

CELLNET GROUP LIMITED

ACN 010 721 749

Share Trading Policy

The Board has adopted the following policy in respect of dealings in securities of the Company;

1. Consistent with the legal prohibitions on insider trading, all of the Company's Directors, Officers, consultants, members of senior management and other employees are prohibited from trading in the Company's shares, options or other securities while in possession of unpublished Cellnet price-sensitive information concerning the Company.
2. The Company's price sensitive information is information which a reasonable person would expect to have a material effect on the price or value of securities in the Company.
3. It is assumed for the purpose of this policy that the Company's Directors, Officers, consultants, members of senior management and other employees are likely to be in possession of price sensitive information by view of their position. Accordingly, unless there are unusual circumstances, as determined by the Board, trading in the Company's shares, options or other securities is limited to the following periods:
 - (a) Within one month after the date of release of the Company's half-year and annual results to the Australian Stock Exchange;
 - (b) From the date of lodgment of the Company's printed annual report with the Australian Stock Exchange through to 30 days after the holding of the Company's Annual General Meeting;
 - (c) During the rights trading period when the Company has issued a prospectus for those rights;

And where the person is not in possession of any price sensitive information which has not been made publicly available to the market.

4. Generally, transactions of significance in Company shares within a period of two months leading up to a profit announcement will not be approved.
5. These guidelines extend to the sale and purchase of Company shares by Directors and Officers personally and any *related entity* *.
6. It is the responsibility of the Director or Officer to ensure that the order to purchase or sell expires no more than 30 days after the relevant announcement (as per item 3(a)) or Annual General Meeting.
7. These guidelines apply to all transactions in securities of the Company, including debentures, stocks, bonds, notes and options, but will not apply to any election made to acquire shares or other securities under the terms of any dividend reinvestment plan or the issue of bonus shares in lieu of dividends or the issue of shares under any employee share scheme or option plan.
8. Directors, Officers, consultants, members of senior management and other employees are prohibited from trading in the Company's shares in the following circumstances:
 - (a) if in possession of price sensitive information

- (b) in the two months preceding the lodgement of the Company's half-year and annual results to the Australian Stock Exchange; and
 - (c) where trading for a short term gain.
9. Directors, Officers, consultants, members of senior management and other employees are prohibited from dealing in the securities of outside companies about price-sensitive information by virtue of their position with the Company.
10. In addition, the Company requires that:
- (a) Directors must advise the Chairman of a proposed trade in the Company's shares, options or other securities prior to any trade and confirm they are not in possession of any unpublished price-sensitive information; and
 - (b) Officers, consultants and members of senior management must advise the Company Secretary or, in his absence the Chief Executive Officer, of a proposed trade in the Company's shares, options or other securities, prior to any trade and confirm they are not in possession of any unpublished price-sensitive information.

The notices given under this clause should provide details of the anticipated number of shares to be traded and the relevant trading window in which this will occur. A separate notice is required in respect of each trading window that is utilised.

11. The above restrictions on trading do not restrict participation in the Company's employee share and option plans or the long term incentive plan in accordance with the Rules of the relevant Plan and the terms of any offer, but apply in respect of the trading of the Company's shares, options or other securities to which participants become entitled under those plans.
12. Directors, Officers, consultants and members of senior management are required to notify the Company Secretary in writing of any dealings in the Company's shares, options or other securities within 48 hours of the trading.
13. Directors, Officers, consultants, members of senior management and other employees should not communicate price-sensitive information or cause that information to be communicated to another person if they know or should know that the other person would be likely to buy or sell the Company's shares, options or other securities or to communicate information to another party.

INSIDER TRADING

1. The requirements imposed by this policy are separate from and additional to, the legal prohibitions in the Corporations Act on insider trading.

* *related entity* would include any person or corporation over which a Director or Officer might have some control or influence in relation to share transactions (eg, close relative, family trust, as a Director or major shareholder of a company)