



**NORTHERN
MINERALS**

Powering Technology.

Whistleblowing Policy

NML-HR-PY-000-010



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1.0 PURPOSE

- 1.1 Northern Minerals is committed to conducting its business with honesty and integrity and in alignment with our SPIRIT Values. The Board of Directors are committed to a culture of corporate compliance, ethical behaviour and good corporate governance.
- 1.2 This policy documents Northern Minerals commitment to maintaining a working environment in which Northern Minerals Persons are encouraged to report wrongdoing and are able to report instances of misconduct or an improper state of affairs or circumstances without fear of intimidation or reprisal.
- 1.3 The purpose of this policy is to:
- help detect and address unacceptable conduct;
 - help provide employees and contractors with a supportive working environment in which they feel able to raise issues of legitimate concern to them and Northern Minerals;
 - provide information about the protections available to people who report unacceptable conduct;
 - provide information about to whom reports of unacceptable conduct may be made, how they may be made, and how Northern Minerals will investigate them where appropriate; and
 - help support and protect people who report unacceptable conduct.

2.0 WHO IS COVERED BY THIS POLICY?

- 2.1 This policy applies to reports of unacceptable conduct which are made by current or past:
- Northern Minerals directors, officers and employees;
 - Northern Minerals contractors and suppliers; and
 - Employees of Northern Minerals contractors and suppliers.
- 2.2 It also applies to reports of unacceptable conduct which are made by any relatives, dependents or spouses of individuals listed above.
- 2.3 In this policy each person in the categories listed above is referred to as a Northern Minerals person.

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3.0 WHAT IS UNACCEPTABLE CONDUCT?

3.1 Unacceptable conduct covered by this policy includes any conduct which:

- Is dishonest, fraudulent or corrupt;
- Is illegal, such as theft, drug sale or use, violence, harassment and intimidation, criminal damage to property or other breaches of state or federal law;
- Is unethical, such as dishonesty altering company records or data, dishonestly altering records or documents parties or adopting questionable accounting practices;
- Is potentially damaging to a Northern Minerals person, such as unsafe work practices, or substantially wasting of company resources;
- Is potentially damaging to Northern Minerals' reputation;
- May cause financial loss to Northern Minerals or be otherwise detrimental to Northern Minerals' interests;
- Poses a significant risk to public safety or the stability of, or confidence in, the financial system (whether or not it involves a breach of law);
- Involves engaging in or threatening to engage in detrimental conduct against a person who has made a report of unacceptable conduct, or is believed or suspected to have made, or be planning to make, a report of unacceptable conduct under this policy;
- Relates to potential misconduct or an improper state of affairs or circumstances in relation to Northern Minerals.

3.2 Northern Minerals people must not deliberately make a false report. In order to qualify for protection under Australian whistleblower laws, a Northern Minerals person making a report of unacceptable conduct must have reasonable grounds to suspect the unacceptable conduct. Wherever possible, they should include supporting information and evidence when making a report.

3.3 Unacceptable conduct does not include personal work-related grievances, that are excluded from the whistleblower protections under the Corporations Act. These matters may be raised

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and reported in accordance with the Northern Minerals Grievance Resolution process, as applicable.

- 3.4 This policy can be found on the Browns Range Integrated Management System or via the Northern Minerals HR Manager.

4.0 REPORTING UNACCEPTABLE CONDUCT

- 4.1 A whistleblower must act in good faith and do their best to ensure that there is a reasonable basis for making a report of reportable conduct. However, it is not the whistleblower's responsibility to investigate or prove a case of reportable conduct.
- 4.2 It is expected that a whistleblower will be able to resolve most concerns or queries relating to reporting conduct by discussing the matter with their direct manager.
- 4.3 Managers are required to make reports of reportable conduct to the Whistleblower Officer, who has specific and exclusive responsibility to investigate all reports of reportable conduct.
- 4.4 If a whistleblower is not comfortable speaking to their Manager, or are not satisfied with their response to the whistleblower's report, the whistleblower may report directly to the Whistleblower Officer. If the matter concerns the Whistleblower Officer, they should contact the Group's Company Secretary, or a Board Member.

