

## 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 a culture of honesty, openness, integrity, corporate compliance and good corporate governance.

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.

This Policy aligns with the ASX Corporate Governance Principles and Recommendations.

This Policy does not form part of any contract of employment or contract to provide services, and we may amend it at any time.

## 2. Principles and purpose

Resolute is committed to conducting its business ethically, with a "zero-tolerance" approach to malpractice. If you believe that malpractice is taking place or is likely to take place within our work place, Resolute encourages you to raise this in accordance with this Policy below. Resolute will ensure that Personnel who report conduct which they have reasonable grounds to suspect, shall do so without fear of detriment.

Malpractice might cover criminal activity, breach of legal regulations, endangering somebody's health or safety, environmental damage and any attempt by any person to conceal any such matters.

This policy is not a grievance procedure. Personnel who have a concern about the way they are being treated as an individual at work (as opposed to a concern about malpractice within the workplace) should follow the Grievance Policy and Procedure instead.

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 dealing, fraud or attempted fraud, and any mysterious disappearance of funds or securities immediately. You may do so by contacting the Principal Legal 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;
- a Director;
- 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**).

## 4. Reporting

### 4.1 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;
- Principal Legal Counsel;
- Executive General Manager – Exploration;
- General Manager – People and Safety;
- General Manager – Syama;
- General Manager – Mako,

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

If a matter of concern is referred to Resolute's Disclosure Protection Officer, this process will also remain confidential and anonymous.

Resolute's Disclosure Protection Officer is:

Bianca Depres, General Counsel

Phone: +41 7552 330092

Email: Bianca.Depres@resolutemining.com

The Disclosure 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 Personnel 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. If you do not feel able to raise internally or if you wish to talk through your concerns with another party, you might want to contact Protect Advice: an independent charity providing confidential advice on whistleblowing. They can be contacted on 020 3117 2520.

It is important that you do not publish your concerns outside of our organisation without, at the very least, having allowed us to address them internally.

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 What happens after raising a concern

After you have raised a concern, the Authorised Recipient or DPO will discuss it with you and, following that discussion, decide how to proceed and whether or not an investigation would be helpful. An investigation process may include interviews with you and with anyone who might be involved in the potential malpractice. Resolute's aim is to ensure that any investigation is as proportionate and independent as possible.

Where requested, Resolute will make all reasonable efforts to ensure that your identity is not revealed to those who might be involved in potential malpractice. We will reveal your identity only where this is reasonably necessary to investigate or deal with potential malpractice and, if this happens, we will take all reasonable steps to ensure that you are not disadvantaged as a result.

You will be kept informed of any investigation and any action taken in relation to your concern. You will not be penalised by us for raising a genuine concern.

All Personnel have a responsibility to ensure that their colleagues are not subjected to detrimental treatment as a result of disclosing malpractice. Both we, as employer, and the person taking any detrimental action, can be liable where an individual has disclosed malpractice and is then penalised in some way for doing so. If you penalise a colleague, you may have to pay compensation personally.

## 4.3 Where malpractice is found to have taken place

If malpractice is found to have taken place, anyone responsible within our organisation will be subject to our disciplinary procedure.

## 4.4 Virtual meetings

Any meeting may take place via video-conference. As long as you and any other participant (e.g. a witness or companion) can hear, see and speak to each other at relevant times, it is immaterial whether everyone is in the same place.

If this is likely to prejudice your participation, for example because you lack suitable equipment or because of a particular disability, you should tell us in good time. In such circumstances, we will consider modifying the arrangements for the meeting which may include holding the meeting (or part of it) in person.

If you find communication is impaired for any reason during a meeting (e.g. screen freezing, losing sound), you should tell [us][the person chairing the meeting] at once. If communication deteriorates, we will do what we can to remedy matters for example by finding other equipment, speaking on the phone or rescheduling.

## 4.5 False reports

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

## 4.6 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.

## 4.7 Access to this Policy

This Policy will be made available to Personnel on Resolute's intranet, and a copy will be given available to all external parties such as Resolute's Suppliers, contractors and agents.

# 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

**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.

**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.

**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;
- Companies Act 2006

**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).

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

## 7. Related documents

- Anti-Bribery and Corruption Policy
- Code of Conduct
- Diversity and Inclusion Policy

## 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
7.0	Board	29/10/2020	Amended	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>Stuart Gale</b> <i>Interim CEO</i>	<b>Martin Botha</b> <i>Chair</i>	29/10/2020
8.0	Board	1/02/2021	Reviewed	<b>Amber Stanton</b> <i>General Counsel &amp; Company Secretary</i>	<b>Stuart Gale</b> <i>Interim CEO</i>	<b>Martin Botha</b> <i>Chair</i>	25/02/2021
9.0	Board	1/10/2021	Amended	<b>Richard Steenhof</b> <i>General Counsel &amp; Company Secretary</i>	<b>Stuart Gale</b> <i>Interim CEO</i>	<b>Martin Botha</b> <i>Chair</i>	25/10/2021
10.0	Board	23/02/2023	Amended	<b>Richard Steenhof</b> <i>General Counsel &amp; Company Secretary</i>	<b>Terence Holohan</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	23/02/2023
11.0	Board	20/03/2024	Amended	<b>Bianca Depres and Sam Wright &amp; Tim Whyte</b> <i>Principal Legal Counsel &amp; Company Secretaries</i>	<b>Terence Holohan</b> <i>Managing Director &amp; CEO</i>	<b>Martin Botha</b> <i>Chair</i>	20/03/2024
12.0	Board	11/12/2025	Amended	<b>Bianca Depres</b> <i>General Counsel</i>	<b>Chris Eger</b> <i>Managing Director &amp; CEO</i>	<b>Andrew Wray</b> <i>Chair</i>	12/12/2025

