



Company Announcement

PHOSPHAGENICS LIMITED - SHARE TRADING POLICY

30 December 2010, Melbourne: Melbourne biotechnology company Phosphagenics Limited (ASX: POH) encloses for release to the market the Company's Share Trading Policy as originally adopted by the Board of Directors in May 2010 and as now amended by a resolution of directors on 23 December 2010.

The policy document will be available for viewing on the Company's website under the Corporate Governance Section.

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Enquiries:

Dr Esra Ogru
Chief Executive Officer
Phosphagenics
+61 3 9565 1119

About Phosphagenics Limited

Phosphagenics is commercialising drug delivery applications based on its novel transdermal (drugs administered via skin) TPM – Targeted Penetration Matrix technology. TPM™ is a patient friendly and cost effective system used to deliver proven pharmaceutical and nutraceutical products.

Phosphagenics' shares are listed on the Australian Securities Exchange (POH) and its ADR – Level 1 program in the US is with The Bank of New York Mellon (PPGNY).

www.phosphagenics.com

Share trading policy

Phosphagenics Limited ACN 056 482 403 (**Company**)

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L A W Y E R S

RIALTO TOWERS, 525 COLLINS STREET, MELBOURNE VIC 3000, DX 204 MELBOURNE
TEL: +61 3 8608 2000 FAX: +61 3 8608 1000
www.minterellison.com

Share trading policy

1. Introduction

1.1 The securities of the Company are listed on ASX.

1.2 This policy outlines:

- (a) when directors, senior management and other employees may deal in Company Securities;
- (b) when directors, senior management and other employees may deal in listed securities of another entity (because they may obtain inside information about another entity's securities while performing their duties for the Group); and
- (c) procedures to reduce the risk of insider trading.

2. Defined terms

In this policy:

Approving Officer means:

- (a) for a Designated Officer (except the chief executive officer) who is not a director, the chief executive officer;
- (b) for a director (except the chairperson of the board) and, if the chief executive officer is not a director, the chief executive officer, the chairperson of the board; and
- (c) for the chairperson of the board, the chairperson of the Audit Committee.

ASX means ASX Limited.

Blackout Period means each period between:

- (a) 1 July and the date of the release of the Company's half year results to ASX, and
- (b) 1 January and the date of the announcement of the Company's full year results to ASX.

Company Securities includes:

- (a) shares in the Company or a Group member,
- (b) options over the shares set out in paragraph (a),
- (c) any other financial products of the Group traded on ASX; and
- (d) any derivative or associated instruments the value of which is determined (in whole or in part) by any security listed in paragraph (a), (b) or (c).

Designated Officer means a director or person engaged in the management of the Group, whether as an employee or consultant.

Executive Trading Windows means each six week period after the date of:

- (a) the release of the Company's half year results to ASX;
- (b) the announcement of the Company's full year results to ASX; and
- (c) the Company's annual general meeting.

Group means the Company and each of its controlled entities.

3. Insider trading

- 3.1 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:
- (a) deal in the securities;
 - (b) procure another person to deal in the securities; or
 - (c) give the information to another person who the person knows, or ought reasonably to know, is likely to:
 - (i) deal in the securities; or
 - (ii) procure someone else to deal in the securities.
- 3.2 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.
- 3.3 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. What is inside information?

- 4.1 Inside information is information that:
- (a) is not generally available; and
 - (b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.
- 4.2 Information is generally available if it:
- (a) is readily observable;
 - (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
 - (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4.2(a) or 4.2(b).

5. What is dealing in securities?

- 5.1 Dealing in securities includes:
- (a) applying for, acquiring or disposing of, securities;
 - (b) entering into an agreement to apply for, acquire or dispose of, securities; and
 - (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.
- 5.2 A decision to join, or subscribe for Company Securities under, any dividend reinvestment plan or other corporate action open to all shareholders is not dealing in Company Securities.

6. When employees may deal

Subject to paragraph 7 below, an employee (who is not a Designated Officer) may deal in Company Securities or the listed securities of another entity if he or she does **not** have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the securities of the other entity.

7. When employees may not deal

An employee (who is not a Designated Officer) must not deal or procure another person to deal in Company Securities or the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the securities of the other entity.