5.0 WHISTLEBLOWER OFFICER

- 5.1 The key responsibility of the Whistleblower Officer is to ensure that a Whistleblower does not suffer adverse action from their complaint, and to ensure the investigation of the substance of any complaint regarding reportable conduct to determine whether there is evidence in support of the conduct raised, or to refute the report made.
- 5.2 The Whistleblower Officer has direct, unfettered access to independent financial, legal and operational advice as required for the purposes of effectively carrying out the role.
- 5.3 The Whistleblower Officer also has a direct line of reporting to the Chairman.
- 5.4 The current Whistleblower Officer and contact details are as follows:

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 HR Manager
 675 Murray Street
 West Perth WA 6005
 Tel: (08) 9481 2344
 Email: hpatton@northernminerals.com.au

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6.0 INVESTIGATION PROCEDURES

- 6.1 A Northern Minerals person who in good faith has material concerns regarding any misconduct which falls under this policy, should make a disclosure to the Whistleblower Officer as soon as is possible or practicable, but in any case, within 14 calendar days of becoming aware of the misconduct.
- 6.2 The Whistleblower Officer will conduct a preliminary investigation in to all matters reported under this policy as soon as possible after the matter has been reported.
- 6.3 Following the preliminary investigation the Whistleblower will decide whether it is appropriate to inform the Company Secretary and Board of the misconduct, so that a formal investigation into the matter may be initiated. Where an immediate formal investigation is considered necessary, the Company Secretary, Managing Director or Board as appropriate will designate an investigator. Internal and external resources may be used in the investigation as appropriate in the circumstances.
- 6.4 The designated investigator(s) has/have the right to call for any information or document and/or interview with any Company personnel or other person(s), for the purpose of conducting an investigation under this Whistleblower Policy. All reasonable efforts will be made to protect the Whistleblowers identity, subject to legal or regulatory obligations.
- 6.5 An investigation report should be presented by the designated investigator(s) after completion of the investigation and submitted to the Managing Director, Chairman or Board member as appropriate.
- 6.6 Based on the finding of the investigation, the Managing Director, Chairman or Board member shall determine any follow-up action(s) to be taken, including giving instructions to rectify any control weakness/deficiency noted. Appropriate steps may be taken to close the case if no adverse finding is made.
- 6.7 Where appropriate, the Company will provide feedback to the whistleblower regarding the investigation's progress and outcome.
- 6.8 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 circumstances.

7.0 PROTECTION OF WHISTLEBLOWERS

- 7.1 A submission regarding a Concern may be made by a Northern Minerals Person without fear of dismissal, disciplinary action or retaliation of any kind.
- 7.2 The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any Northern Mineral person who submits in good faith a Concern or

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provides assistance to management, the Company’s auditor, or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Concern.

- 7.3 “Good faith” does not mean that the person submitting the Concern has to be right, but it does mean that a person believes that he or she is providing truthful information.
- 7.4 The Company is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report acting on reasonable grounds are treated fairly and do not suffer any disadvantage.
- 7.5 Subject to compliance with legal requirements, upon receiving a report under this Policy, the Company will not, nor will any supervisor, manager or Whistleblower Officer, disclose any particulars that would suggest or reveal the identity of a whistle-blower, without first obtaining their consent. If they consent, any information disclosed will be on a strictly confidential basis to those who have a genuine need to know. Any disclosure without a whistleblower’s consent will be a breach of this policy.
- 7.6 A Northern Mineral Person who is subjected to detrimental treatment as a result of making a report on reasonable grounds under this policy should inform a senior manager or Board Member immediately.
- 7.7 All files and records created from an investigation will be retained under strict security. Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who are not the subject of the disclosure and need to know to take appropriate action, or for corporate governance purposes) will be a breach of this policy.
- 7.8 Whistle-blowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under the Company’s disciplinary procedures.
- 7.9 The Corporations Act 2001 (Cth) provides additional protection in relation to reporting of a possible contravention of the Corporations Act and the Australian Securities & Investments Commission (ASIC) Act by the Company or its employees.

Further information can be found on the ASIC website in particular by following the links below:

- <http://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>
- <http://asic.gov.au/about-asic?asic-investigations-and-enforcement/whistleblowing/guidance-for-whistleblowers/>

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8.0 FALSE ALLEGATIONS AND LEGITIMATE EMPLOYMENT ACTION

- 8.1 Company personnel who knowingly make false or reckless allegation(s) shall be subject to disciplinary action, which may include but not necessarily be limited to, the termination of their employment.
- 8.2 Likewise if, independent of any disclosure of information by a Whistleblower, adverse or disciplinary action was taken against him/her for legitimate reason(s) or cause(s) under Company rules and policies or contract of employment, the policy may not be used as a counterclaim or defense by him/her.

9.0 NOTIFICATION, POLICY REVIEW AND TRAINING

- 9.1 Northern Minerals will regularly monitor and review the effectiveness of the protections described in this policy.
- 9.2 The Company Secretary is required to notify and communicate this policy and its importance to all existing and new personnel, contractors, officers and directors.
- 9.3 Recipients, potential investigators and all relevant personnel will receive appropriate training in relation to their rights and obligations under this policy and under applicable whistleblower laws.

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