



**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 corporate wrongdoing. Resolute encourages Protected Persons to raise possible Disclosable Conduct issues. Resolute will ensure that Protected Persons who report conduct which they have reasonable grounds to suspect amounts to Disclosable Conduct, shall do so without fear of Detriment.

Although this Policy and Resolute's Code of Conduct endeavour 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 from an Authorised Recipient 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 an Authorised Recipient.

In addition, Personnel 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.

The Corporations Act provides protection to eligible whistleblowers. To qualify for protection, you must be a Protected Person, who has made a disclosure relating to Disclosable Conduct to a Protected Person, as defined under this Policy.

## 3. Scope

### 3.1 Who this Policy applies to

This Policy applies to any person who is, or has been:

- an Employee;
- an Officer;
- a Supplier;
- an employee of a Supplier;
- an Associate of Resolute; and
- a relative or dependant of any of the above categories of persons,

(each a **Protected Person**).

## 3.2 Disclosable Conduct covered by this Policy

This Policy applies to the reporting of conduct by Protected Persons who have reasonable grounds to suspect that the conduct amounts to Disclosable Conduct.

**Disclosable Conduct** means:

- conduct in relation to Resolute that is unethical, unlawful, fraudulent, corrupt, irresponsible or undesirable;
- criminal offences committed by Resolute (or representatives of Resolute) 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;
- an improper state of Resolute's general affairs or tax affairs;
- behaviour that endangers health, safety or damages the environment; or
- disturbance to the cultural integrity of local communities in which Resolute operates,

and includes an offence against, or contravention of, a provision of any Relevant Legislation.

All Personnel are expected to treat compliance with ethical standards as a critical element of their responsibilities.

Personal work-related grievances are not matters which amount to Disclosable Conduct and are therefore not dealt with under this Policy or afforded protection under the Corporations Act. Examples include interpersonal conflicts and decisions relating to promotions, demotions, terms and conditions of employment. Personal work-related grievances and general matters of concern are encouraged to be communicated informally with HR staff and the respective local People & Culture Manager. However, personal-work related grievances may still qualify for protection where it includes information about misconduct, or information about misconduct is accompanied by a personal work-related grievance.

The Taxation Administration Act also gives protection for Disclosable Conduct that relates to Resolute's tax affairs.

## 4. Reporting

### 4.1 Reporting Disclosable Conduct – methods of reporting

#### 4.1.1 Internal Reporting

All Protected Persons are encouraged to raise matters of concern with a Resolute senior executive being one of the following:

- CEO;
- CFO;
- COO;
- General Counsel & Company Secretary;
- General Manager – Business Development and Investor Relations;
- General Manager – Exploration;
- General Manager – Syama;
- General Manager – Mako; or
- General Manager – Bibiani,

(each, an **Authorised Recipient**).

This may include discussing or clarifying the concern, asking questions or becoming familiar with the Disclosable Conduct reporting procedure. If you make a Report and you do not believe the issue has been addressed, you should raise it with another Authorised Recipient until it is resolved.

If a Protected Person has reasonable grounds to suspect that conduct amounts to Disclosable Conduct, there is no requirement for him or her to disclose his or her identity. Further, if a Protected Person has reasonable grounds to report Disclosable Conduct, but their disclosure turns out to be incorrect, they can still qualify for protection under the Corporations Act.

Where disclosures are made anonymously, they will still be afforded protection under the Corporations Act. Anonymity may also remain during and after an investigation.

Resolute has the following options available for protecting anonymity (where applicable):

- communication can be through the independent hotline; and
- a Discloser can adopt a pseudonym for the purpose of their disclosure should their identity be known to the DPO but the Discloser does not wish to disclose their identity to others.

At all times, discussions will remain confidential and the identity of the Discloser will remain anonymous unless the disclosure of their identity is permitted by law (including where the Discloser consents to the disclosure).

If the Disclosable Conduct is referred to Resolute's Disclosure Protection Officer, this process will also remain confidential and anonymous.

