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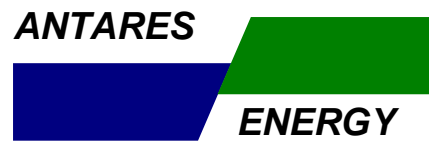
Companies Announcements Office
Australian Securities Exchange Ltd
20 Bridge Street
SYDNEY NSW 2000

Antares Energy Limited Securities Trading Policy

Please find attached a copy of the revised Antares Energy Securities Trading Policy. Amendments have been made to the policy to incorporate the new requirements under the ASX Listing Rules with respect to Securities Trading Policies.

Yours faithfully,
ANTARES ENERGY LIMITED

Vicky McAppion
Company Secretary



ANTARES ENERGY LIMITED

Securities Trading Policy

Effective Date – 1 January 2011

Securities Trading Policy

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1. Introduction

1.1 Adoption of Policy

The Board has adopted the following Securities Trading Policy (**Policy**) in relation to key management personnel dealing in the Securities of Antares Energy Limited (**Company**).

1.2 What are 'Securities'?

'Securities' includes shares, options, rights, debentures (forward contracts, swaps, futures, warrants), interests in a managed investment scheme, derivatives and other financial products covered by s 1042A of the *Corporations Act 2001* (Cth) (the **Act**).

1.3 What is 'dealing'?

Dealing includes:

- an acquisition or disposal of Securities;
- the entry into a derivative in relation to the Securities;
- the grant, acceptance, acquisition, disposal or exercise of an option to acquire or dispose of Securities;
- the use of the Securities as security or the grant of any encumbrance over the Securities;
- procuring any other person to deal in Securities;
- the engagement in any other transaction involving a beneficial interest or a change in beneficial ownership of Securities; and
- the entry into any agreement to do any of the above things.

1.4 Who are 'key management personnel'?

The Company's 'key management personnel' (**KMP**) are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company's KMP includes all of the Company's directors and officers (both executive and non-executive) as there may be from time to time. The Policy applies to all KMP of the Company and any of its subsidiaries or controlled entities as there may be from time to time: see further at part 7 of this Policy.

KMP 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 dealing in any company or of any type.

1.5 Application of Listing Rules

To the extent that the Listing Rules of the Australian Securities Exchange (**ASX**) (however that entity may exist from time to time) are amended, this Policy shall be deemed to incorporate such amendments to the extent that the amendments impose positive obligations upon the Company with respect to the contents of this Policy.

1.6 Purpose of this Policy

The purpose of this Policy is to ensure that the Company complies with the ASX Listing Rules and to ensure that KMP do not trade in the Company's Securities in a way which breaches the Act and/or other legislative prohibitions on insider trading, or compromises confidence in the Company's practices in relation to dealing in Securities.

The Policy sets out:

- what dealings are acceptable (and hence fall outside the prohibitions imposed by this Policy);
- what constitutes insider trading;
- the Blackout Periods set for the Company;
- the procedures to be adopted when dealing in Company Securities;
- restrictions on certain types of dealing in Company Securities;
- exceptional circumstances allowing disposal in Blackout Periods;
- the application of this Policy to the Company's subsidiaries and controlled entities; and
- the consequences for breaching this Policy.

2. Acceptable dealings

Not all dealings are subject to the prohibitions set out in this Policy. Examples of trades not subject to this Policy include:

- where the trade would result in no change in beneficial interest in the Company's Securities (eg, Securities in the Company already held in the KMP's superannuation fund in which the person is a beneficiary are transferred to that person, or vice versa);
- an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- where the KMP is a trustee, trading in Company Securities by that trust provided that:
 - the KMP is not a beneficiary of the trust; and
 - any decision to trade during a Blackout Period is taken by the other trustees or by the investment managers independently of the KMP;
- undertakings to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made to all or most of the Company's Security holders, such as a rights issue or a share buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board; and

- the exercise (but not the sale of Securities following exercise) of an option or a right under an employee incentive scheme of the Company (such as the Company's performance rights plan), or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Blackout Period.

3. Insider trading

3.1 Insider trading prohibition

KMP must not deal in the Company's Securities when aware of Inside Information (see below at 3.2). If KMP are aware of Inside Information, it is illegal for such personnel to:

- buy, sell or otherwise deal in Securities of the Company;
- advise, procure or encourage any other person to deal in the Securities of the Company; or
- pass on that Inside Information to any other person who KMP know or ought reasonably to know that the other person would or would be likely to deal or procure another person to deal in the Securities of the Company.

The prohibition against insider trading applies equally to where Inside Information is held by KMP in respect of another company's Securities as it does to Inside Information relating to the Company's Securities.

3.2 Inside Information

Inside Information is information which is not generally available, but if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's Securities.

