



1. What is the purpose of this Policy?

Genmin Limited (**Genmin** or the **Company**) and its subsidiaries (together, the **Group**) are committed to the highest standards of conduct and ethical behaviour in all of its business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Company businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal. The Company is committed to ensuring that such persons will not suffer detriment for making a report under this Policy (**Report**) or assisting in an investigation conducted under this Policy.

The Board has approved this Policy to operate for the Group in order to:

- encourage people to make a Report if they become aware of Potential Misconduct;
- explain how to make a Report and what protections a discloser will receive;
- support the Company's values and Genmin's Code of Conduct (**Code of Conduct**);
- outline the Group's processes for responding to Reports; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to make a Report.

The Company will not tolerate anyone being discouraged from making a Report or being subject to detriment because they want to make a Report, or they have done so. Disciplinary action, up to and including termination of employment or engagement, may be imposed on anyone shown to have disadvantaged, victimised or otherwise caused detriment to a person because they want to make, or have made, a Report under this Policy.

2. What concerns should be Reported?

Whistleblowers are encouraged to make a Report if they believe that a Group director, officer, employee, contractor, supplier, tenderer, or other person who has business dealings with a Group member has engaged in Potential Misconduct.

Anyone with information about Potential Misconduct is encouraged to Report that information to a Recipient (see Section 5 below). If in doubt, speak up and make a Report.

3. What is Potential Misconduct

Potential Misconduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Group. This will include conduct in relation to an employee or officer of the Group. You should make a Report even if you are unsure if something is Potential Misconduct.

Examples of Potential Misconduct include, but are not limited to:

- breach of laws or regulations;
- breach of the Code of Conduct or other Group policies, standards or codes;
- criminal activity;
- bribery or corruption;
- conduct endangering health and safety, or causing damage to the environment;
- dishonest, unethical or corrupt behaviour, including soliciting, accepting or offering a bribe, facilitation payments or other such benefits;
- conflicts of interest;
- information that indicates a danger to the public or to the financial system;

- anti-competitive behaviour;
- financial fraud or mismanagement;
- insider trading;
- breach of trade sanctions or other trade controls;
- unauthorised use of the Group's confidential information;
- conduct likely to damage the Group's financial position or reputation; and
- deliberate concealment of the above.

Potential Misconduct does **not** generally include **personal work-related grievances**. Personal work-related grievances are grievances relating to your current or former employment or engagement that have implications for you personally (such as a disagreement between you and another employee or a decision about your promotion). Generally, these grievances should be raised with the Company Secretary to allow those issues to be resolved most effectively.

While personal grievances will not generally amount to Potential Misconduct, they may be covered by this Policy in certain circumstances (for example, if the grievance relates to actual or threatened detriment suffered by you because you have or may make a Report about an issue that has broader significant implications for the Company). In some cases, personal work-related grievances may qualify for legal protection. See Attachment 1 for details.

4. Who can make a Report?

Anyone with information about Potential Misconduct is encouraged to make a Report. This includes all of the Group's current and past employees, volunteers, officers, contractors, suppliers (including employees of suppliers) and associates, as well as those persons' dependants (or their spouse's dependants) and their relatives (**Whistleblowers**). The Company is committed to protecting Whistleblowers and anyone else within the Group who is presiding over or assisting with an investigation.

5. Who should I tell?

A Whistleblower can make a Report to any of the following **Recipients**:

- the current *Whistleblower Protection Officer* for the Company:
Lucy Rowe, Company Secretary
E: lucy.rowe@genmingroup.com
M: +61 8 9200 5812
London House, Suite 3, Level 8
216 St Georges Terrace
Perth WA 6000
- A Director, officer or senior manager of the Company or a related body corporate;
- ASIC or APRA (or another applicable government authority);
- a legal practitioner for the purpose of obtaining legal advice or representation on the operation of the Whistleblower provisions under the Corporations Act 2001 (Cth) (**Corporations Act**); or
- any other 'eligible recipient' under the Corporations Act (see Attachment 1 for further details).

The role of a Recipient is to ensure that the information is heard by the Company and proper follow-up occurs, as well as to ensure that you feel supported and protected. You can make your report to a Recipient by using any method you prefer (including by email, letter, telephone or in person).

