



WHISTLEBLOWER PROCEDURE

MRL-FI-PRO-0020

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1 PURPOSE

Mineral Resources Ltd (MRL or the Company) is committed to the highest standards of conduct and ethical behaviour in our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

This Whistleblower Procedure (Procedure) is designed to support and assist MRL to promote a culture of ethical corporate behaviour by providing:

- ▶ an avenue for internal and external Stakeholders to report any issue they believe breaches MRL's Code of Conduct and Business Integrity and/or any other any other Reportable Conduct; and
- ▶ an environment where disclosure can be made in a confidential and anonymous manner (if desired) without fear of intimidation or reprisal.

This Procedure outlines the reporting process and the protection afforded to MRL stakeholders who report Reportable Conduct (Whistleblowers).

2 SCOPE

This procedure applies to MRL stakeholders as defined in section 4.

3 RESPONSIBILITIES

This Procedure cannot be amended without approval of the MRL Board of Directors. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of MRL.

There are special protections provided under the *Corporations Act* and the *Taxation Administration Act*. If Whistleblowers wish to avail themselves to those specific protections, their disclosure must be made strictly in accordance with that legislation. Further details are provided in Annexures A and B.

4 DEFINITIONS AND ABBREVIATIONS

MRL OR THE COMPANY	Mineral Resources Limited and its subsidiaries
REPORTABLE CONDUCT	a breach (or suspected breach) of MRL's Code of Conduct and Business Integrity, or of the law, misconduct or improper state of affairs or circumstances related to the Company or behaviour that represents a danger to the public or the financial system
MRL STAKEHOLDERS	MRL's current and former directors, company secretaries, employees, contractors, sub-contractors and their relatives or dependents; as well as external whistleblowers, which include current or former suppliers, their employees and relatives or dependents
WHISTLEBLOWER	Any MRL stakeholder who reports Reportable Conduct

5 REPORTABLE CONDUCT

Any matter that a Stakeholder believes is in breach (or suspected breach) of MRL's Code of Conduct and Business Integrity or of the law, constitutes misconduct or improper state of affairs or circumstances related to the Company or behaviour that represents a danger to the public or the financial system should be reported in accordance with this Procedure (Reportable Conduct).

5.1 REPORTABLE CONDUCT MAY INCLUDE ANY CONDUCT THAT INVOLVES:

- ▶ actions that are dishonest, fraudulent or corrupt, including bribery or other activity in breach of the Bribery and Corruption provisions of the MRL Code of Conduct and Business Integrity;
- ▶ illegal activity such as theft, violence or intimidation, criminal damage to property or other breaches of state or federal law;
- ▶ unethical behaviour or behaviour in breach of the Company's policies or procedures such as dishonestly altering Company records or data, adopting questionable accounting practices or willfully breaching provisions of MRL's Code of Conduct and Business Integrity or other Company policies or procedures;
- ▶ potential damage to MRL Stakeholders such as unsafe work practices, environmental damage, health risks or abuse of the Company's property or resources;
- ▶ abuse of authority or conflict of interest;
- ▶ financial loss to the Company, damage to the Company's reputation or any other issue that may be detrimental to the Company's interests;
- ▶ harassment, sexual harassment, discrimination, victimisation or bullying, whether experienced in a personal capacity, or whether a Stakeholder witnesses, or becomes aware of, such incidents involving other Stakeholders;
- ▶ any other kind of misconduct, observation or perception of an issue that may impact the Company in any of the areas outlined above; or
- ▶ engaging in or threatening to engage in detrimental conduct against a Whistleblower.

Reportable Conduct generally does not include disclosures that relate solely to personal work-related grievances. This includes grievances that relate to the discloser's current or former employment, that have personal implications for the discloser and do not have broader implications for the Company. Examples may include:

- ▶ An interpersonal conflict between the discloser and another employee;
- ▶ A decision that does not involve a breach of workplace laws;
- ▶ A decision about the engagement, transfer or promotion of the discloser;
- ▶ A decision about the terms and conditions of engagement of the discloser; or
- ▶ A decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Such matters should be discussed with the relevant Manager / Supervisor or Human Resources Representative. However, in limited circumstances a personal work-related grievance may amount to Reportable Conduct under this Procedure and also qualify for special protections under the Corporations Act and the Taxation Administration Act. Such circumstances may include bullying, discrimination or harassment or when the discloser suffers from or is threatened with detriment for making a disclosure.

