



Resolute

Whistleblower Policy

1 Introduction

Resolute is committed to being a responsible corporate citizen, acting with honesty and integrity in all its dealings. At Resolute, we value high ethical standards of behaviour and expect honesty, openness and integrity in everything we do.

In line with Resolute's Code of Conduct, the purpose of this Policy is to further Resolute's commitment to maintaining high ethical standards of conduct. Resolute expects that Personnel, contractors and other parties representing Resolute, irrespective of their location, will act fairly, honestly, with integrity and in compliance with applicable laws and governmental regulations.

2 Principles and purpose

Resolute is committed to conducting its business ethically, with a "zero-tolerance" approach to bribery and corruption.

Resolute encourages the reporting of any instance of suspected unethical, illegal, fraudulent or undesirable conduct which contravenes the Code of Conduct, and will ensure that those persons who make a report in good faith shall do so without fear of intimidation, disadvantage or reprisal.

All Personnel are expected to treat compliance with ethical standards as a critical element of their responsibilities. Although Resolute's Code of Conduct endeavours to cover different situations in relation to business practices and procedures, it cannot anticipate every issue that may arise. If you are unsure of what to do in any situation, you should seek additional guidance and information before you act. You should use your judgement and common sense; if something seems unethical or improper, it probably is. If you have any questions regarding the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or Resolute ethical standard, you should promptly contact your line manager.

In addition, you are required to report suspected insider trading, fraud or attempted fraud, and any mysterious disappearance of funds or securities immediately. You may do so by contacting the General Counsel who is responsible for ensuring such matters are addressed and resolved. If you believe this is not the most appropriate action, then an alternative option is to raise your concern with the CEO or the chair of the Audit and Risk Committee.

Resolute strongly encourages Personnel to raise possible ethical issues. Resolute prohibits any retaliatory action against any individual for raising legitimate concerns or questions regarding ethics matters or for reporting suspected violations.

3 Scope

This Policy applies to all Personnel, contractors, agents and any other party representing Resolute wherever it operates across the world.

4 Reporting

4.1 Reporting Misconduct – methods of reporting

4.1.1 Internal Reporting

All Personnel, contractors and agents are encouraged to raise matters of concern with their direct manager, local People & Culture Manager or the relevant Resolute senior executive. This may include discussing or clarifying the concern, asking questions or becoming familiar with the Misconduct reporting procedure. If you raise an ethical issue and you do not believe the issue has been addressed, you should raise it with another contact until it is resolved.

At all times, discussions will remain confidential and may be referred to Resolute's Disclosure Protection Officer:

Ms. Amber Stanton
General Counsel
Phone: +61 8 9261 6100
Email: ASanton@rml.com.au

The DPO will have access to independent financial, legal and operational advisers as required.

4.1.2 External Reporting

In addition to its internal reporting, Resolute provides an independent telephone hotline (**Telephone Hotline**) for all Personnel, contractors and agents to raise matters of concern in a confidential and secure way. The Telephone Hotline is managed and operated by an independent third party and all calls to the hotline are completely confidential.

A report of each call to the Telephone Hotline will be provided to the DPO within 24 hours. The report will provide details of the information or allegation and any information that may be pertinent to a subsequent Investigation.

4.1.3 Reporting non-compliance outside Resolute

It is Resolute's aim to ensure that people feel empowered to raise concerns internally in the first instance, and then with the Telephone Hotline.

However, nothing in this Policy should be interpreted as restricting anyone from raising issues or providing information to an external party, in accordance with any relevant law, regulation or prudential standard.

4.2 Investigation

All reports of Misconduct will be treated seriously and Resolute will investigate all matters reported under this Policy. All Investigations will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Misconduct and the circumstances.

Investigations will be undertaken by the Disclosure Investigation Officer, who will respond to all concerns raised by the DPO and report findings to the DPO. The role of the Disclosure Investigation Officer is to investigate the substance of the complaint to determine whether there is evidence in support of the matters raised or, alternatively, to refute the report made. The Disclosure Investigation Officer will be appointed by the DPO on a case-by-case basis.

Following a report of Misconduct the following steps must occur:

- the matter is to be reported to, and reviewed by the DPO, and a DIO appointed;
- the DIO is to review the report and determine the appropriate manner of investigation and inform the DPO of how the Investigation will proceed;

- the DIO is to determine and secure the resources needed for the Investigation, which may include the assistance of other employees or external professionals such as lawyers, accountants, forensic analysts or operational experts;
- the DIO plans and conducts the Investigation;
- the DIO prepares an Investigation report and provides it to the DPO; and
- the DPO advises and debriefs the person who reported the Misconduct (if known), and reports the findings.

4.3 Reporting of Investigation findings

The DPO will report their findings to the CEO who will determine the appropriate response to address any unacceptable conduct and appropriate remedial action to prevent future occurrences.

If the CEO or a Director is the subject of an Investigation or allegation, the DPO may, at their sole discretion, report their findings directly to the chair of the Audit and Risk Committee or any other independent non-executive Director who will determine the consultation and corrective measures required, and in this circumstance, be the person who debriefs the Reporter in due course. All Investigation outcomes will be reported to the Audit and Risk Committee.

4.4 Protecting the identity of the Reporter

If a person makes a report of Misconduct under the internal reporting procedure, Resolute will endeavour to ensure that the person's identity is protected from disclosure.

A Reporter's identity will not be disclosed unless:

- the person making the report consents to the disclosure;
- the disclosure is required by law;
- it is necessary to address a direct and serious threat to a person's health or safety; or
- it is necessary to protect or enforce Resolute's legal rights or interests, or to defend itself against any claims.