Resolute's Disclosure Protection Officer is:

Ms. Amber Stanton  
General Counsel  
Phone: +61 8 9261 6100  
Email: [AStanton@rml.com.au](mailto:AStanton@rml.com.au)

The Disclosure Protection Officer will have access to independent financial, legal and operational advisers as required.

Protection Officer will have access to independent financial, legal and operational advisers as required.

### **4.1.2 Independent Hotline**

In addition to its internal reporting, Resolute provides an independent hotline for all Protected Persons to raise matters of concern in a confidential and secure way. The independent hotline is managed and operated by an independent third party and all calls to, or other communications with, the independent hotline are completely confidential.

A report of each call to the independent 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 External Reporting**

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

In particular, all Protected Persons are afforded protection under the Corporations Act where disclosure concerns Disclosable Conduct and is made to a legal practitioner, ASIC, APRA or any Commonwealth entity which is authorised to receive the disclosure. This protection is also extended to emergency disclosures made to the media

or members of Parliament in extreme cases, including where 90 days have passed from making a Report and there has been no action on Disclosable Conduct, or there will be substantial and imminent danger to health or safety.

## 4.2 Investigation

All Reports will be treated seriously and investigated by Resolute. 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 Disclosable Conduct 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 being made, 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 Discloser (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 Discloser in due course. The Audit and Risk Committee must be informed of any material incidents reported under this Policy. All Investigation outcomes will be reported to the Audit and Risk Committee.

## 4.4 Protecting the identity of the Discloser

If a Protected Person makes a Report under Resolute's internal reporting procedure or through the independent hotline (described in sections 4.1.1 and 4.1.2), Resolute will ensure that the person's identity is protected from disclosure unless the disclosure of their identity is permitted by law (including where the Discloser consents to the disclosure).

Resolute will protect the confidentiality of a Discloser's identity by:

- maintaining secure record-keeping and information-sharing processes;
- redacting personal and other information contained in a disclosure that may help to identify the Discloser; and
- ensuring the staff or external investigators handling and investigating the disclosures are qualified to do so.

If a person makes a Report to the independent hotline, Resolute will not make any attempt to obtain that person's identity unless the law permits the disclosure of that person's identity (including where the Discloser consents to the independent hotline disclosing their identity).

A Discloser's identity will not be disclosed unless the disclosure of the Discloser's identity is permitted by law (including where the Discloser consents to the disclosure). Disclosures permitted by law include disclosures made to:

- ASIC;
- APRA;
- a member of the Australian Federal Police;
- a legal practitioner for the purposes of obtaining legal advice or representation; or
- a Commonwealth, State or Territory authority.

Further, disclosure may be permitted if it is reasonably necessary for the investigation of the matter.

A person who discloses the identity, or information that is likely to lead to the identification of, a Discloser in circumstances where the law does not permit the disclosure may face the following penalties:

- under the Corporations Act, a fine of \$200,000 for an individual or \$1 million for a corporation; and
- under the Taxation Administration Act, six months' imprisonment or a \$6,300 fine (30 penalty units) or both.

## 4.5 Discloser protection

Resolute respects the confidentiality of Disclosers. No retaliation means that a Discloser cannot be subject to any of the following because of that Report:

- adverse employment action including disciplinary action such as separation, demotion, suspension or loss of benefits;
- civil, criminal or administrative liability;
- legal action against them in contract; or
- termination of a contract that they are party to with Resolute on the basis of breach of contract.

A Discloser, provided he or she was not involved in the Disclosable Conduct reported, will not be penalised or personally disadvantaged because they have reported the Disclosable Conduct. However, if a Discloser was involved, 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.

Further, Resolute will not tolerate any instances of victimisation or reprisal action as a result of a Discloser making a Report. It is an offence to engage in conduct causing Detriment to a person due to a belief or suspicion that any person made, or proposes to make a Report.

**Detriment** includes, but is not limited to:

- dismissal of an employee;
- injury of an employee in his or her employment;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination between an employee and other employees of the same employer;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position;
- any other damage to a person; and
- the threat of any of the above actions.

