following trades by a director or key management personnel are excluded from the operation of this Policy:

- (a) transfers of the Company's securities already held in a superannuation fund or other saving scheme in which the director or key management person is a beneficiary, providing the director or key management person (including an associate of the director or key management person) has no influence or control over the trustee or entity controlling the superannuation fund or scheme;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party, providing the director or key management person (including an associate of the director or key management person) has no influence or control over the third party;
- (c) undertakings to accept, or the acceptance of, a takeover offer;
- (d) the exercise (but not the sale of securities following exercise) of an option or a right under any of the Company's equity incentive scheme, or the conversion of a convertible security, where the final date of exercise of the option or right, or the conversion of the security, falls during a prohibited period and the Company has been in an exceptionally long 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;
- (e) trading 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 distribution reinvestment plan and 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 entitlements and the sale of entitlements under a renounceable pro rata issue; and
- (f) dealings where the beneficial interest in the Company's securities does not change.

Notwithstanding the above dealings are excluded from the operation of this Policy, they remain subject to the insider trading prohibitions in the Corporations Act.



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18. Do I have any other obligations to Atlantic?

In addition to the insider trading and other restrictions in this Policy, you also owe a duty of confidentiality to Atlantic and its subsidiary companies. You must not reveal any confidential information concerning Atlantic or any subsidiary company, use that information in any way that may injure or cause loss to Atlantic or any subsidiary company or use that information to gain an advantage for yourself. Under the Corporations Act, a breach of these duties may result in:

- (a) liability for a civil penalty;
- (b) criminal liability if recklessness or dishonesty is involved; and/or
- (c) liability to compensate Atlantic for any damage it suffers as a result of the disclosure.

19. What if I breach this Policy?

Strict compliance with this Policy is mandatory for all Atlantic and associated personnel covered by this Policy.

Contravention of the Corporations Law is a serious matter which may result in criminal or civil liability.

In addition, breaches of this Policy may damage the Company's reputation in the investment community and undermine confidence in the market for Atlantic securities. Accordingly, breaches will be taken very seriously by the Board and will be subject to disciplinary action, including possible termination of a person's employment or appointment.

Reports of any breaches of this Policy will be provided to the Audit Committee.

REVIEW

20. Review and Updates

This Policy will be reviewed regularly and updated as required.

This Policy was last updated on 31 December 2010.