If a person makes a report of Misconduct to the Telephone Hotline, Resolute will not make any attempt to obtain that person's identity unless that person volunteers his or her details to the Telephone Hotline.

4.5 Reporter protection

Resolute respects the confidentiality of individuals who report concerns. No retaliation means that if a person reports a concern in good faith, that person cannot be subject to any adverse employment action including separation, demotion, suspension or loss of benefits because of the report.

A Reporter who reports Misconduct in good faith, provided they were not involved in the Misconduct reported, will not be penalised or personally disadvantaged because they have reported the Misconduct. If a Reporter was involved in the reported Misconduct, they may be provided with immunity or due consideration in any disciplinary proceedings at Resolute's discretion. Resolute has no power, however, to provide any immunity or protection from criminal prosecution.

The Corporations Act also gives special protection for disclosures about breaches of that Act, as long as certain conditions are met. Refer to Appendix A for further details.

Resolute will not tolerate any instances of a Reporter being unfairly dismissed, demoted, subjected to any form of harassment and persecution, or discriminated against. A Reporter who believes they, or their family, have been subject to these types of actions due to their status as a Reporter should immediately report the matter to the DPO. Where such an incident of this nature occurs, the EEO, Harassment & Bullying Procedure will also apply.

4.6 Feedback and communication

Where possible and appropriate the Reporter will be kept informed of the outcome of the Investigation of their report, subject to privacy and confidentiality considerations. The Reporter must maintain the confidentiality of all such reports.

4.7 False Misconduct reports

Where it is established that a person making a report is not acting in good faith (which includes knowingly making a false or malicious report), then this person may be subjected to disciplinary proceedings and is not, by definition, a Reporter.

4.8 Document retention and confidentiality

All information, documents, records and reports relating to the Investigation of a reported Misconduct will be confidentially stored and retained in an appropriate and secure manner.

5 Policy review

This Policy will be the subject of periodic review (and as appropriate recommended revision) by management, reporting to the Board via the Audit and Risk Committee, to ensure that the Policy at least meets both regulatory and contemporary industry standards and practices, as well as the delivery of the Policy's principles and purpose.

6 Definitions

CEO means the chief executive officer of RSG.

CFO means the chief financial officer of RSG.

Corporations Act means *Corporations Act 2001* (Cth).

Director means a director of RSG.

Disclosure Investigation Officer or DIO means a designated Resolute representative tasked with the responsibility of conducting preliminary investigations into reports received from a Reporter, and is not associated with the area under Investigation.

Disclosure Protection Officer or DPO means a designated Resolute representative with the responsibility of protecting and safeguarding the interests of Reporters.

Employee means employee of, or consultant to, Resolute.

General Counsel means the general counsel of RSG.

Investigation means a search of evidence connecting or tending to connect a person or entity with conduct that infringes the criminal law or the policies and standards set by Resolute.

Misconduct includes, but is not limited to:

- conduct that is dishonest, fraudulent or corrupt;
- criminal offences such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or any breaches of the laws and regulations that apply to Resolute;
- breaches of Resolute's policies or procedures;

- miscarriage or obstruction of justice;
- conduct that may cause financial loss to Resolute or damage its reputation or be otherwise detrimental to Resolute's interests;
- behaviour that endangers health, safety or damages the environment; or
- disturbance to the cultural integrity of local communities.

Personnel means all Directors and Employees.

Policy means this Whistleblower Policy, as amended from time-to-time.

Reporter means a Director, Employee, contractor or agent who, whether anonymously or not, makes a report in connection with Misconduct, bribery or corruption in good faith.

Resolute means RSG and its subsidiaries and related entities.

RSG means Resolute Mining Limited ACN 097 088 689.

you or **your** means any Director or Employee.

7 Related documents

- Anti-Bribery and Corruption Policy.
- Code of Conduct.
- Diversity and Inclusion Policy.
- EEO, Harassment and Bullying Procedure.

8 Approval and review

This document is to be reviewed annually by the Audit and Risk Committee and the Board.

Version	RIGS Document Category	Date	Status	RIGS Document Owner	Reviewer	Approver	Approval Date
1.0	Board	23 August 2018	Reviewed				23 August 2018
				Amber Stanton <i>General Counsel & Company Secretary</i>	John Welborn <i>Managing Director & CEO</i>	Martin Botha <i>Chair</i>	

Special protections under the Corporations Act

Under the Corporations Act, the disclosure of information relating to Corporation Act breaches qualifies for certain protection where all the following conditions are satisfied:

- the person is an officer or employee of Resolute, or a person or company who has a contract for the supply of goods and services with Resolute or an employee of such a contractor;
- the report is made to:
 - the Disclosure Protection Officer;
 - a Director, officer or executive of Resolute;
 - Resolute's external auditor (or a member of that audit team); or
 - the Australian Securities and Investments Commission (**ASIC**);
- the person making the disclosure provides their name prior to disclosing the information;
- the person has reasonable grounds to suspect that the Misconduct relates to a breach of the Corporations Act in Australia by Resolute or any of its officers or employees; and
- the disclosure is made in good faith.

Where the Corporations Act applies and information is disclosed by a person in accordance with these criteria, the person receiving the information may not tell anyone other than ASIC, the Australian Prudential Regulation Authority or the Australian Federal Police any of:

- the information disclosed;
- the identity of the person making the disclosure; or
- any information which will enable the identification of the person making the disclosure, unless the Reporter consents to that disclosure.