8. When a Designated Officer may deal

8.1 Subject to paragraph 9, a Designated Officer may deal in Company Securities:

- (a) during the Executive Trading Windows provided he or she immediately notifies the Approving Officer of the dealing; or
- (b) outside the Executive Trading Windows provided he or she has complied with paragraph 10 prior to the dealing.

8.2 A Designated Officer may deal in the listed securities of another entity if he or she does **not** have information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

9. When a Designated Officer may not deal

9.1 A Designated Officer may not deal or procure another person to deal in Company Securities:

- (a) if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities;
- (b) during a Blackout Period; or
- (c) outside the Executive Trading Windows if he or she has not complied fully with paragraph 10 prior to the dealing.

9.2 A Designated Officer may not deal or procure another person to deal in the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

10. Clearance from the Approving Officer

10.1 Before dealing in Company Securities under paragraph 8.1(b), a Designated Officer must first inform the Approving Officer and obtain clearance of the dealing.

10.2 The Approving Officer must refuse to give clearance under paragraph 10.1 to the proposed dealing if:

- (a) there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Officer knows about the matter) when the Designated Officer requests clearance or proposes to deal in Company Securities; or

- (b) the Approving Officer has any other reason to believe that the proposed dealing breaches this policy or any other corporate governance standard of the Company.
- 10.3 The Approving Officer must:
 - (a) keep a written record of:
 - (i) any information received from a Designated Officer in connection with this policy; and
 - (ii) any clearance given under this policy; and
 - (b) send a copy of the written record to the Company secretary for keeping.
- 10.4 The Company secretary must keep a file of any written record referred to in paragraph 10.3.

11. Exceptional circumstances

- 11.1 The Approving Officer may give clearance for a Designated Officer to sell (but not buy) Company Securities in exceptional circumstances where the Designated Officer would otherwise not be able to do so under this policy. For example, if the Designated Officer has a pressing financial commitment that cannot otherwise be satisfied.
- 11.2 The Approving Officer must refuse to give clearance under the exception in paragraph 11.1 if there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Officer knows about the matter) when the Designated Officer requests clearance or proposes to deal in Company Securities.
- 11.3 The Approving Officer will decide if circumstances are exceptional.

12. Dealings by associates and investment managers

- 12.1 If a Designated Officer may not deal in the Company Securities, he or she must prohibit any dealing in the Company Securities by:
 - (a) any associates; or
 - (b) any investment manager on their behalf or on behalf of any associates.
- 12.2 For the purposes of paragraph 12.1, a Designated Officer must:
 - (a) inform any investment manager or associate of the periods during which the Designated Officer may and may not deal in Company Securities; and
 - (b) request any investment manager or associate to inform the Designated Officer immediately after they have dealt in Company Securities.
- 12.3 A Designated Officer does not have to comply with paragraphs 12.1 and 12.2 to the extent that to do so would breach their obligations of confidence to the Group.

13. Communicating inside information

- 13.1 If an employee (including a Designated Officer) has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the employee must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:
 - (a) deal in Company Securities or those securities of the other entity; or

- (b) procure another person to deal in Company Securities or the securities of the other entity.
- 13.2 An employee must not inform colleagues (except the Approving Officer) about inside information or its details.

14. Speculative dealing

A Designated Officer may not deal in Company Securities on considerations of a short term nature.

15. Dealings to limit economic risk

Designated Officers are not permitted to enter into transactions (includes, but is not limited to, hedging arrangements, margin loans and / or share lending arrangements) in Company Securities (or any derivative thereof) which operate to limit the economic risk of holding any security in the Company or any vested or unvested entitlements to securities in the Company under any equity based remuneration schemes offered by the Company (or any member of the Group).

16. Breach of policy

A breach of this policy by an employee is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law.

17. Distribution of policy

This policy must be distributed to all employees and Designated Officers.

18. Assistance and additional information

Employees who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact the Approving Officers.

19. Approved and adopted

This policy, as originally approved and adopted by the board on 21 May 2010, is as amended by board resolution on 23 December 2010.

Mourice Garbutt
Company Secretary
Phosphagenics Limited

23 December 2010