

## 1 SUMMARY

Consolidated Minerals Pty Ltd (**ConsMin**) and its related bodies corporate (collectively, **the Group**) are committed to the highest standards of transparency and accountability. In order to support this, the Group seeks to ensure that individuals who have serious concerns about the Group's business practices are able to come forward and voice those concerns through ConsMin's Whistleblower policy (**Policy**).

Consolidated Minerals recognises that its stakeholders have a strong preference to be associated with organisations that value and practice ethical conduct. As a means of reinforcing Consolidated Mineral's values, this Policy serves to help build integrity by providing a mechanism for identifying and eliminating illegal, unethical, fraudulent or undesirable practices within the workplace.

Employees are often the first to realise that there may be something seriously wrong in the company for which they work. However, they may not express their concerns, because they may feel that doing so would be disloyal to their colleagues or because it is easier to ignore the concern rather than report potential misconduct or an improper state of affairs.

The aim of this Policy is to provide a mechanism to encourage, protect and support the reporting of incidents of misconduct, fraud, questionable accounting, inappropriate behavior or an improper state of affairs or circumstances or any other conduct inconsistent with the Group's values or policies. This Policy seeks to ensure that people who report a concern are confident that they can raise any matters of genuine concern without fear of reprisal, in the knowledge that they will be taken seriously and that the matters will be investigated (where appropriate) in a thorough, fair and independent manner.

## 2 APPLICATION

This Policy applies to an individual who is (or has been):

- an officer or employee of any entity in the Group;
- suppliers of goods or services (whether paid or unpaid) to any entity in the Group, including any individual who is or has been employed by such a supplier; or
- a relative, spouse or dependent of any of the above.

An individual described above is a '**Relevant Person**' in this Policy.

## 3 SCOPE

- This Policy is designed to deal with concerns raised in relation to '**Reportable Conduct**' as set out below. Reportable Conduct includes (but is not limited to) any conduct of any entity in the Group or any conduct of an officer or

employee of an entity in the Group, which a Relevant Person has reasonable grounds to suspect constitutes misconduct or an improper state of affairs (for these purposes misconduct includes fraud, negligence, default, breach of trust and breach of duty), in relation to any entity in the Group:

- is dishonest, corrupt or illegal activity (including criminal damage against property, theft, violence or threatened violence, drug sale or use or other breaches of State or Federal law);
- are wilful or intentional breaches of the Group's key policies, including the Code of Conduct, or other unethical behaviour;
- is sexual harassment;
- is intentional withholding or manipulation of information provided to an auditor or regulator or misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting;
- is an offence under a law of Australia which is punishable by imprisonment for 12 months or more;
- a contravention of Commonwealth or State laws including (without limitation) the *Corporations Act 2001 (Cth)*, any laws administered by the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**), the *Competition and Consumer Act 2010 (Cth)*, the *Income Tax Assessment Act 1936 (Cth)* or the *Privacy Act 1988 (Cth)*, anti-bribery or anti-money laundering laws;
- is a contravention of anti-money laundering or anti-bribery legislation or the Group's policy relating to these matters;
- is a danger to the public or the financial system; or
- is conduct that may cause financial loss to any entity in the Group or is otherwise detrimental to the interests of any entity in the Group.

Reportable Conduct can also include the conduct outlined above engaged in by an external party who has business connection with the Group where the conduct could have legal implications for the Group or materially impact Consolidated Mineral's reputation.

Personal work-related grievances are generally not covered by this Policy and should be reported through the other mechanisms the Group has established to receive these complaints (see below). Examples of grievances that may be personal work-related grievances include:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

These types of complaints should be raised with Human Resources.

There may be some instances where a personal work-related grievance also has significant implications for an entity in the Group. When this is determined to be the case by the Whistleblower Protection Officer, your report will be considered to be Reportable Conduct and handled in accordance with this Policy.

Further, any complaint of alleged detriment or victimisation against a person in contravention of this Policy or the statutory protections outlined in Section 7 below should be made under this Policy and will be considered to be Reportable Conduct and addressed in accordance with this Policy.

## **4 WHO CAN RAISE A CONCERN?**

A Relevant Person who wants to make a report of suspected Reportable Conduct, may raise a concern via the procedure set out below in Section 4.2 (**‘Reporting Person’**) (**‘Whistleblower Report’**). While the Group does not expect a Reporting Person to have absolute proof or evidence of the Reportable Conduct, a report should set out the reasons for the Relevant Person’s concerns and make full disclosure of relevant details and any supporting documentation. If a Whistleblower Report is made, it will be valued and appreciated, even if it is not confirmed by subsequent investigation.

