



Whistleblower Policy

of Freehill Mining Limited (ABN 27 091 608 025)

1. INTRODUCTION

This Whistleblower Policy (“**Policy**”) has been put in place by Freehill Mining Limited (“**Freehill**” or “**Company**”) to ensure employees and other workers of Freehill and its subsidiaries (“**Group**”) can raise concerns regarding any serious wrongdoing relating to the activities of Freehill or current and former directors, officers, agents, employees and contractors of the Group (“**Freehill Personnel**”) without being subject to victimisation, harassment or discriminatory treatment.

Freehill expects all Freehill Personnel to be guided by its Code of Conduct, the underlying values of which are the foundation of how those employed by or associated with the Group behave and interact with each other, Freehill’s customers, suppliers, consultants, contractors, shareholders, and other stakeholders. This Policy aims to ensure that the Group’s underlying values are protected and upheld.

2. PURPOSE

Freehill is committed to fostering a culture of ethical behaviour and good corporate governance. The Company will not tolerate any corrupt, illegal or otherwise undesirable conduct by Freehill Personnel nor condone victimisation of an individual who intends to report or has reported such conduct in accordance with this Policy.

This Policy aims to:

- encourage individuals to report an issue if they genuinely believe someone has engaged in serious wrongdoing;
- outline how Freehill will deal with all reports of serious wrongdoing; and
- set out the avenues available to individuals to report serious wrongdoing to the Company.

Whilst it is generally expected that these issues will be raised through the normal channels of line management, reporting according to this Policy may be appropriate or necessary in certain situations.

3. WHO DOES THIS POLICY APPLY TO?

This Policy applies to disclosures made by any person who, with respect to the Group, is or has been:

- an employee;
- an officer (director or company secretary);
- a supplier of goods or services (irrespective of whether that supplier was paid or unpaid), or an employee of that supplier;
- an associate of Freehill (including for example, by being a director or company secretary of an entity within the Freehill Group); and



- a relative or dependant of any of the above persons (be they a spouse, parent, child, grandchild, sibling or other linear ancestor),

(each a “**Worker**” and collectively “**Workers**”).

4. WHAT IS REPORTABLE CONDUCT?

This Policy supports the reporting of allegations of serious wrongdoing (“**Reportable Conduct**”). Reportable Conduct will include the disclosure of information where a Worker has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances which could foreseeably:

- contravene a law overseen by ASIC or APRA;
- constitute an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- represent a danger to the public or the financial system.

A Worker may also make a report under this Policy if they believe that any Freehill Personnel has engaged in Reportable Conduct which includes, but is not limited to the following:

- dishonest, corrupt or illegal activities;
- theft, fraud, money laundering or misappropriation;
- a serious breach of the Group’s policies and procedures;
- offering or accepting a bribe;
- use of Group funds or Group resources in a manner that falls within the scope of Reportable Conduct;
- risks to the health and safety of workers;
- unethical conduct, or an abuse of authority;
- bullying, discrimination, harassment or abuse;
- victimising someone for reporting Reportable Conduct; and
- any instruction to cover up or attempt to cover up serious wrongdoing.

5. PROTECTION OF WHISTLEBLOWERS

This Policy aims to ensure that a Worker making a report in accordance with this Policy (a “**Whistleblower**”) will not be discriminated against or disadvantaged in their employment or engagement with Freehill, even if the report is subsequently determined to be incorrect or not substantiated.



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 though this Policy will not protect the Whistleblower from any liability (including disciplinary action) stemming from their own involvement in, or connection with, the improper conduct or illegal activities that are being reported.

Anonymous Reporting

The Company will ensure steps are taken to protect the identity of a Whistleblower reporting Reportable Conduct under this Policy, unless the Whistleblower consents to their identity being disclosed. A report can be made anonymously under this Policy however, if authorities take further legal action on the reported matter, it may become necessary for a Whistleblower to identify themselves.

Reporting

A Whistleblower making a report under this Policy should do so with objectively reasonable grounds:

- to suspect that the information concerns misconduct or an improper state of affairs or circumstances within any of the Group entities; and
- to believe that the information is correct or likely to be correct.

This is because a report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing.

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal (in the case of employees).

6. HOW TO MAKE A REPORT

Workers may raise the matter with their immediate supervisor, manager or another manager within their division/business unit or geographic region. A supervisor or manager in receipt of a report must take the matter to a Whistleblower Protection Officer or a senior executive within the geographic region or Freehill's head office, in accordance with the protocols regarding confidentiality set out in this Policy.

Workers may also report directly to a Whistleblower Protection Officer, as outlined below.

Whistleblower Protection Officer

Freehill has appointed a Whistleblower Protection Officer ("**WPO**") who will safeguard the interests of Workers making reports under this Policy and will ensure the integrity of the reporting mechanism. Reports under this Policy should be directed to the WPO, who will review the report. The WPO reports directly to the Board of Directors ("**Board**"). The WPO also has access to independent advisers as and when required.



The current WPO is:

Name	Ray Mangion
Title	Chairman
Telephone	03 8658 5976
Email	ray@morbak.com.au

Reports may also be made by post to Freehill's head office at Level 24, 570 Bourke Street, Melbourne Victoria 3000, Australia (marked to the attention of the WPO listed above).

7. REPORTS CONCERNING THE WPO

If the report involves the WPO, a Report should be directed to Mr Jim Moore, the independent Non-Executive Director of the Board.

8. FREEHILL'S INVESTIGATION OF REPORTABLE CONDUCT

Freehill will investigate all matters reported under this Policy as soon as possible after the matter has been reported. The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

To avoid jeopardising an investigation, a Whistleblower who has made a report under this Policy should keep confidential the fact that a report has been made (subject to any legal requirements) and where appropriate the Company will provide feedback to the Whistleblower regarding the investigation's progress and/or outcome.

Freehill's Board governs and is responsible for the ultimate decision-making regarding reports and investigations under this Policy. The WPO (other than in respect of a report made under paragraph 7 of this Policy) will report any material incident of Reportable Conduct under this Policy to the Board as soon as is practicable following the report.

9. PROTECTION OF WHISTLEBLOWERS

Freehill is committed to ensuring confidentiality in respect of all matters raised under this Policy and that those who make a report in good faith are treated fairly and do not suffer any disadvantage.

- (a) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this Policy, Freehill will not, nor will any supervisor, manager or the WPO, disclose any particulars which would suggest or reveal your identity as a Whistleblower, without first obtaining that person's



consent, subject to certain limited exceptions, including disclosure to ASIC, APRA or a member of the Australian Federal Police.

(b) Protection of files and records

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than as permitted by this Policy) without the consent of the Whistleblower will be a breach of this Policy.

(c) Fairness

A Whistleblower who is subjected to detrimental treatment as a result of making a report in accordance with the provisions of this Policy should inform a senior supervisor within their division/business unit immediately.

10. 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 summary dismissal.

11. GENERAL

It is a condition of any employment or engagement by Freehill that all Workers must comply at all times with this Policy. The Company will make this Policy available on its website.

This Policy can only be amended with the approval of the Board.