

Whistleblower Policy

Sumitomo Metal Mining Oceania Pty Ltd

ABN 81 059 761 125

Adopted by the Board on 23 December 2019

1 Purpose of this Policy

The purpose of this Policy is to encourage SMMO People to report Potential Misconduct and to explain how they can do so safely and securely.

Sumitomo Metal Mining Oceania Pty Ltd and its subsidiaries and related entities (**SMMO, we or our**) are committed to Sumitomo's Basic Business Philosophy which has been passed down to us from the time that the Sumitomo Metal Mining's (**SMM**) business was founded and is expressed in the following words:

Article 1: Sumitomo shall achieve strength and prosperity by placing prime importance on integrity and sound management in the conduct of its business.

Article 2: Sumitomo shall manage its activities with foresight and flexibility in order to cope effectively with the changing times. Under no circumstances, however, shall it pursue easy gains or act imprudently.

We value reports of Potential Misconduct because they help us identify issues that may not otherwise be uncovered.

This Australia-specific Policy replaces the SMM Group Speak Up system in relation to SMMO.

Nothing in the Policy prevents you from discussing issues or concerns with your supervisor and manager.

2 Who does this Policy apply to?

This Policy applies to all SMMO People. SMMO People are the current and former officers, employees, associates and suppliers (including the supplier's employees) of us. They also include the relatives, dependents and spouses of those people.

The protections in this Policy apply to all SMMO People (**you**) who report Potential Misconduct to a Recipient.

3 What is covered by this Policy?

3.1 Potential Misconduct is covered

This Policy covers Potential Misconduct, being any information which you have reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances in relation to SMMO. This includes conduct of our employees or officers.

Potential Misconduct does not need to be something illegal and includes (for example):

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| 1 breach of laws or regulations including an offence against, or a contravention of, certain legislation; ¹ | 7 criminal acts (e.g. theft, corruption, bribery, insider trading, market abuse, false accounting, blackmail, coercion etc.); |
| 2 tax-related misconduct; | 8 breach of our SMM Group Code of Conduct or our other policies, standards or codes; |
| 3 conduct that is a danger to the public or to the stability of, or confidence in, the financial system; | 9 conduct endangering health and safety, or damaging the environment; |
| 4 fraud, negligence, default, breach of trust or breach of duty; | 10 conflicts of interest, anti-competitive behaviour, unauthorised use of our confidential information or otherwise dishonest or unethical behaviour; |
| 5 systemic issues that a regulator should know about to properly perform its functions; | 11 a breach of a protection described in this Policy; and |
| 6 business behaviour or practices that may cause stakeholders harm; | 12 deliberate concealment of the above. |

¹ Being the *Corporations Act 2001*, the *ASIC Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1973*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, or an instrument made under one of those Acts, tax laws, or an offence against any Commonwealth law punishable by imprisonment for 12 months or more.

3.2 There are other channels to address personal work-related grievances

Potential Misconduct does not include, and this Policy does not cover, personal work-related grievances. These are grievances that relate solely to your current or former employment with implications for you personally, such as interpersonal conflicts, decisions relating to your engagement, transfer or promotion, decisions relating to the terms and conditions of your engagement, or a decision about you being suspended, terminated or disciplined.

You should raise these types of grievances with your manager, or the Managing Director.

If you are unsure if your concern relates to Potential Misconduct or is a grievance you can speak to the Managing Director. Remember, a report will be dealt with and protected under this Policy if it:

- is a mixed report that includes information about Potential Misconduct;
- relates to any detriment or threat to you because you previously reported Potential Misconduct;
- relates to particular offences or breach of laws, or has significant implications for SMMO; or
- is made to an Australian-qualified lawyer to seek advice about whistleblower protections.

4 How to report Potential Misconduct

4.1 Who you can report to

We encourage you to report Potential Misconduct to:

- the Managing Director;
- the General Manager of the Administration Dept., Mineral Resources Div., SMM., or
- the external whistleblower service provider.