A Discloser who believes they, or their family, have been subject to these types of actions due to their status as a Discloser should immediately report the matter to the DPO. Where such an incident of this nature occurs, the Discloser may be entitled to compensation and the EEO, Harassment & Bullying Procedure will also apply.

Resolute will protect Disclosers from detrimental acts or omissions by:

- conducting risk assessments on Discloser protection;
- offering support services to Disclosers; and
- where applicable, making moderations to a Discloser's duties, role or location within the office.

## 4.6 Feedback and communication

Where possible and appropriate the Discloser will be kept regularly updated during the key stages such as when the investigation has begun, is in progress, and has been finalised. The Discloser will be informed of the outcome of the Investigation of their Report where appropriate, and subject to privacy and confidentiality considerations. The Discloser must maintain the confidentiality of all such Reports.

## 4.7 False Disclosable Conduct reports

Where it is established that a person making a report does not have reasonable grounds to suspect that the reported conduct amounts to Disclosable Conduct (which includes knowingly making a false or malicious report), then this person may be subjected to disciplinary proceedings and is not, by definition, a Discloser.

## 4.8 Document retention and confidentiality

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

## 4.9 Access to this Policy

This Policy will be made available to Protected Persons on Resolute's intranet, and will also be made available to all external parties such as Resolute's Suppliers, Associates, contractors and agents online on Resolute's website at [www.rml.com.au](http://www.rml.com.au).

# 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

**Associate** has the meaning given to that term in the Corporations Act.

**Authorised Recipient** has the meaning given to that term in section 4.1.1.

**CEO** means the chief executive officer of RSG.

**CFO** means the chief financial officer of RSG.

**COO** means the chief operating officer of RSG.

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

**Detriment** has the meaning given to that term in section 0.

**Director** means a person who is or has been a director of RSG and includes that person's relatives and dependents and the dependents of that person's spouse.

**Disclosable Conduct** has the meaning given to that term in section 3.2.

**Discloser** means a Protected Person who reports conduct which he or she has reasonable grounds to suspect amounts to Disclosable Conduct.

**Disclosure Investigation Officer** or **DIO** means a designated Resolute representative tasked with the responsibility of conducting preliminary investigations into Reports, 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 Disclosers.

**Employee** means a person who is or has been an employee of Resolute.

**General Counsel** means the general counsel of RSG.

**Investigation** means a search of evidence in relation to an allegation of Disclosable Conduct.

**Officer** means a person who is or has been an officer of RSG.

**Personnel** means all current and former Directors, Officers and Employees.

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

**Protected Persons** has the meaning given to that term in section 3.1.

**Relevant Legislation** means:

- Corporations Act;
- Australian Securities and Investments Commission Act 2001 (Cth);
- Banking Act 1959 (Cth);
- Financial Sector (Collection of Data) Act 2001 (Cth);
- Insurance Act 1973 (Cth);
- Life Insurance Act 1995 (Cth);
- National Consumer Credit Protection Act 2009 (Cth);
- Superannuation Industry (Supervision) Act 1993 (Cth); or
- an instrument made under an Act referred to in any of the above.

**Report** means a report by a Protected Person disclosing information which he or she has reasonable grounds to suspect amounts to Disclosable Conduct.

**Resolute** means RSG and its subsidiaries and related entities.

**RSG** means Resolute Mining Limited ACN 097 088 689.

**Supplier** means a supplier of goods or services to Resolute (whether paid or unpaid).

**Taxation Administration Act** means the *Taxation Administration Act 1953* (Cth).

**you** or **your** means a member of Personnel.

## 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	23/08/2018	Reviewed	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	23/08/2018
2.0	Board	21/02/2019	Reviewed	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	21/02/2019
3.0	Board	27/06/2019	Amended	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	27/06/2019
4.0	Board	02/12/2019	Amended	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	02/12/2019
5.0	Board	19/02/2020	Reviewed	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	19/02/2020
6.0	Board	1/04/2020	Reviewed	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>John Welborn</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	16/03/2020