Consolidated Minerals will not allow concerns to be raised for the purposes of personal gain and will not provide a reward for information received. A Relevant Person who makes a Whistleblower Report that is vexatious, in bad faith or for an improper purpose will face disciplinary consequences.

### **4.1 Whistleblower Reports**

Consolidated Minerals has a number of channels for a Reporting Person to make a Whistleblower Report. These are detailed below.

a) Whistleblower Protection Officer

Whistleblower Reports should be made to a Whistleblower Protection Officer (**‘WPO’**). The WPOs are responsible for administering this Policy and are best placed to handle Whistleblower Reports in accordance with its terms.

Email
mailto: fletcher.hancock@consminerals.com.au

b) The WPO to whom a Whistleblower Report is made will determine the appropriate action to be taken in respect of the report, including whether it should be subject to investigation under this Policy. Whistleblower Reports which require further investigation will be dealt with in accordance with Section 4.3 of this Policy. Senior Managers

Whistleblower Reports may also be made to any “officer” or “senior manager” (within the meaning of the Corporations Act) of any entity in the Group. The

senior managers designated to receive reports include all members of the Australian Leadership Team.

An officer or senior manager who receives a Whistleblower Report will provide details of the report to a WPO so the report may be handled in accordance with this Policy. By making a Whistleblower Report to an officer or senior manager (who is not a WPO) a Reporting Person consents to the details of the Whistleblower Report (including their identity unless they have elected to remain anonymous) being disclosed to a WPO so it can be addressed in accordance with this Policy.

## **4.2 How to make a report**

Whistleblower Reports can be made through one of the following means:

- by an email or phone call to the WPOs listed above; or
- by an email or phone call to any officer or senior manager listed above. Where a Whistleblower Report is made by email, the subject of the email should make it clear that the email is a report under this Policy.

Information received from a Reporting Person via any of these channels will be kept confidential to the extent possible and subject to meeting legal and statutory obligations. In particular, the Group may be required to disclose the information received to appropriate regulatory authorities including the Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulatory Authority (**APRA**), the Australian Federal Police or other governmental agencies.

At the time of making a Whistleblower Report, a Reporting Person should also indicate whether they consent to the recipient of their report disclosing their identity to other persons, officers referred to in Section 4.1 and the Managing Director Australia. The Group may not be able to properly investigate a report without this consent.

A Reporting Person may elect to make a report anonymously. The Group will respect the Reporting Person's right to not identify themselves. However, electing to make a report anonymously may hinder the Group's ability to fully investigate the matter. While Reporting Persons can choose to make an anonymous report the Group encourages Reporting Persons to disclose their identity so their report can be fully investigated, and the Group can ensure the person is provided with the support and protections contemplated by this Policy.

## **4.3 The investigation process**

Where it has been determined a Whistleblower Report should be subject to further investigation, it will be investigated as soon as practicable after the matter has been reported.

In most instances, investigations will be undertaken by designated members of the Australian Leadership Team (the '**Whistleblower Investigation Team**' and each a '**Whistleblower Investigation Officer**'). In certain circumstances, an external investigator may be appointed.

Where appropriate, the Whistleblower Investigation Team will provide updates to the Reporting Person regarding the investigation's progress and/or outcome.

All investigations will be conducted in a thorough, fair and independent manner in accordance with best practice.

To avoid jeopardising an investigation, a Reporting Person is required to keep the fact that they have made a Whistleblower Report and the information contained in the report strictly confidential (subject to any legal requirements).

The Group is committed to ensuring the fair treatment of any group officer or employee who is mentioned in a disclosure made pursuant to this Policy by:

- maintaining the confidentiality of information contained in a Whistleblower Report in accordance with the requirements of this Policy;
- applying the investigation process in accordance with this section; and
- providing access to human resources support as necessary.

## **5 PROTECTION AND SUPPORT OF WHISTLEBLOWERS**

### **5.1 Fair Treatment**

The Group is committed to ensuring that a Reporting Person who makes a Whistleblower Report in accordance with this Policy will not suffer detrimental treatment or be disadvantaged as a result of making that report, even if the report is subsequently determined to be incorrect or is not substantiated (provided there were reasonable grounds for making the report).

All reasonable steps will be taken by Consolidated Minerals to ensure that a Reporting Person does not suffer detrimental treatment and is not subject to any form of victimisation or detrimental treatment. Detrimental treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment connected with making a report in accordance with this Policy.