These channels are our core team for receiving reports and are best placed to support you and deal with your report efficiently and confidentially. Reports of Potential Misconduct can also be made to a Recipient described in the **Appendix**.²

The contact details for Recipients are in the SMMO Emergency Contact. You can make your report by email, telephone, letter or in person.

The hotline of the external service provider is an independent service that provides an external channel for reporting.

If you want more information before making a report, you can contact the Managing Director.

4.2 What you should include in your report

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and if any more evidence may exist.

You will still be protected even if it turns out you were incorrect. However, you should have reasonable grounds to suspect that the information you are reporting is true, and you must not make a report that you know is not true or is misleading. If you knowingly make a false report, this may result in disciplinary action.

We strongly encourage you to provide your name when making your report, as this will make it easier to respond to your report.

We appreciate that making a report can be difficult. You can choose to remain anonymous, including during any investigation or after any investigation is finalised. You may also refuse to answer questions you feel could reveal your identity.

² If your concern relates to a Director or the Managing Director, we encourage you to feel comfortable to contact the General Manager of Mineral Resources Division.

However, if you do not provide your name, responding to your report may be difficult unless sufficient information is provided, and we will not be able to provide you with the same level of practical support if we do not know who you are. We ask that you at least provide us with a way to contact you.

If you have concerns about whether to provide your name, you can contact the Managing Director to discuss how we can protect your identity (including steps to preserve your anonymity such as using a pseudonym) or in the first instance make your report through the external service provider.

5 How we protect and support you

5.1 Confidentiality

We treat reports confidentially and protect you by limiting how your identity and information about you is shared. Your identity will be kept confidential to the fullest extent possible and only shared as permitted by you or by law (see the **Appendix** for details).

Examples of how we protect confidentiality include:

- only sharing your identity with your consent;
- limiting access to information relating to your report to a needs-to-know basis;
- keeping information relating to your report in a secure location, accessible only by authorised personnel.

5.2 Detriment

No one may cause detriment to you (or threaten to do so) because they think you made or plan to make a report. We may take disciplinary action, up to and including terminating the employment or engagement of anyone shown to have caused or threatened detriment to you because you made or plan to make a report.

Examples of detriment include discrimination, causing physical or psychological harm, damaging property and varying an employee's role or duties. Detriment does not include action taken to manage unsatisfactory work performance.

Examples of steps we may take to protect you from detriment include:

- protecting the confidentiality of your identity;
- where appropriate, performing risk assessments of the potential risk of detriment to you;
- where appropriate, we may appoint a whistleblower protection officer to you.

We will look for ways to support non-employees but, practically, we are more limited in the support we can provide.

At times, these protections are also enforceable under Australian law (see the **Appendix**). If you think one of these protections has been breached, you should report this by way of the process in 4.1 above.

6 How we respond to your report

6.1 How we handle reports

All reports are received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively.

Our response will vary depending on the nature of the report and the amount of information provided. We will assess your report to determine whether it relates to Potential Misconduct and what steps will be taken to respond, including any formal investigation.

Where possible, you will be provided with regular updates, including the outcome of any investigation where appropriate. However, the timing of updates and level of detail we can provide will depend on the nature of your report.

6.2 How we investigate reports

While the scope and timeframe for any investigation differs depending on the report being examined, any investigations commenced will be conducted in a timely manner and will be fair and independent from persons involved in the Potential Misconduct. All employees must cooperate fully with any investigations.

A person being investigated will be treated fairly and objectively, with any findings made on the basis of reliable evidence. Where and when appropriate, a person being investigated will be given details of the report that involves them (to the extent permitted by law) and an opportunity to respond.

How the findings of the investigation are documented and reported, and what steps are taken, will depend on the nature of your report. Generally, an investigation report will be considered by the Managing Director to determine what, if any, actions are to be taken.

Where an investigation identifies a breach of the SMM Group Code of Conduct or internal policies and procedures, appropriate disciplinary action will be taken. This may include but is not limited to terminating or suspending the employment or engagement of persons involved.

6.3 The importance of your assistance

We may be unable to investigate your report (or practically limited in what we can do) if we cannot contact you or you do not agree to allowing an investigator to contact you.

