



ABN: 97 008 045 083

**RESOURCE MINING CORPORATION LIMITED  
and its subsidiaries ('RMC' or 'RMC Group')**

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**WHISTLEBLOWER POLICY**

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Dated: **23 December 2019**

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## 1 Introduction

RMC's Code of Conduct and other policies have been developed to align with our values to ensure that we observe the highest standards of fair dealing, honesty, integrity, transparency and ethical behaviour in our business activities.

This Whistleblower Policy ("**Policy**") has been established pursuant to Part 9.4AAA of *The Corporations Act 2001* (Cwth) ("**Corporations Act**").

RMC would like to identify and address wrongdoing as early as possible as this approach is intended to help build confidence and trust in RMC's Whistleblower Policy, processes and procedures.

## 2 Purpose

This Policy aims to:

- encourage more disclosures of wrongdoing;
- help deter wrongdoing, in line with RMC's risk management and governance framework;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and on a timely basis;
- provide transparency around RMC's framework for receiving, handling and investigating disclosures;
- support RMC's values, code of conduct and/or ethics policy;
- support RMC's long-term sustainability and reputation;
- meet RMC's legal and regulatory obligations; and
- align with the ASX Corporate Governance Principles and Recommendations (which applies to listed companies) and relevant standards.

## 3 Who does this Policy apply to?

This Policy applies to "**Disclosers**", which means anyone who is, or has been, any of the following in relation to all entities within the RMC Group:

- (a) an officer or employee (e.g. current and former employees who are/were permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);
- (b) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- (c) an associate of the entity; and
- (d) a relative, dependant or spouse of an individual in categories (a) to (c) above (e.g. relatives, dependants or spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).

A Discloser qualifies for protection as a whistleblower under the Corporations Act if they are an eligible whistleblower in relation to RMC and they have made:

- (a) a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient' or to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation

about the operation of the whistleblower provisions in the Corporations Act<sup>1</sup>; or  
(c) an 'emergency disclosure' or 'public interest disclosure'.

#### **4 Matters that should be reported**

RMC's policy covers the types of disclosures that qualify for protection under the Corporations Act<sup>2</sup> that involve information that the Discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to RMC and any of its related bodies corporate.

Reportable matters include any conduct that involves:

- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;
- any practice or behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment;
- a failure to comply with, or breach of, legal or regulatory requirements; or
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

##### **4.1 Personal Work-Related Grievances**

Personal work-related grievances are not covered under this Policy and should be reported to your direct manager, or Human Resources representative if applicable. "Personal workplace grievances" means a grievance about any matter in relation to the Discloser's employment, or former employment, having (or tending to have) implications for the discloser personally. This includes:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

However, it does not include:

- any conduct that would be considered victimisation of an individual because they have made, may have made, or propose to make a report under this Policy; or
- a matter that would have significant implications for any RMC Group company.

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<sup>1</sup> Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a 'disclosable matter')

<sup>2</sup> see s1317AA

## **5 Responsibility to report**

The RMC Group relies on its employees and other Disclosers to help maintain and grow its culture of honest and ethical behaviour. It is therefore expected that any Discloser who becomes aware of a disclosable matter will make a report.

## **6 Making a report**

### **6.1 Internal Reporting for Employees**

Employees should first report any matters of concern to their direct manager or the Managing Director.

Where this is not appropriate, where the person making a report does not feel comfortable making an internal report, or where an employee has made an internal report but no action has been taken within a reasonable time, the report can be made to the Board of RMC through the Company Secretary, who is also the Whistleblower Protection Officer (**WPO**).

### **6.2 Reporting to the Whistleblower Protection Officer**

A report can be made directly to the Whistleblower Protection Officer (WPO). Reports to the WPO can be made in person, email or by telephone.

### **6.3 Reporting to Eligible Recipients**

If a Discloser is unable to use any of the above reporting channels, a disclosure can be made to an “eligible recipient”, which in relation to an RMC Group company are:

- officers;
- Directors;
- senior managers;
- auditor or member of an audit team conducting an audit;
- legal practitioners;
- regulatory bodies and other external parties; and
- journalists and members of Commonwealth, state or territory parliaments (parliamentarians), under certain circumstances.

Reports to an eligible recipient can be made in person, by email or by telephone.

An eligible recipient may direct the Discloser to make the report to the WPO, if they consider it appropriate in the circumstances.