5.2 RESPONSIBILITY TO REPORT

The Company relies on its Stakeholders to maintain and enhance a culture of honest and ethical behaviour. The Company does not tolerate any conduct that comprises Reportable Conduct. It is therefore expected that any Stakeholder who becomes aware of Reportable Conduct will report its occurrence under this Procedure.

5.3 REPORTING CHANNELS

The Company has a number of channels through which a person may report Reportable Conduct. Stakeholders are encouraged to utilize whichever reporting method they feel most comfortable with in the circumstances. However, if you wish to avail yourself to the special protections provided under the Corporations Act and the Taxation Administration Act, disclosure must be made strictly in accordance with the relevant piece of legislation.

Internal Reporting

Stakeholders may wish to discuss the Reportable Conduct informally with their General Manager , Human Resources General Manager, Company Secretary or Legal Counsel to determine whether the matter falls under this Procedure. This is an opportunity to clarify the incident and ask questions. These discussions will remain confidential at all times; however, there may be occasions where MRL is required to disclose the matter to regulatory authorities, law enforcement agencies and/or the Company’s lawyers for the purpose of obtaining legal advice or representation.

Stakeholders may also formally raise Reportable Conduct with their General Manager , Human Resources General Manager, Company Secretary or Legal Counsel. A formal complaint will likely trigger an internal or external investigation into the Conduct. If the Stakeholder does not consent to their identity being disclosed, special measures will be taken to ensure their identity, as well as any information in their disclosure which could be used to work out their identity, is not disclosed. However, the withholding of your consent may impact MRL’s ability to investigate the matter.

External Reporting

A Whistleblower may make a report to MRL’s external independent Whistleblowing service, MinRes Integrity Assist.

Email	minresintegrity@deloitte.com.au
Phone	1800 951 300
Website	www.minresintegrity.deloitte.com.au
Postal Address	MinRes Integrity Assist Reply paid 12628 A'Beckett Street Melbourne VIC 8006
Fax	+61 3 961 8182

Calls will be received by the MinRes Integrity Assist service on Australian business days between 8.00 AM and 7.00 PM (AEST). Outside these times, calls are diverted to a mobile phone. In the unlikely event that calls are not answered on the mobile phone, a voice mail service provides the ability to leave a message. Calls are not recorded. The operators taking calls on this hotline are not associated with the Company in any way. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Whistleblowers will be provided with a confidential reference number by the MinRes Integrity Assist operator.

External reports can be made anonymously. However, anonymity may impact MRL’s ability to investigate the matter.

The MinRes Integrity Assist operator will prepare a report which details the misconduct reported by the Whistleblower. All MinRes Integrity Assist reports will be forwarded to the Company Secretary.

Reports made under this Procedure should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

Information contained in reports and provided by Whistleblowers in the course of an investigation will be kept confidential, except where disclosure is required to regulatory authorities, law enforcement agencies or the Company’s lawyers for the purpose of obtaining legal advice or representation.

5.4 INVESTIGATION OF REPORTABLE CONDUCT

Once a report has been received, MRL will assess the information and determine if an investigation is required. In some cases, a suitable conclusion may be reached through an initial conversation. If an investigation is required, MRL will investigate in a thorough and timely manner. Where appropriate and permitted under applicable laws, MRL will provide feedback to the Whistleblower regarding the investigation’s progress and/or outcome.

The investigation will be conducted in an objective and fair manner, and as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the surrounding circumstances.

The investigation process and enquiries adopted will be determined by the nature and substance of the report. In general, as soon as practicable upon receipt of the report (if the report is not anonymous) the Company Secretary or investigator will contact the Whistleblower to discuss the investigation process. This will include information on how the Whistleblower can follow-up on the investigation, and other matters as relevant to the investigation.