People must not discourage any person from making a Report and to do so will itself breach this Policy. If any person is told not to raise or pursue a concern, even by their manager or a person in authority, they are encouraged to make a further disclosure to a different Recipient.

5.1. What if I have told someone not mentioned above?

Where any person other than the *Whistleblower Protection Officer* has received a Report from a Whistleblower, the Company requests that such persons:

- (I) treat the Report, to the extent possible, as if they were the *Whistleblower Protection Officer*; and
- (II) refer the Report immediately to the *Whistleblower Protection Officer* for the Report to be appropriately managed and investigated.

In such instances, and to the extent possible, the Report will be treated as having been disclosed for the first time to the *Whistleblower Protection Officer* and the *Whistleblower Protection Officer* must treat it as such. This is so that the Whistleblower might have the benefit of the statutory protections under the Corporations Act and the Company will be better placed to support the Whistleblower.

6. What information should I provide?

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and if any more evidence may exist.

7. What if the information is incorrect?

When making a Report you will be expected to have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised if the information turns out to be incorrect. However, you obviously must not make a Report that you know is not true or is misleading. Where it is found that a person has knowingly made a false or misleading Report, this may be a breach of the Code of Conduct and will be considered a serious matter that may result in disciplinary action, up to and including termination of employment or engagement.

8. Can I make an anonymous report?

We encourage you to provide your name because it will make it easier to investigate and address your Report. However, you are not required to do so, and may choose to remain anonymous when making a disclosure, over the course of the investigation and after the investigation is finalised.

If you do not provide your name, any investigation will be conducted to the best extent possible in the circumstances. The Company will assess the content and merit of your disclosure in the same way as if you had revealed your identity. However, an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity. You will still be entitled to protections under the law, as applicable (see Attachment 1).

If you do provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law (eg in dealings with a regulator). Details of how your identity will be protected are described in Section 9 below. If you have concerns about this, you can discuss this with the Recipient.

9. What protections exist if I make a Report under the Policy?

The Company is committed to protecting people who make a Report under this Policy. The law also contains protections for a Whistleblower, which are summarised in Attachment 1.

9.1. Protecting your identity

The Company will look to protect the identity of people who make a Report.

Your identity, and any information disclosed under the Report that could be used to identify you, will only be disclosed if:

- you give your consent to the Company to disclose that information;
- the information is disclosed to ASIC, APRA (or another applicable government authority) or the Australian Federal Police; or
- the disclosure is made by the Company to a legal practitioner for the purpose of obtaining legal advice or legal representation about the Whistleblower provisions in the Corporations Act.

If disclosed, all Recipients must keep the identity of the Whistleblower (including information likely to identify them) confidential. If your identity is disclosed by a person without authorisation, in relation to a Report which qualified for legal protection, this may amount to a breach of law, allowing you to seek legal recourse. See Attachment 1 for further information.

The Company may adopt measures to protect your identity, as appropriate in the circumstances, including:

- using a pseudonym in place of your name;
- redacting personal information or references to you;
- referring to you in a gender-neutral context;
- ensuring paper and electronic documents and other materials relating to your disclosure are stored securely; and
- limiting access to all information relating to a disclosure, to those directly involved in managing and investigating the report.

9.2. Protecting you from detriment

No person may victimise or cause detriment to someone else (or threaten to do so) because of a belief that person has, will or could make a Report under this Policy. Examples of detriment include discrimination, harassment, intimidation, retaliation, causing physical or psychological harm, reputational damage, damaging property, varying an employee's role or duties, or demoting or dismissing the person.

If your Report qualifies for legal protection, you are legally protected from detriment. If a person causes detriment or victimises you, or threatens to do so, the person may breach the law and you may be able to seek legal recourse. See Attachment 1 for further information.

You should tell a Recipient if you are or someone else, is being, subject to detrimental conduct or if you are concerned that you may be victimised. Preferably, this should be the Recipient to which you made your initial disclosure, but it can be to any Recipient. The Company will treat this very seriously.

Any person involved in detrimental conduct will be subject to disciplinary action, including but not limited to termination of employment or engagement. In some circumstances, this may also be a criminal offence punishable by imprisonment. The Company may refer any person that has engaged in victimising conduct to law enforcement authorities for further investigation.

