



ORA BANDA MINING LTD

WHISTLE BLOWER POLICY

AS APPROVED BY THE BOARD OF DIRECTORS

ON 19 December 2019

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1. Title of Policy

This document is to be known as the Ora Banda Mining Ltd (**OBM or Company**) Whistle-blower Policy (**Whistle-blower Policy**).

The Whistle-blower Policy is to be read in conjunction with the Company's broader policies which applies to all direct employees of the Company. To the extent of any inconsistency exists between specific terms within the Whistle-blower Policy and the general terms of the Company's other policies, the Whistle-blower Policy will prevail.

2. Purpose and Application

Ora Banda is committed to high standards of conduct and ethical behaviour in its business activities.

The aim of this policy is to give you the confidence to report conduct which appears to you to be unlawful, improper or unethical. The standards set out in this policy will provide you with information about important legal protections under the Corporations Act that will protect you from reprisal or disadvantage in circumstances where this policy applies.

3. How to Qualify for Whistleblowing Protections

To qualify for protection under whistleblowing protections laws in the Corporations Act, you must be an "Eligible Person" and you must raise your concern with an "Eligible Recipient". You must also have reasonable grounds to suspect that the information amounts to a "Disclosable Matter". Each of these capitalised terms are explained in sections 3.1, 3.2 and 3.3 below.

You may still qualify for protection under the Corporations Act even if your suspicion that a matter is a Disclosable Matter turns out to be incorrect. However, if you deliberately make a report that you know to be false or malicious then the protections available under the Corporations Act will not apply and you may be subject to disciplinary action. A mere allegation with no supporting information is not likely to constitute "reasonable grounds to suspect".

The NRC will administer the KMP Remuneration Policy. Any proposed amendments to the KMP Remuneration Policy must be formally approved by the Board.

4. How to Make a Report

4.1 Are you an Eligible Person?

You will be an Eligible Person for the purpose of this Policy if you are a current or former;

- Ora Banda Mining employee or associate;
- Contractor or employee of a contractor who has supplied goods or services to Ora Banda Mining (whether paid or unpaid); or
- A relative or dependant of any of the above individuals or a dependant of that person's spouse.

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What Should You Report?

A Disclosable Matter is information that you have reasonable grounds to suspect that concerns misconduct (for example fraud, negligence, default, breach of trust or breach of duty) or an improper state of affairs or circumstances, in relation to Ora Banda or its Personnel. It includes engaging in conduct that:

- Constitutes a contravention of a provision of any Relevant Legislation;
- Constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- Represents a danger to the public; or
- Is prescribed by regulations made pursuant to the Corporations Act.

A disclosure that relates solely to a grievance about your employment or former employment does not qualify you for protection under the Corporations Act unless it has significant implications for Ora Banda Mining, it is a breach of law (for example, employment laws) or your grievance relates to retaliation or disadvantage you are suffering due to reporting a Disclosable Matter. Concerns relating solely to personal work-related grievance should be raised in the first instance with your line manager, another Ora Banda manager or a member of the HR team.

If you are unsure about whether the conduct you wish to report is a Disclosable Matter, you can seek guidance by contacting the HR Manager.

Who Should You Report To?

Where you become aware of, or have reasonable grounds to suspect, a potential Disclosable Matter, you are encouraged to first discuss the matter with HR or your manager.

If this does not result in a satisfactory outcome or is not possible, you can make a report under this Policy. To do so, you need to give your report to an Eligible recipient for the protection under the Corporations Act to apply. Eligible Recipients are:

- (a) Any of the following Ora Banda officers and employees:
 - i. any of Ora Banda directors, including the Managing Director;
 - ii. General Council and Council Secretary;
 - iii. Chief Financial Officer;
 - iv. General Manager Ora Banda Operations; or
 - v. General Manager Resources
- (b) Ora Banda Mining's external auditors

If you are unsure of how to get in contact with an Eligible Recipient, you can confidentially and anonymously report a matter to the General Council and the Company Secretary via whistleblower@orabandamining.com.au.

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You can also report your concerns externally to the Australian Securities and Investments Commission, Australian Prudential Regulation Authority, Commissioner of Taxation and quality for protection under the Corporations Act.

In limited circumstances, you can receive protection for disclosure to a Journalist or Member of Parliament. You should seek your own legal advice on the operation of the whistleblower protections under the Corporations Act. Disclosure made to 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 will also be protected.

5. How You Will Be Protected

5.1 Confidentiality and anonymity

Any report made will be treated confidentially and in accordance with this Policy. You can choose to remain anonymous or place restrictions on who is informed about your report if you do not feel comfortable identifying yourself when making a report under this Policy. You will be encouraged to maintain ongoing two-way communication with Ora Banda Mining to enable us to adequately investigate your report. However, if you wish to remain anonymous, you can refuse to answer any questions if you felt they may reveal your identity.

Measures will be put in place to keep your identity confidential except where you consent to the disclosure or Ora Banda is required or permitted by law to disclose to a third party. Ora Banda Mining may take disciplinary action against any employee who makes an unauthorised disclosure under this policy.

