

WHISTLEBLOWER Policy

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1. Introduction

- 1.1 De Grey Mining Limited is committed to ensuring that its employees and business partners can raise concerns regarding bribery, corruption or other 'Improper Conduct' (defined below) without being subjected to victimisation, harassment or discriminatory treatment, and to have such concerns properly investigated.
- 1.2 The purpose of this policy is to:
- I. promote the importance of detecting Improper Conduct;
 - II. encourage the reporting of Improper Conduct and any other matters that may cause financial or non-financial loss or damage to the De Grey Mining Group's reputation; and
 - III. provide a disclosure line which can be used for the reporting of Improper Conduct;
 - IV. help to protect people who report Improper Conduct in good faith from discrimination, harassment and retaliation.
- 1.3 Whistleblowing is not about airing grievances. It is about reporting real or perceived Improper Conduct. A report may damage the career or reputation of the person who is the subject of an allegation. Therefore, if a report is not made in good faith or the report is found to be malicious, deliberately misleading or frivolous, the person responsible for making the report may be subject to disciplinary action.
- 1.4 De Grey Mining is committed to promoting a culture of ethical behaviour. De Grey Mining will ensure that protection is offered to anyone who reports concerns in good faith in accordance with this policy.
- 1.5 This policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, the De Grey Mining Group's Code of Conduct.
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2. Scope

- 2.1 This policy applies to De Grey Mining Limited and each of the wholly-owned or otherwise controlled subsidiaries of De Grey Mining Limited (**De Grey Mining Group**) and all of the De Grey Mining Group's:
- I. Directors, employees (whether permanent, fixed-term, casual or temporary) and contract staff (together, **Employees**); and
 - II. agents and distributors (together, **Agents**).
- 2.2 If a consultant, vendor, service provider or supplier (each, a **Business Associate**), acting in good faith, believes that the De Grey Mining Group or any of its Employees or Agents has engaged in Improper Conduct, the Business Associate should report the matter to the De Grey Mining Group's Company Secretary.
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3. Definitions

3.1 In this policy:

Detrimental Treatment includes dismissal, disciplinary action, threats or other unfavourable treatment.

Disclosure means any good faith communication that discloses information that may evidence Improper Conduct.

Disclosure Officer means the Chairman of the De Grey Mining Group.

Improper Conduct means conduct by a person or persons connected with the De Grey Mining Group which, in the view of a Whistleblower, acting in good faith:

- a) amounts to bribery or some other form of corrupt activity;
- b) is fraudulent;
- c) is illegal (including theft, drug sale/use, violence or threatened violence, and criminal damage against property);
- d) is unethical;
- e) amounts to a material misappropriation or misuse of the De Grey Mining Group's resources;
- f) involves a substantial risk to safety, health, the environment or the community; or
- g) is in breach of any of the De Grey Mining Group's policies including, without limitation, the De Grey Mining Group's Code of Conduct.

Whistleblower means a person who makes, or attempts to make, a report in connection with Improper Conduct.

4. Reporting

Responsibility to report

4.1 De Grey Mining does not tolerate Improper Conduct. All Employees and Agents have a responsibility to report Improper Conduct by making a Disclosure in accordance with this policy. De Grey Mining recognises that Employees and Agents may not feel comfortable making a Disclosure and that they might wish to report a matter anonymously.

4.2 Any person with a concern regarding Improper Conduct may submit their concern directly and confidentially to the Disclosure Officer in writing by sending a sealed letter addressed to the Company at its registered office. It should be marked "Private and Confidential – Attention: Disclosure Officer" and it will be delivered unopened to the Disclosure Officer.

What happens when I contact the Disclosure Officer?

1.1 When you contact the Disclosure Officer, a record of all of the relevant data provided by you will be made. The Disclosure Officer will endeavour to obtain sufficient information to conduct an investigation. You will have the option of either identifying yourself or remaining anonymous.

1.2 All reports made to Disclosure Officer will be reported to the Board of Directors.

2. Protection

- 21 An Employee who wishes to raise a concern or report regarding Improper Conduct may be worried about possible repercussions. De Grey Mining encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 22 The De Grey Mining Group is committed to ensuring that no one suffers Detrimental Treatment as a result of their refusal to take part in conduct that may amount to Improper Conduct, or their actions in reporting Improper Conduct.
- 23 If a Whistleblower suffers Detrimental Treatment in the circumstances described in paragraph 5.2, he or she must inform his or her Manager immediately. If the matter is not remedied promptly by the Manager, the Whistleblower should raise the matter with a member of the Board of Directors.
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3. Investigation of Disclosures

- 31 All Disclosures are taken seriously and are subject to investigation.
- 32 The De Grey Mining Group's Disclosure Officer will investigate all Disclosures made under this policy as soon as possible after the matter has been reported. The investigation will be conducted in a timely, thorough, confidential and fair manner.
- 33 Where necessary and following the approval of the Board of Directors, an independent external investigator may be appointed.
- 34 Any investigations and proceedings arising from this policy must follow the proper processes of the De Grey Mining Group's Disclosure Officer. If, after the completion of the investigation, the person who conducted the investigation determines that improper conduct has occurred, that person will make recommendations to the Manager of the person or persons involved in the improper conduct and must communicate those recommendations to the Board of Directors.
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4. Confidentiality

- 4.1 The identity of the Whistleblower (where known to the De Grey Mining Group), the fact that the Whistleblower has made a Disclosure and the contents of the Disclosure will be kept confidential and no details of the Whistleblower's participation in this process will be included in his or her personnel file or performance review.
- 4.2 The Disclosure will not be disclosed to anyone except those who need to know for the purpose of investigating the matters referred to in the Disclosure.
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5. Communication

- 5.1 As a general rule, Whistleblowers will be informed of the results of an investigation as soon as possible after the concern is resolved or acted upon. However, in some circumstances, privacy, confidentiality or other legal constraints may limit the feedback that can be provided to the Whistleblower.

The policy has been approved by the Board of Directors, by way of a board meeting and signed by the Chairman on behalf of the Board.



Simon Lill
Chairman

Dated: 19 November 2019