Where a report is submitted anonymously, MRL will conduct the investigation and its enquiries based on the information provided.

An individual that reports a matter that includes their own unethical or illegal activities may still be subject to disciplinary measures. If so, the self-reporting will be taken into account when determining the disciplinary measure.

Those involved in the investigation must uphold the confidentiality requirement to protect the identity of an individual reporting a concern. In situations where the disclosure is made in reliance on the protections provided under the Corporations Act or the Tax Administration Act, it is a statutory requirement and failure to comply is an offence.

The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of the Company. The outcome of any investigation will be reported to the Board.

Whistleblowers will be informed of the investigation outcome if appropriate. It is not always appropriate to provide Whistleblowers with this information. If appropriate, the person(s) to whom the Reported Conduct relates will also be informed of the findings of any investigation. The formal report recording the results of an investigation will not be provided to a Whistleblower or any other person subject to the investigation.

Where an investigation identifies misconduct, such as a breach of MRL Code of Conduct and Business Integrity, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of any person(s) involved in any misconduct.

5.5 PROTECTION OF WHISTLEBLOWERS

MRL is committed to ensuring confidentiality in respect of all matters raised under this Procedure. A Stakeholder making a report with reasonable grounds in accordance with this Procedure will not be disadvantaged in their employment or engagement with MRL, even if the report is not substantiated.

All reasonable steps will be taken to ensure that a Whistleblower is not subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, as a result of having lodged a report.

Protections may include, in MRL's discretion, the following:

- ▶ Monitoring and managing the behaviour of other employees;
- ▶ Offering the Whistleblower a leave of absence or flexible workplace arrangements whilst a matter is being investigated;
- ▶ Rectifying any detriment that the Whistleblower may have suffered.

Where this Procedure cannot be applied to non-employees, MRL will still seek to offer as much support as practicable.

The Corporations Act and the Taxation Administration Act make it a criminal offence to victimise a Whistleblower because of a protected disclosure made by that Whistleblower (see Annexures A and B).

Whistleblower should tell a recipient if they are concerned that they may be, are being, or have been victimised in any way. MRL will treat this very seriously. Any person involved in victimising conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. MRL may refer any person that has engaged in victimising conduct to law enforcement authorities for further investigation.

A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of misconduct. It is therefore very important that those who make a report under this Procedure do so in good faith, with reasonable grounds for believing that the information is correct or likely to be correct.

When making a disclosure a Stakeholder is expected to have reasonable grounds to suspect the information they are disclosing is true. MRL takes very seriously all reports made under this Procedure and would look unfavourably on any report that is knowingly false or misleading. Appropriate action, including disciplinary action in the case of an employee, may be taken against any Stakeholder who knowingly makes a false report or a report for a malicious reason or ulterior motive

6 REFERENCES

MRL-HR-POL-0012	Code of Conduct
<u>ANNEXURE A</u>	Special Protections under the Corporations Act 2001 (Cth)
<u>ANNEXURE B</u>	Special Protections under the Taxation Administration Act 1953 (Cth)

ANNEXURE A – SPECIAL PROTECTIONS UNDER THE CORPORATIONS ACT

The Corporations Act (Part 9.4AAA) gives special protection to disclosures about any misconduct or improper state of affairs relating to MRL if the following conditions are satisfied:

1. THE WHISTLEBLOWER IS OR HAS BEEN:

- ▶ an officer or employee of the Company;
- ▶ an individual who supplies goods or services to the Company or an employee of a person who supplies goods or services to the Company;
- ▶ an individual who is an associate of the Company; or
- ▶ a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;

2. THE REPORT IS MADE TO:

- ▶ the Company Secretary
- ▶ an officer or senior manager of the Company;
- ▶ MRL's external auditors (or a member of the audit team);
- ▶ ASIC;
- ▶ APRA; or
- ▶ a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Whistleblower provisions in the Corporations Act;

3. THE WHISTLEBLOWER HAS REASONABLE GROUNDS TO SUSPECT THAT THE INFORMATION BEING DISCLOSED CONCERNS MISCONDUCT, OR AN IMPROPER STATE OF AFFAIRS OR CIRCUMSTANCES IN RELATION TO THE COMPANY.