5.2 Protections Under Law

In addition to the Corporations Act, Eligible Persons are also offered protections under the Taxation Administration Act 1953 (Cth) when making a report under this Policy. For more information about the protections available to you under these laws, see ASIC's guidance on whistleblowing protections under the Corporations Act [here](#) and the ATO's guidance on protections available to tax whistleblowers [here](#).

5.3 Protection From Detriment & Retaliation

Ora Banda Mining will not tolerate any form of conduct that causes detriment to a person because that person has made a report under this Policy or because someone believes that a person has made or might make a report. Examples of detrimental conduct include dismissal, demotion, harm or injury, harassment, intimidation, discrimination or damage to a person's property or reputation.

Any such detrimental conduct is a serious breach of Ora Banda Mining's Code of Conduct and this Policy and may be subject to disciplinary action including, in serious cases, dismissal.

You should inform your supervisor or line manager as soon as possible if you believe you have suffered detriment as a result of making a report under this Policy (or because someone believes that you have or might make a report under this Policy). Alternatively, you can raise the matter with the Eligible Recipient that the report was made to, seek independent legal advice or contact the Australian Prudential Regulation Authority or the Commissioner of Taxation.

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6. How Reports Will Be Handled & Investigated

6.1 Initial Assessment

Upon receipt of a report Ora Banda Mining will make an initial assessment to determine whether the report qualifies for protection and to ascertain whether a formal investigation is required. All reports made under this Policy will be taken seriously and will be assessed as soon as practicable after they are received. The confidentiality and anonymity protections set out in section 4 of this Policy during the assessment Process.

If Ora Banda Mining determines that it will need to investigate a report, the steps outlined in sections 6.2 to 6.5 below will govern the investigation process.

If you have provided contact details, Ora Banda Mining will inform you of the details of its assessment of your report and, if an investigation is required, you will be kept updated throughout the investigation.

6.2 Who Will Conduct the Investigation?

The Company will decide who should lead the investigation. Possibilities include an internal investigation by an appropriate person within Ora Banda Mining management team or either a solely by or jointly with and external investigator.

6.3 How Will the Investigation be Carried Out?

The way in which the Company will investigate a report and the process and timing of an investigation will depend upon the relevant circumstances and the nature of the disclosure. In each case the process will involve the collection of relevant data, including potentially thorough interviewing witnesses and potential witnesses.

While Ora Banda will give each investigation the time and weight it deserves, an investigation may be limited if the person making the report has made an anonymous disclosure and is not provided contact details.

6.4 Investigation Outcomes

The usual outcome of an investigation will be the production, by the investigator, of a written investigation report, setting out the findings of the investigation. Ora Banda Mining will rely upon the investigation report to make ongoing decisions about how to deal with the disclosure that prompted the investigation and the matters raised by it.

The extent to which, if at all, the content of an investigation report will be communicated will vary according to the circumstances. Due to the sensitive nature of the matters with which this Policy is concerned, some level of confidentiality will almost always apply. In some cases, an investigation report will be legally protected from disclosure by legal professional privilege.

6.5 Ensuring Fair Treatment of Employees

Ora Banda Mining will ensure that its employees are treated fairly if they are mentioned in a report. If you are the subject of a report, you will be confidentially informed about the substance of the allegations as and when

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Ora Banda Mining determines it appropriate. You will also be given a reasonable opportunity to respond to those allegations and will be kept informed of the findings of any investigation.

Support services are available to you through Ora Banda Mining's Employee Assistance Program which provides a confidential professional counselling service. You can contact the HR Manager if you need more information about the program.

7. Definitions & Interpretation

In this Policy:

1. **Board** means the board of Directors of the Company from time to time.
2. **Company or Ora Banda Mining** means Ora Banda Mining Ltd (ABN: 69 100 038 266) and its Related Bodies Corporate.
3. **Corporations Act** means the Corporations Act 2001 (Cth)
4. **Disclosure Matter** has the meaning given to that term by section 3.2 of this Policy.
5. **Eligible Person** has the meaning given to that term by section 3.1 of this Policy.
6. **Eligible Recipient** has the meaning given to that term by section 3.3 of this Policy.
7. **Personnel** means officers or employees of the Company.
8. **Policy** means this Whistleblower Policy.
9. **Related Body Corporate** has the meaning given to that term under the Corporate Act
10. **Relevant Legislation** means:
 - (a) The Corporations Act;
 - (b) The Australian Securities and Investments Commission Act 2001 (Cth);
 - (c) The Banking Act 1959 (Cth);
 - (d) The Financial Sector (Collection of Data) Act 2001 (Cth);
 - (e) The Insurance Act 1973 (Cth);
 - (f) The Life Insurance Act 1995 (Cth);
 - (g) The National Consumer Credit Protection Act 2009 (Cth);
 - (h) The Superannuation Industry (Supervision) Act 1993 (Cth);
 - (i) And instrument made under an Act referred to above.

By order of the Board

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