(a) 'Generally Available'

Information is 'generally available' where the information:

- consists of readily observable matter;
- is made known in a manner that would, or would be likely to, bring it to the attention of people who commonly invest in the Company's Securities or Securities of a kind similar to the Company's Securities and a reasonable period has elapsed to allow the information to be disseminated; or
- is able to be deduced, concluded or inferred from other generally available information.

(b) Further examples of Inside Information

The following are possible examples of Inside Information which, if it has not already been disclosed to the market and if it were made available to the market, may be likely to materially affect the price of the Company's Securities:

- the Company considering a major acquisition or disposal of assets;

- the threat of major litigation against the Company;
- the Company's financial results materially exceeding (or falling short of) the market's expectations;
- a significant new development proposal;
- the likely granting (or loss) of a major contract or government approval;
- a proposed dividend or change in dividend policy;
- a proposed new share issue; and
- a significant change in senior management.

3.3 Information however obtained

It does not matter how or where KMP obtain Inside Information. It does not have to be obtained from the Company to constitute Inside Information.

3.4 Penalties

KMP who contravene the insider trading provisions of the Act are liable to prosecution or civil penalty action by the Australian Securities and Investments Commission. For a criminal prosecution, the maximum penalty for an individual is \$220,000 and/or five years' imprisonment.

The insider trader, and any other persons involved in the contravention, may also be liable to compensate third parties for any resulting loss.

In addition, KMP who engage in insider trading may face disciplinary action, including suspension or termination of employment with the Company. See Part 8 below.

3.5 Employee equity incentive schemes

As a result of an exception under the law, the insider trading prohibitions do not apply to prevent KMP in possession of Inside Information from applying for Company Securities under an employee incentive scheme, or acquiring Company Securities under such an application.

This means that the insider trading prohibition will generally not apply to the acquisition by KMP of Securities (including the acquisition of shares in the Company upon exercise of options to subscribe for shares) under any Company employee equity incentive scheme (eg, the Company's performance rights plan).

However, the legal prohibitions will still prevent the KMP from:

- communicating Inside Information to any person; or
- subsequently disposing of the Company's Securities (eg, by selling Company Securities on-market) until the Inside Information has become generally available (eg, released to the market).

It should be noted that this Policy imposes additional requirements in relation to the operation of the Company's employee equity investment schemes: see further below at 4.3 and 5.4(b).

4. Blackout Periods

4.1 Safest times to deal in the Company's Securities

It is generally thought that it is safest to trade in a company's Securities during 'window' periods immediately following the release of information to the public; for instance, in the period following the release of the annual or half-yearly results.

Public listed companies and other disclosing entities are required by statute to disclose price sensitive information on a continuous basis. Therefore, it is not strictly relevant to refer to specific 'window' periods during which it is safest to trade in a company's Securities. There are certain carve-outs from a listed company's continuous disclosure obligation (eg, where the information relates to confidential and incomplete negotiations of a material transaction). Accordingly, KMP cannot assume that they are always free to trade for this reason. The Company has decided to adopt Blackout Periods instead (see below at 4(b)).

The only appropriate time for KMP to deal in the Company's Securities is when he or she is not in possession of Inside Information.

4.2 Blackout Periods

To avoid any adverse inference being drawn of unfair dealing, KMP must not deal in the Company's Securities during the Blackout Periods. The 'Blackout Periods' are as follows:

- in the two weeks prior to the release of the Company's half-yearly results and preliminary final results to the ASX;
- in the two weeks prior to the annual general meeting of the Company;
- where the Chairman or the Company Secretary has advised that there is a Blackout Period in place.

Even outside these Blackout Periods, KMP may still possess Inside Information which will prohibit them from dealing in the Company's Securities. See Part 3 above.

4.3 Participation in employee equity incentive schemes during Blackout Periods

Options to subscribe for Company shares that are granted under an employee equity incentive scheme may be exercised by KMP during a Blackout Period. However, any dealings with the resulting shares will be subject to the requirements of this Policy, including the restrictions that apply during Blackout Periods.

5. Procedures for dealing

5.1 Prohibition on dealing in Company Securities during Blackout Periods

KMP must not deal in Company Securities during the Blackout Periods described in Part 4 above.

KMP are also prohibited from trading in derivative products created over or in respect of the Company's Securities. This includes the hedging of Company Securities and unvested entitlements.

In addition, KMP of the Company should not deal in the Company's Securities when in possession of Inside Information.

5.2 Written approval of Company Secretary required in exceptional circumstances

KMP who seek to deal in the Company's Securities during a Blackout Period must provide all relevant information in writing to the Company Secretary demonstrating that:

- they are not in possession of Inside Information in relation to the Company;
- their approval to trade is being sought as a result of an exceptional circumstance (see Part 6 below); and
- selling the Company's Securities is the only reasonable course of action available.