Without your agreement, where the protections apply, we cannot share your identity, and we can only share information in your report to the extent identifying information has been removed and it is reasonably necessary for the investigation.

As a result, it is important for you to assist us by sharing your identity (so we can contact you) and allow us to share your identity for any investigation. Otherwise, we may be unable to effectively investigate and deal with the Potential Misconduct.

7 Training

We provide training at the time of recruitment (for local employees) or assignment (for SMM personnel) with regular updates (on a 2 yearly basis) to:

- employees about this Policy and your rights and obligations under it; and
- Recipients and those involved in dealing with reports about how to handle and respond to reports.

8 Oversight and reporting

The Board of Directors has ultimate oversight over this Policy. The Board of Directors will receive a summary of reports made under this Policy on a bi-annual basis. De-identified outcomes and learnings from investigations are shared with the Board of Directors.

The Board of Directors will be provided additional information about any material incidents raised.

This Policy will be periodically reviewed for effectiveness and to check whether any changes are required.

9 Further information

This Policy will be available on SMMO's intranet. Any questions about this Policy, including questions about making a report, should be referred to the Managing Director.

This Policy does not form part of terms of employment and may be amended from time to time.

Appendix 1: Legal Protections

When do legal protections apply?

To qualify for protection under the *Corporations Act* or the *Tax Administration Act*, SMMO People must report Potential Misconduct directly to a 'Recipient'. Anonymous reports can be protected.

The protections do not apply to reports that are not about Potential Misconduct, such as personal-work related grievances.

Who are Recipients?

Recipients are persons who can receive disclosures that qualify for legal protection. SMMO encourages you to make your report through one of the Recipients listed in section 4 of the Policy, but you can also make a report to one of:

- SMMO's directors, officers or senior managers;
- SMMO's internal or external auditors, members of an audit team conducting an audit, or actuaries;
- in relation to a tax related matter, SMMO's officers or employees with tax duties, or our registered tax agents or BAS agents;
- an Australian-qualified lawyer, in order to seek advice about whistleblower provisions (in which case your report will be protected even if the matter turns out not to be Potential Misconduct); or
- ASIC or APRA, or (for a tax related matter) the ATO.

In limited circumstances, certain 'public interest' or 'emergency' reports can be made to a member of the Parliament or legislature of the Commonwealth or a State or Territory or to a journalist are also protected by law. If you are seeking to make such a report, it is important you understand the criteria that must be met, which include:

- that a report to ASIC or APRA has already been made;
- (in the case of a 'public interest' report) at least 90 days have passed and you have reasonable grounds to believe that no action is being taken, or (in the case of an 'emergency' report) you have reasonable grounds to believe the report concerns a substantial and imminent danger to health, safety or the environment; and

- you give the body you made the report to written notice that you intend to make a 'public interest' or 'emergency' report.

You may wish to contact a lawyer about whether the criteria have been met prior to making such a report.

What are the legal protections?

Your identity is protected: It is illegal to share your identity or information about you unless permitted by you or by law.

The law allows your identity to be shared in limited circumstances, such as with your consent or to ASIC, APRA, a member of the Australian Federal Police, or to an Australian-qualified lawyer to seek advice about whistleblower provisions. The law also allows information in your report to be shared where reasonably necessary for an investigation into your report and reasonable steps are taken to reduce the risk of you being identified.

Causing or threatening you detriment because you made or plan to make a report is illegal: If you suffer loss or injury because you made or plan to make a report, you may seek compensation or other remedies through the courts.

Other protections: You are protected from civil, criminal or administrative legal action being taken against you because you made a report. This means legal or disciplinary action cannot be taken against you for breach of your employment contract, breaching confidentiality or unlawfully releasing information because you made a report. Information you disclose cannot be used in a prosecution against you (other than for giving false information).

However, you will not have immunity from liability or disciplinary action for any misconduct you have engaged in.

If you think one of these protections has been breached, you should raise this with a Recipient so we can investigate and address your concern. You can also contact a regulator such as ASIC, APRA or the ATO, or you may wish to contact a lawyer.

REMEMBER

If you have any questions, you can contact the Managing Director, or the external service provider.