

# WHISTLEBLOWER POLICY

## 1. POLICY APPLICATION AND PURPOSE

- (a) Pilbara Minerals Limited (**Pilbara Minerals**) and entities it controls (together, the **Group** and each company within the Group, a **Group company**) are committed to fostering a culture of corporate compliance, ethical behaviour and good corporate governance.
- (b) This Whistleblower Policy (this **Policy**) applies to all officers, employees and contractors of the Group.
- (c) Pilbara Minerals encourages persons listed in section 2(a) to raise any concerns about actual or potential misconduct or any improper state of affairs or circumstances in relation to the Group, without fear of reprisal or intimidation. Pilbara Minerals is committed to ensuring that such persons will not suffer Detriment for making a Report under this Policy or assisting in an investigation conducted under this Policy.
- (d) This Policy sets out:
  - (i) what conduct should be reported (section 3) and the Group's commitment to supporting a culture of corporate compliance (section 4);
  - (ii) to whom a Report can be made and what information to include relating to Reportable Conduct (section 5);
  - (iii) the Whistleblower's right to anonymity and treatment of any information received under this Policy (section 6);
  - (iv) how the Group will investigate Reports (section 7);
  - (v) how the Group will support Whistleblowers and protect them from Detriment (section 8);
  - (vi) how the Group will monitor the welfare of Whistleblowers (section 9);
  - (vii) how the Group will ensure fair treatment of employees and officers implicated in reports made under this Policy (section 10);
  - (viii) the Board reporting and Policy review framework (section 11); and
  - (ix) the Group's provision of training on its whistleblower program (section 12).

- (e) This Policy is available at <http://www.pilbaraminerals.com.au> and can be obtained from the Whistleblower Protection Officer.

## 2. WHO CAN MAKE A REPORT?

- (a) Reports may be made under this Policy by any current or former:
- (i) officers and employees of the Group;
  - (ii) suppliers, contractors and their employees (whether paid or unpaid) of the Group;
  - (iii) individuals who are associates of the Group; and
  - (iv) relatives and dependants of the individuals in (i)-(iii) above (including a dependant of any such individual's spouse).
- (b) A **Whistleblower** is anyone falling within section 2(a) who makes a Report under this Policy.

## 3. WHAT CONCERNS SHOULD BE REPORTED?

- (a) **Reportable Conduct** includes where a Group company, or any officer or employee of a Group Company, has or may have engaged in conduct that:
- (i) constitutes an offence against, or a contravention of, a provision of any legislation or regulations which are applicable to the activities of the Company, including without limitation the Corporations Act 2001 (Cth), the Australian Securities and Investment Commission Act 2001 (Cth) and mining, environmental and health and safety legislation;
  - (ii) constitutes an offence against any other law of the Commonwealth or WA that is punishable by imprisonment for a period of 12 months or more;
  - (iii) represents a danger to the public or the financial system;
  - (iv) breaches any internal policy or the code of conduct of the Group;
  - (v) constitutes dishonest, fraudulent or corrupt activity, including bribery;
  - (vi) constitutes theft, drug distribution, sale or use, violence, assault, intimidation, criminal damage to property;
  - (vii) is potentially damaging to the Group, its employees or a third party such as unsafe work practices, environmental discharge or damage, health risks or abuse of the Group's property or resources;

- (viii) may cause the Group financial loss, damage its reputation or be otherwise detrimental to the Group's interests; or
  - (ix) indicates any other misconduct or an improper state of affairs or circumstances in relation to a Group company.
- (b) **Personal Work-Related Grievances** of current or former employees are generally not covered under this Policy or the protections available under the Corporations Act 2001 (Cth) unless they could be considered Reportable Conduct (as set out in 3(a) above). A Personal Work-Related Grievance means a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally. This includes:
- (i) an interpersonal conflict between the discloser and another employee;
  - (ii) a decision relating to the engagement, transfer or promotion of the discloser;
  - (iii) a decision relating to the terms and conditions of engagement of the discloser; and
  - (iv) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

However, it does not include:

- any conduct that would be considered victimisation of an individual because they have made, may have made, or propose to make a report under this Policy; or
- a matter that would have significant implications for any Group company.