### **5.2 Support**

The Group is committed to providing appropriate support to Reporting Persons. The nature of the support offered will depend on the nature of the Reportable Conduct and the personal circumstances of the Reporting Person. Examples of the support provided to Reporting Persons includes:

- a fair and objective investigation process in accordance with Section 4.3;
- supporting anonymous Whistleblower Reports;
- handling Whistleblower Reports on a confidential basis in accordance with Section 6; and
- support from human resources where reasonably required by a Reporting Person.
- access to the Group's Employee Assistance Program
- If you have any further questions about the support available, you should contact the WPO

## **6 CONFIDENTIALLY**

Consolidated Minerals is committed to ensuring that Whistleblower Reports are managed with appropriate confidentiality and in accordance with statutory confidentiality regimes in the Corporations Act and the Tax Administration Act (as outlined in section 7) where applicable.

Subject to compliance with any legal reporting obligations when implementing any process under this Policy, Consolidated Minerals will:

- not disclose the identity of a Reporting Person other than in accordance with this Policy;
- ensure that information contained in a Whistleblower Report is only disclosed to the extent necessary to conduct an investigation or administer this Policy or where required for the purpose of obtaining legal advice; and
- take reasonable steps to reduce the risk that the Reporting Person will be identified as part of any process conducted under this Policy.

If a Reporting Person discloses their identity, the only people who will know their details will be the Whistleblower Investigation Officer and WPO and a restricted number of other people who have access to information recorded under this Policy as outlined in this section. All information received from a Reporting Person, as well as the fact that a Reporting Person has made a disclosure and any record produced as part of an investigation, is held securely. Access will be restricted to those persons required to access the records for the purpose of this Policy or as part of the Group's information technology processes necessary to administer its IT platform or any third party hosting these records. By making a report under this Policy a Reporting Person consents to their information being recorded and being accessible by these people including their identity (unless the Reporting Person elects to remain anonymous).

If a Reporting Person chooses to disclose their identity, their identity will not be disclosed to anyone else unless:

- an entity in the Group is legally obliged to disclose their identity;
- disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare;
- the Reporting Person consents to the disclosure.

Other than in circumstances required by law, any unauthorised disclosure of information without the consent of the Reporting Person will be a breach of this Policy and will be dealt with under the Group's disciplinary procedures. It may also be an offence subject to penalties under the legislation addressed in Section 7 below.

## **7 STATUTORY PROTECTIONS**

This section sets out the special protections available for Relevant Persons who make disclosures that qualify for protection under the Corporations Act and/or Tax Administration Act.



## **7.1 Corporations Act**

The Corporations Act gives special protection to an individual who is a Relevant Person and who makes a disclosure which qualifies for protection under the Corporations Act.

This Policy is designed to comply with the requirements of the Corporations Act and to ensure that the protections available in the Corporations Act who make a disclosure which qualifies for protection under the Corporations Act.

To be protected by the Corporations Act:

- the individual must have reasonable grounds to suspect that the information they are reporting:
  - concerns misconduct or an improper state of affairs relating to an entity in the Group;
  - constitutes an offence or contravention of certain nominated legislation; or
  - represents a danger to the public or financial system.
- This would include most cases of Reportable Conduct under this Policy; and the report is made to:
  - ASIC;
  - APRA;
  - the auditor for an entity in the Group, or a member of an audit team conducting an audit of the entity;
  - a director, company secretary or senior manager of an entity in the Group;
  - the WPO; or
  - a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower protections in the Corporations Act.

The Corporations Act also provides protection for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act.

The protections available under the Corporations Act to an individual who meets the requirements above include:

the right to have their identity protected in accordance with the provisions of that legislation;

the right to have information provided as part of the disclosure handled in accordance with the provisions of that legislation;

the right to be protected from civil, criminal or administrative liability (including disciplinary action) for making a disclosure, from contractual or other remedy on the basis of the disclosure and from the admissibility of the information provided in evidence against the person, in each case in accordance with the provisions of that legislation;

the right to be protected from detrimental treatment or any form of victimisation in accordance with the provisions of that legislation;

the right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced);

the right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

Any questions about these protections should be directed to a WPO.

## **7.2 Tax Administration Act**

The Taxation Administration Act also provides protection for disclosures of information which indicates misconduct or an improper state of affairs in relation to the tax affairs of an entity or an associate of an entity where the discloser considers that the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in Section 7.1 above.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those outlined above in Section 7.1 above.

## **8 AVAILABILITY OF THIS POLICY**

This Policy is available to all officers and employees of the Group through the intranet.

## **9 ADMINISTRATION OF THE POLICY**

The Australian Leadership Team retains overall responsibility for this Policy. Day-to-day responsibility for its implementation and oversight has been delegated to the WPO. Responsibility for monitoring and reviewing the operation of the Policy, and any recommendations for change within the organisation resulting from investigations into complaints under the Policy, lies with the Company Secretary.

This Policy will be reviewed from time to time. This is so the Policy remains consistent with the applicable standards and relevant legislative requirements as well as the changing nature of the Group.

## **10 RELATED DOCUMENTS**

- Code of Business Conduct