Permission must be given in writing by the Company Secretary, after consultation with the Chairman. If either the Company Secretary or the Chairman have an interest in the dealing (or are themselves doing the dealing), they must seek permission from a Board member, who is in turn to consult with either the Company Secretary or the Chairman (depending on which is doing the dealing).

Permission is to be granted or withheld as a matter of absolute discretion. The Company Secretary must provide a written response to the relevant KMP within seven days of receiving all required information. Responses in email form are acceptable. The response must specify whether the KMP have been granted permission to deal in the Company's Securities. It must also provide for a clearance period in which trading is permitted.

5.3 KMP – Notification of dealings

Outside of Blackout Periods, KMP should in any event advise the Chairman or the Company Secretary prior to entering into any dealing in the Company's Securities. This is for information purposes and does not constitute approval or disapproval.

In all cases, irrespective of whether there is a Blackout Period, KMP must notify the Company Secretary or Chairman of any dealing in the Company's Securities within five days of the dealing.

If KMP obtain a substantial shareholding in the Company's Securities by virtue of any dealing (more than 5% of the Company's issued capital), they must also notify the ASX within 2 business days of the change.

5.4 Short-term dealings

(a) General prohibition

KMP must not deal in the Company's Securities where the dealing is of a short-term nature.

This means that KMP must not buy and sell (or sell and buy) Company Securities within a three month period, or enter into any arrangement to do so, without prior permission.

(b) Employee equity incentive scheme

This prohibition does not restrict the vesting or exercise of options over or rights to Company shares under an employee equity incentive scheme and the subsequent sale of the underlying Company shares within a 3 month period. The sale of Company Securities after they have been acquired through the conversion of a security (for example, the exercise of an option) is not to be considered as short term trading. However, sales of Company shares within 3 months after their purchase is prohibited.

5.5 Prohibition on margin lending

Margin lending poses special risks to the compliance of KMP with this Policy and the law. As such, it is contrary to this Policy for KMP to enter into margin lending arrangements in relation to Company Securities.

5.6 Other dealings

KMP must not deal in the Company's Securities where the dealing, by its size, timing or regularity, will have the effect or likely effect of bringing the Company into disrepute amongst shareholders or potential investors.

KMP must not deal in the Company's Securities where it is unlawful to do so.

6. Exceptional circumstances

Disposal (but not acquisition) of the Company's Securities during any Blackout Period will only be permitted in cases of severe financial hardship or other exceptional circumstances. Examples include:

- financial hardship where the individual has a binding financial commitment that cannot be satisfied unless they sell or otherwise dispose of Company Securities;
- the issuing or enforcement of a court order or other means of legal, statutory or regulatory enforcement where the individual is required to transfer or sell the Securities of the Company; or
- any other circumstance deemed by the Company Secretary or Chairman as an exceptional circumstance.

7. Company subsidiaries or controlled entities

The Chairman or the Company Secretary of the Company must take steps to ensure that KMP of any subsidiaries or controlled entities of the Company understand and will act in accordance with the terms of this Policy.

This means that the Company Secretary or the Chairman must:

- request such KMP to observe the procedures set out in this Policy and provide the information necessary for such KMP to lodge notices or requests as appropriate in respect of their dealings in the Company's Securities;

- take reasonable steps to ensure that such KMP do not engage in short-term dealings nor margin lending arrangements in relation to Company Securities;
- take reasonable steps to ensure that such KMP do not deal in Company Securities during an applicable Blackout Period or at any other time when the KMP of the Company would not themselves be permitted to deal in Company Securities under this Policy; and
- to the extent required, have that subsidiary or controlled entity adopt a substantially similar or equivalent Policy.

8. Consequences of breach

8.1 Initial breach

In the event of a breach of this Policy by KMP, a written warning shall be issued to the KMP specifying the breach. A warning should be recorded against the KMP unless the KMP convinces the majority of the Company's Board (excluding the interested KMP) that a warning should not be given.

8.2 Second breach

If after a recorded warning a member of KMP receives a second notice of breach, that person shall resign immediately from the Board of (or their employment with) the Company unless, the particular member of the KMP convinces the majority of the Board (excluding the particular member of the KMP) that a second breach should not be recorded.

Neither the Company nor the interested KMP will publicly comment on the reasons for the resignation.

9. Further information

KMP should read this Policy carefully and familiarise themselves with this Policy and the procedures detailed in it.

If you have any questions on this Policy, or require further information, contact the Company Secretary.

This policy was approved by the Board on 18 December 2010.



James Cruickshank
Chairman and Chief Executive Officer