Personal Work-Related Grievances should be reported to your line manager or Human Resources representative in accordance with the Workplace Discrimination, Harassment and Bullying Procedure.

#### **4. SUPPORTING A CULTURE OF CORPORATE COMPLIANCE**

- (a) Pilbara Minerals relies on its officers and employees to help it achieve its commitment to foster a culture of corporate compliance, ethical behaviour and good corporate governance.
- (b) Whistleblowers must have reasonable grounds to believe that the information being disclosed may indicate Reportable Conduct. Pilbara Minerals values all opportunities to investigate potential Reportable Conduct.
- (c) For the avoidance of doubt, a Whistleblower can still qualify for protection under the whistleblower regime even if their report of Reportable Conduct turns out to be incorrect.

- (d) If a Whistleblower has made a Report which is deliberately false, or is trivial or without substance, the Whistleblowers conduct will be considered a serious breach of this Policy and amount to serious misconduct.

A Report will be deliberately false if the Whistleblower has made the report with the knowledge that the contents of their Report is false, or with reckless disregard as to the truth or if they falsify the contents of their report.

## 5. HOW TO MAKE A REPORT

### 5.1 Who can the Whistleblower make a Report to?

#### (a) Internal Reporting for Employees

Employees are encouraged to first report any matters of Reportable Conduct to their direct line manager or human resources advisor. Where the employee does not feel comfortable reporting in this manner, or where an employee has made a Report but no action has been taken within a reasonable time, the Report can be made using the reporting channels outlined below.

#### (b) Report to the Whistleblowing Platform

- (i) A Whistleblower may make a Report to the Group's external independent whistleblowing service "Whispli" by clicking on the below link:
  - <https://pilbaraminerals.whispli.com/Whistleblower>
- (ii) A Report to Whispli may be made anonymously, if desired. However, this may impact the Group's ability to investigate the matters reported.
- (iii) Whistleblowers should complete the questionnaire that is relevant to the matter they wish to report in Whispli which will create a Report.
- (iv) All reports made through Whispli will be forwarded to the Whistleblower Protection Officer (**WPO**) for action and/or referred for investigation.
- (v) Reports should describe the grounds for the Report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

#### (c) Report to a Whistleblower Protection Officer (WPO)

If a Whistleblower is unable to use any of the reporting channels above for any reason, a Report can be made directly to a WPO. There are currently two WPOs, being:

- The Managing Director (currently Ken Brinsden); and

- The Company Secretary (currently Alex Eastwood)

Reports to a WPO:

- must be made in person or by telephone; and
- the Whistleblower must first inform the WPO that they wish to make a Report under this Policy, so that the WPO can make appropriate arrangements in relation to confidentiality.

#### **(d) Report to an Eligible Recipient**

If a Whistleblower is unable to use any of the above channels for reporting, a report can be made to an Eligible Recipient.

**Eligible Recipients** in relation to a Group Company are:

- A. officers,
- B. directors;
- C. senior managers;
- D. registered tax agents, auditors, or a member of an audit team conducting an audit on, or actuaries of, any Group company;
- E. a legal practitioner for the purpose of obtaining legal advice or representation on the operation of the whistleblower provisions; or.
- F. regulatory bodies and other Commonwealth authorities as specified in regulations (such as ASIC, APRA or the Australian Taxation Office).

#### **(e) Journalist or Parliamentarian**

Whistleblowers can also make a Public Interest Disclosure or an Emergency Disclosure to a member of Parliament or journalist in the below circumstances.

