

WHISTLEBLOWER POLICY

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

The Whistleblower Policy (Policy) is designed to support and assist MRL and its subsidiary Companies (the Company) by providing an avenue for MRL stakeholders to report any issue they believe breaches MRL's Code of Conduct and Business Integrity, and/or any other reportable conduct.

This Policy outlines the Company's commitment to promoting a culture of ethical corporate behaviour and providing adequate protection for anyone who may, anonymously or otherwise, report that conduct (Whistleblowers/Discloser).

This policy is located on MRL's intranet and website.

SCOPE

This Policy applies to all MRL stakeholders defined for this purpose as 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 and former suppliers, their employees and relatives or dependents.

In addition to the protections under this policy:

- ▶ the Corporations Act 2001 (Cth) (Corporations Act) provides specific protections to whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to the Company, and
- ▶ Part IVD of the *Taxation Administration Act 1953* (Taxation Administration Act) provides special protection to whistleblowers on tax related matters.

WHAT IS REPORTABLE CONDUCT?

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, as well as the Anti-Bribery and Corruption policy
- ▶ Illegal activity such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law
- ▶ Unethical behaviour or behaviour in breach of any of the Company's policies or procedures
- ▶ Potential damage to MRL stakeholders such as unsafe work practices, environmental damage, health risks or abuse of MRL'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, or
- ▶ 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 matters that relate solely to a Discloser's personal work-related grievances i.e. grievances that relate to the Discloser's current or former employment, have personal implications for the Discloser and do not have broader implications for the Company. Examples 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 your MRL direct report/line manager or Divisional Human Resources Advisor. However, in limited circumstances a personal work-related grievance may amount to Reportable Conduct under this policy 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.

MRL expects that reports made under this policy are made honestly, ethically and on reasonable grounds.

This Policy should be read in conjunction with the following Company documents:

- ▶ MRL Code of Conduct and Business Integrity
- ▶ MRL Whistleblower Procedure.

OUR COMMITMENT

We commit to:

- ▶ Promote a culture of honest and ethical behaviour
- ▶ Provide internal and external channels through which a person who becomes aware of reportable conduct may report its occurrence

Provide an external independent Whistleblowing service, MinRes Integrity Assist, to allow for reporting of reportable conduct. Details of this service are available at www.minresintegrity.deloitte.com.au

- ▶ Allow for anonymous reporting of reportable conduct
- ▶ Investigate in a thorough and timely manner
- ▶ Protect Whistleblowers and ensure confidentiality associated with matters of reportable conduct
- ▶ Take all reasonable steps 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.

OUR GOALS

The Company aims to promote and uphold a culture of ethical corporate behaviour supported by adequate reporting channels and protections for Whistleblowers.

OUR RESPONSIBILITY

The Company shall continue to take a proactive approach in promoting a culture of ethical corporate behaviour. Leaders at all levels within the Company are required to communicate this Policy to all MRL stakeholders and involve them in its implementation. Every stakeholder has a responsibility to comply with this policy and any associated policies, procedures or processes.

This policy will be periodically reviewed, revised and re-published where necessary to ensure it remains relevant and appropriate to the Company's activities.



Derek Oelofse
Company Secretary
31 August 2021