9.3. Other protections available

The Company is committed to making sure that you are treated fairly and do not suffer detriment because you make a Report. The protections offered will depend on things such as the Potential Misconduct and people involved. Protections may include the following, in the Company's discretion and as appropriate in the circumstances:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated; and/or

- rectifying any detriment that you have suffered.

The Company will look for ways to support all people who make a Report under this Policy, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because the Company cannot itself offer flexible working arrangements to a supplier), the Company will still seek to offer as much support as practicable.

Further information regarding the protections afforded under Australian law to persons who make a Report under this Policy is set out in Attachment 1.

9.4. Monitoring the welfare of Whistleblowers

The *Whistleblower Protection Officer* will take reasonable steps to maintain processes to monitor the welfare of whistleblowers under this Policy in order to ensure the effectiveness of the protections offered under this Policy.

The *Whistleblower Protection Officer* will report to the Board annually on the effectiveness of the Policy and Whistleblower well-being.

10. How will the Company respond to a report?

10.1. Conduct of the investigation

All Reports made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. The Company will apply the protections described in Section 11 above when responding to or investigating any Report.

- The Company's response to a Report will vary depending on the nature of the Report and the amount of information provided. Your Report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through formal investigation.
- Recipients will endeavour to contact a Whistleblower promptly following receipt of a Report and provide regular updates on the status of the matter, where appropriate.
- If appropriate, Whistleblowers will be told how the Company has decided to respond to their Report, including whether an investigation will be conducted. This may not occur until after an investigation has been conducted. However, it may not always be appropriate to provide Whistleblowers with this information and may not be possible unless contact details are provided when making a Report.
- While making a Report does not guarantee a formal investigation, all Reports will be properly assessed and considered by the Company and a decision made as to whether they should be formally investigated or internally resolved.
- Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the Report relates. Timeframes for concluding investigations will vary depending on the particular investigation.
- All employees and contractors must cooperate fully with any investigations.
- Unless there are confidentiality or other reasons not to do so, persons to whom a Report relates will be provided with details of the Report that involves them at an appropriate time (to the extent permitted by law) and be given an opportunity to respond.
- Where an investigation identifies a breach of the Company's Code of Conduct or internal policies or procedures, appropriate disciplinary action will be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

If a Whistleblower is dissatisfied with the manner in which their Report has been dealt with and/or the outcome of the investigation, the Whistleblower can escalate the matter to:

- the Managing Director, Chair or Board; or
- ASIC's Office of the Whistleblower, using the online form available on its website.

10.2. What happens after an investigation?

The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of the Company. The outcome of any investigation will be reported to the Board in accordance with Section 14 below.

The formal report recording the results of an investigation will not be provided to a Whistleblower or any other person subject to or implicated in an investigation. Where an investigation identifies a breach of the Company's Code of Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of a person or persons involved in any misconduct.

11. Training

The Group will provide training for employees about this Policy and their rights and obligations under it.

The Group will provide training for managers and other personnel who may be likely to receive reports about this Policy and how to respond to Reports.

12. Reporting

The Board will receive a summary of reports made under this Policy on a regular basis. The Board will be provided additional information about any material incidents raised.

The Board will be provided with an annual report on whistleblowing, which will include information on:

- the number and nature of Reports made;
- whether there are any discernible patterns or trends;
- the significance of the matters raised;
- the actions taken as a result of Reports;
- staff training and employee awareness of the Group's Whistleblower program;
- Whistleblower well-being and Whistleblower protection effectiveness; and
- any recommendations for furthering the objectives of the Policy,

in each case, without identifying the Whistleblower(s) or including any information likely to identify them.

13. Further information

Any questions about this Policy or making a Report can be referred to the Company Secretary. Questions can be asked at any time, including before or after you have made a Report under this Policy.

This Policy will be available on the Company's website. This Policy will be reviewed from time to time and amended as required.

This Policy does not form part of terms of employment and may be amended from time to time.

