

WHISTLEBLOWER POLICY

De Grey Mining Limited (“De Grey”, “Company”) is committed to promoting a culture of ethical behaviour and maintaining the highest standards of business integrity. The company ensures its employees, business partners and agents 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. We must practice honesty and with integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

The Company will ensure that protection is offered to anyone who reports concerns in good faith in accordance with this policy

Purpose

The purpose of this policy is to:

- a. promote the importance of detecting Improper Conduct;
- b. 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
- c. provide a disclosure service which can be used for the reporting of Improper Conduct;
- d. help to protect people who report Improper Conduct in good faith from discrimination, harassment, and retaliation.

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.

This policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, the Company’s Code of Conduct.

Scope

This Policy applies to reports of Improper Conduct which are made by individuals (and referred to as **Company Persons** for the purposes of reporting) and who are, or have been, any of the following:

- a. a director, officer or employee of the Company;
- b. a contractor, sub-contractor, consultant, service provider or supplier of the Company;
- c. an individual who is an associate of the Company, for example a director of a related company of the Company.

If a consultant, contractor, vendor, service provider or supplier (each, an **Agent**), 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.

Definitions

In this policy:

Company or De Grey means De Grey Mining Limited and each of the wholly-owned or otherwise controlled subsidiaries of De Grey Mining Limited.

Company Disclosure Officer means General Manager – People and Capability.

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.

Disclosing Person means a Company Person making a report of Improper Conduct under this Policy.

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:

- i. amounts to bribery or some other form of corrupt activity;
- ii. is fraudulent;

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- iii. is illegal (including theft, drug sale/use, violence or threatened violence, and criminal damage against property);
- iv. is unethical;
- v. amounts to a material misappropriation or misuse of the De Grey Mining Group’s resources;
- vi. involves a substantial risk to safety, health, the environment or the community; or
- vii. is in breach of any of the De Grey policies including, without limitation, the Company’s Code of Conduct.

Reporting Officer means the designated external reporting service People Sense.

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

Reporting

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 may wish to report a matter anonymously.

How to Report

Any person with a concern regarding improper conduct may submit their concern directly and confidentially via email to reception@peoplesense.com.au. If you wish to remain anonymous when reporting, please avoid including details that would identify you (if appropriate).

What happens When I report improper conduct?

When you report a concern, via this Whistleblower service (above email address):

- a. a record of all of the relevant data provided by you will be made;
- b. endeavours will be made to obtain sufficient information to conduct an investigation by the disclosure officer; and
- c. You will have the option of either identifying yourself or remaining anonymous.

All reports made to the Whistleblower email address will be notified to the nominated persons outlined in the following table:

Improper Conduct Relating to:	People Sense Reporting Officer Notifies and reports to:
Board of Directors	Chairman of the Board and Company Disclosure Officer. If concerns relate to the Chairman of the Board, then to the Lead Independent Non-Executive Director and Company Disclosure Officer
Members of Executive Management Team	Chairman of the Board and Company Disclosure Officer.
All others	Company Disclosure Officer

The Company Disclosure Officer will report to the Board via the Audit and Risk Committee and the Committee Secretary at least quarterly (or more frequently if and as directed by the board and/or Committee) on all reported improper conduct and the actions taken under this Whistleblower Policy.

Investigation of Disclosures and Communication

All Disclosures are taken seriously and are subject to investigation. The investigation processes will vary depending on the nature of the conduct being investigated.

The investigation must be conducted:

- a. as soon as possible after the initial complaint is reported;
- b. through the best endeavours, in a timely, thorough, confidential and fair manner.

Where necessary and following the approval of the Board of Directors, an independent external investigator may be appointed.

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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.

If the Disclosing Person is dissatisfied with the outcome of the investigation, they can escalate their matter to:

- a. the Board of directors; or
- b. ASIC's Office of the Whistleblower <https://asic.gov.au>

Confidentiality

Improper Conduct disclosures (whether made in the Disclosing Person's name or anonymously) will be kept confidential and details of the report, or the Disclosing Person, will only be released to those necessarily involved in the investigation, unless the Disclosing Person consents or the Company is obliged or allowed by law to disclose, such as disclosures to ASIC, the Australian Federal Police, or a legal practitioner for the purpose of obtaining advice about the application of the Disclosing Person's protections.

It is illegal for a person to:

- a. identify Disclosing Person who has made a report of Improper Conduct; or
- b. disclose information from which the identity of the reporting person could be inferred, and
- c. any breach of this Section will be regarded as a disciplinary matter.

Circumstances in which the identity of the Disclosing Person could be inferred may be where:

- a. the Disclosing Person has previously mentioned to other people that they are considering making a disclosure;
- b. the disclosure is one of a very small number of people with access to the information; or
- c. the disclosure relates to information that a discloser has previously been told privately and in confidence.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigation process and following any resolution of an allegation.

Protection

An Employee who wishes to raise a concern or report regarding Improper Conduct will be protected from detrimental treatment as a result.

De Grey 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.

If a Whistleblower considers that they have suffered detrimental treatment, they must inform their Manager immediately. If the matter is not remedied promptly by the Manager, the Whistleblower should raise the matter with a Chairman of the Board and/or the Company Disclosure Officer.

Review of Policy

This policy is authorised by the Board of Directors of the Company and cannot be amended without the prior approval of the Board of Directors and may be amended from time to time as determined by the Company.



C Nelmes
Company Secretary (on behalf of the Board)

Date: 13th October 2022