## **7 Support and Protections Available to Disclosers**

A Discloser will not be subject to any civil, criminal or disciplinary action for making a report that is covered by this Policy, or for participating in any subsequent investigation by an RMC Group company.

No employee, officer or contractor of an RMC Group company may engage in detrimental conduct against a Discloser who has made or proposes to make a report in accordance with this Policy, because

of such report or proposed report.

All reasonable steps will be taken to ensure that a Whistleblower will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report.

A Discloser can still qualify for protection even if their disclosure turns out to be incorrect.

However, this Policy will not protect the Discloser if they are also involved in or connected to the improper conduct or illegal activities that are the subject of a report.

### **7.1 Anonymous Reporting**

A report can be made anonymously. However, it may be difficult for RMC to properly investigate or take other action to address the matters disclosed in anonymous reports. In circumstances where the Discloser has not consented to the disclosure of their identity, the matter may be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk that the discloser will be identified as a result of the investigation.

Information about a Discloser's identity and information that is likely to lead to the identification of the Discloser may be disclosed in the following circumstances:

- where the information is disclosed to ASIC or other regulator;
- where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
- where the Discloser consents.

### **7.2 Support for Disclosers**

Support available for Disclosers includes:

- connecting the Discloser with access to external agencies when and if required;
- appointing an independent support person from the Group to deal with any ongoing concerns they may have; or
- connecting the Discloser with third party support providers if required.

Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

## **8 Resources**

The Board of RMC governs and is responsible for the ultimate decision-making power regarding reports and investigations under this Policy.

### **8.1 Whistleblower Protection Officer ("WPO")**

The RMC Group has appointed a Whistleblower Protection Officer (**WPO**) who will safeguard the interests of Discloser making reports under this Policy and will ensure the integrity of the reporting mechanism.

The WPO will also carry out or supervise the investigation of reports made under this Policy.

The WPO reports directly to the Managing Director (“MD”) and the Audit and Risk Committee if applicable. The WPO also has access to independent advisers as and when required.

The current WPO is RMC’s Company Secretary.

## **9 Reports concerning the MD and WPO**

If a report involves the MD and the WPO, this will be directed to the Chairman of the Board.

## **10 Investigating a report**

Where a report is made under this Policy, the WPO will investigate the report. Where the WPO deems necessary, the WPO may use an external investigator to conduct an investigation, either in conjunction with the WPO or independently. Where the WPO deems necessary, the WPO may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation.

To avoid jeopardizing an investigation, a Discloser who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

Where a Discloser wishes to remain anonymous, the Discloser’s identity will not be disclosed to the investigator or to any other person. Information that is likely to lead to the identification of the Discloser can be disclosed without the Discloser’s consent, provided that:

- it is disclosed for the purpose of reasonably investigating the matter; and
- all reasonable steps are taken to reduce the risk that the Discloser will be identified.

## **11 Support for Persons Implicated**

No action will be taken against employees or officers who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee or officer must be immediately reinstated to full duties.

Any disclosures that implicate an employee or officer must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. An employee or officer who is implicated in a disclosure has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser’s right to anonymity).

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to external agencies when and if required;
- appointing an independent support person from the Group to deal with any ongoing concerns they

may have; or

- connecting the person with third party support providers.

## **12 Investigation feedback**

Wherever possible, and assuming that the identity of the Discloser is known, the Discloser will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

## **13 Reports to other bodies**

In certain circumstances a Discloser may have a legal obligation to make a report to a statutory body or government department. Disclosers should ensure that they comply with all such reporting requirements. The WPO can advise Disclosers on these reporting obligations.

## **14 Breach of this Policy**

Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including dismissal.

## **15 General**

It is a condition of any employment or engagement by RMC that all employees, officers and contractors must comply at all times with this Policy. However, this Policy does not form part of any agreement between any person and any RMC Group company, nor does it constitute terms and conditions of any person's employment or engagement with an RMC Group company.

This policy is available to officers and employees of all RMC Group companies by making it accessible from the RMC website.

## **16 Review of the policy**

This Policy will be reviewed on every two years to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of the organisation. This Policy may be amended, withdrawn or replaced from time to time at the sole discretion of RMC.

**Approved By:**

Board of Resource Mining Corporation Limited

**Last Updated:**

23 December 2019