14. Review and Approval

| VERSION | DOCUMENT CATEGORY | DATE | STATUS | DOCUMENT OWNER | REVIEWER | APPROVER | APPROVAL DATE |
|-------------------|-------------------|------------|----------|---|---|-------------------------------------|---------------|
| 1.01 | Board | 13/12/2021 | Reviewed | Lucy ROWE , Company Secretary | Brian van Rooyen , Chair, ARMC | Michael ARNETT , Chairman | 9/12/2021 |
| <i>Signatures</i> | | | | | | | |

Attachment 1: Provisions provided by the law

1. Additional legislative protections

Under Australian law, including the Corporations Act, legislative protections for making a Report are available to certain persons (including current and former employees, volunteers, officers, contractors, suppliers, employees of suppliers, associates, as well as these people's relatives and dependants) who make a **Protected Disclosure** to certain people.

You are encouraged to make a Report under this Policy. However, the law offers protections in other cases (for example, you can report potential misconduct to people other than Recipients). If you make a Protected Disclosure under the law that does not comply with this Policy, you will still be entitled to the legal protections. A disclosure can qualify for protection under the Corporations Act even if it is made anonymously or turns out to be incorrect.

Please contact a Recipient if you would like more information about legal protections.

2. Protected disclosures

To be a Protected Disclosure qualifying for protection under the Corporations Act, the disclosure must relate to a 'disclosable matter' and be made to an 'eligible Recipient' under the Corporations Act. Examples of this information and recipients are outlined in the following table.

| Information reported or disclosed | Recipient of disclosed information |
|---|--|
| <p>General Disclosable Matters</p> <ul style="list-style-type: none"> Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate Information that the Company or a related body corporate, or any officer or employee of the Company or a related body corporate, has engaged in conduct that: <ul style="list-style-type: none"> contravenes or constitutes an offence against certain legislation (eg the Corporations Act); or represents a danger to the public or the financial system; or constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more <p>Note that 'personal work-related grievances' are not protected disclosures under the law, except as noted below.</p> | <p>Recipients for any general disclosable matters</p> <ul style="list-style-type: none"> A person authorised by the Company to receive protected disclosures (ie Recipients under this Policy) An officer or senior manager of the Company or a related body corporate An auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate An actuary of the Company or a related body corporate ASIC, APRA or another Commonwealth body prescribed by regulation A legal practitioner for the purposes of obtaining legal advice or legal representation (even if the legal practitioner concludes the disclosure does not relate to a disclosable matter) Journalists or parliamentarians, under certain circumstances allowing emergency and public interest disclosures. It is important for you to understand the criteria for making a public interest or emergency disclosure before doing so. Please contact an independent legal adviser before making a public interest disclosure or an emergency disclosure |

| Information reported or disclosed | Recipient of disclosed information |
|---|--|
| <p>Tax-related Disclosable Matters</p> <ul style="list-style-type: none"> Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Company or an associate | <p>Recipients for any tax-related Disclosable Matters</p> <ul style="list-style-type: none"> A person authorised by the Company to receive reports of tax-related Disclosable Matters An auditor, or a member of an audit team conducting an audit, of the Company A registered tax agent or BAS agent who provides tax services or BAS services to the Company A director, secretary or senior manager of the Company An employee or officer of the Company who has functions or duties that relate to the tax affairs of the Company A legal practitioner for the purpose of obtaining legal advice or legal representation |
| <p>Further tax-related information</p> <p>Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Company or an associate</p> | <p>Recipients for any further tax-related information</p> <ul style="list-style-type: none"> Commissioner of Taxation A legal practitioner for the purpose of obtaining legal advice or legal representation |

Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering making a Report; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about Whistleblowers.

Under the law, a grievance is **not** a 'personal work-related grievance' if it:

- has significant implications for an entity regulated under the law that do not relate to the Whistleblower;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws; or
- concerns conduct or alleged conduct that represents a danger to the public or financial system; or
- concerns conduct or alleged conduct prescribed by the regulations.

3. Specific protections and remedies

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position;

- exemplary damages; and
- any other order the court thinks appropriate.

You are also protected from the following in relation to a protected disclosure you make:

- civil liability (eg any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (eg attempted prosecution of you for unlawfully releasing information, or other use of the disclosure against you in a prosecution (other than for making a false disclosure); and
- administrative liability (eg disciplinary action for making the disclosure).

However, you will not have immunity for any misconduct you have engaged in that is revealed in a disclosure.