The protections given by the Corporations Act when these conditions are met are:

- ▶ the Whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- ▶ no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Whistleblower for making the report;
- ▶ in some circumstances, the reported information is not admissible against the Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
- ▶ anyone who causes or threatens to cause detriment to a Whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- ▶ a Whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- ▶ the person receiving the report commits an offence if they disclose the substance of the report or the Whistleblower's identity, without the Whistleblower's consent, to anyone except Australian Securities and Investments Commission (ASIC), Australian Prudential Regulatory Authority (APRA), the Australian Federal Police (AFP) or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

4. CONFIDENTIALITY

If a report is made, the identity of the Whistleblower must be kept confidential unless one of the following exceptions applies:

- ▶ the Whistleblower consents to the disclosure of their identity
- ▶ disclosure of details that might reveal the Whistleblower's identity is reasonably necessary for the effective investigation of the matter;
- ▶ the concern is reported to ASIC, APRA, or the AFP; or
- ▶ the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

ANNEXURE B – SPECIAL PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT

The Taxation Administration Act (Part IVD Section 14ZZT) gives special protection to disclosures about a breach of any Australian tax law by MRL or misconduct in relation to the Company's tax affairs if the following conditions are satisfied:

1. THE WHISTLEBLOWER IS OR HAS BEEN:

- ▶ an officer or employee of the Company
- ▶ an individual who supplies goods or services to the Company or an employee of a person who supplies goods or services to the Company;
- ▶ an individual who is an associate of the Company;
- ▶ a spouse, child, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;

2. THE REPORT IS MADE TO:

- ▶ a Company Secretary;
- ▶ a director, or senior manager of the Company;
- ▶ the Company's external auditors (or a member of the audit team)
- ▶ a registered tax agent or BAS agent who provides tax or BAS services to the Company;
- ▶ any other employee or officer of the Company who has functions or duties relating to tax affairs of the company (e.g. an internal accountant) ("MRL Recipients");
- ▶ the Commissioner of Taxation; or
- ▶ a lawyer for the purpose of obtaining legal advice or representation in relation to a report; and

3. IF THE REPORT IS MADE TO A MRL RECIPIENT, THE WHISTLEBLOWER:

- ▶ has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of an The Company or an associate of that company; and
- ▶ considers that the information may assist the MRL Recipient to perform functions or duties in relation to the tax affairs of an The Company or an associate of the company; and

4. IF THE REPORT IS MADE TO THE COMMISSIONER OF TAXATION, THE WHISTLEBLOWER CONSIDERS THAT THE INFORMATION MAY ASSIST THE MRL RECIPIENT TO PERFORM FUNCTIONS OR DUTIES IN RELATION TO THE TAX AFFAIRS OF THE COMPANY OR AN ASSOCIATE OF THE COMPANY.

The protections given by the Taxation Administration Act when these conditions are met are:

- ▶ the Whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- ▶ no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Whistleblower for making the report;
- ▶ where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the Whistleblower in criminal proceedings or in proceedings for the

imposition of a penalty, except where the proceedings are concerned with whether the information is false;

- ▶ unless the Whistleblower has acted unreasonably, a Whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- ▶ anyone who causes or threatens to cause detriment to a Whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- ▶ a Whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;
- ▶ the person receiving the report commits an offence if they disclose the substance of the report or the Whistleblower's identity, without the Whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

4. CONFIDENTIALITY:

If a report is made, the identity of the Whistleblower will be kept confidential unless one of the following exceptions applies:

- ▶ the Whistleblower consents to the disclosure of their identity;
- ▶ disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
- ▶ the concern is reported to the Commissioner of Taxation or the AFP; or
- ▶ the concern is raised with a lawyer for the purpose obtaining legal advice or representation.