(i) Public Interest Disclosure

If:

- (a) A Whistleblower has made a Report to ASIC, APRA or another Commonwealth body prescribed by regulation; and
- (b) At least 90 days have passed since making the Report; and

- (c) The Whistleblower does not have reasonable grounds to believe that action is being taken on the Report and reasonably believes that further disclosure is in the public interest; and
- (d) Has given prior written notice to the body to which the previous disclosure was made of his or her intention to make further disclosure,

Then the Whistleblower may make a Report of the Reportable Conduct to a journalist or Federal or State Member of Parliament. In this case, this further report will qualify for protection under the whistleblower protection regime provided it is limited to the information necessary to inform the recipient of the Improper Conduct.

If a Whistleblower is unsure whether the public interest disclosure provisions described in this section 5.1(e)(i) apply to their Report, they are encouraged to seek independent legal advice.

(ii) Emergency Disclosure

A Whistleblower will also qualify for protection under the whistleblower protection regime if the person satisfies each of (a) – (d):

- (a) Has made a Report to a specified Commonwealth agency;
- (b) Has reasonable ground to believe that the Improper Conduct concerns a substantial and imminent danger to any person's health or safety or to the natural environment;
- (c) Has given prior written notice to the relevant Commonwealth agency of his or her intention to make further disclosure; and
- (d) Makes a Report to a journalist or Member of Parliament that is limited to the information necessary to inform the recipient of the substantial or imminent danger.

If a Whistleblower is unsure whether the emergency disclosure provisions described in this section 5.1(e)(ii) apply to their Report, they are encouraged to seek independent legal advice.

## **5.2 Information to include in the Report**

- (a) For a Report to be investigated, it must contain sufficient information to form a reasonable basis for investigation. For this reason, Whistleblowers should provide as much information as possible, in any form, about the alleged Reportable Conduct.

- (b) By way of example, information could include (but must not necessarily include):
  - (i) the date, time and location;
  - (ii) the name(s) of person(s) involved and possible witnesses to the events;
  - (iii) evidence of the events (e.g. documents, emails etc); and
  - (iv) steps the Whistleblower or another person may have already taken to report the matter or to resolve the concern.

## **6. WHISTLEBLOWER'S RIGHT TO ANONYMITY**

- (a) Whistleblowers are encouraged (but not required) to disclose their identity when making a Report. Providing their identity will assist in:
  - (i) monitoring their wellness and protections against Detriment; and
  - (ii) investigating their Report and obtaining further information from them as is necessary to complete the investigation.
- (b) In circumstances where the Whistleblower has not consented to the disclosure of their identity, the investigator will be required to take all reasonable steps to reduce the risk that the Whistleblower will be identified as a result of the investigation.
- (c) Information about a Whistleblower' identity may only be disclosed to ASIC, APRA, the Australian Federal Police or to a person to whom the Whistleblower has provided consent, in the following circumstances:
  - (i) Where the information is disclosed to ASIC, APRA or the Australian Federal Police;
  - (ii) Where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
  - (iii) Where the Whistleblower consents.

In making an anonymous report of Reportable Conduct, the Whistleblower will still be protected under the whistleblower protection regime of the Corporations Act 2001 (Cth).

## 7. HOW WILL A REPORT BE INVESTIGATED?

### 7.1 Investigation Process

When a Report is made under this Policy, the Report will typically be investigated as follows. This process may vary depending on the nature of the Report.

**Step 1** The person who receives the Report will provide the information to the Whistleblower Protection Officer (or to the Chairman or such person nominated by him if the Report is about the Whistleblower Protection Officer), as soon as practicable, ensuring the Whistleblower's identity is protected, unless the Whistleblower has consented otherwise.

**Step 2** The Whistleblower Protection Officer (or the Chairman or such person nominated by him) will determine whether the Report is covered by this Policy and a formal, in-depth investigation is required.

If an investigation is required, the Whistleblower Protection Officer will determine whether the investigation should be conducted internally or externally and appoint an investigator with no personal interest in the matter. The Whistleblower Protection Officer may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.

**Step 3** The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in a Report an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are entitled to access the support services referred to in section 10(c).

**Step 4** The outcome of the investigation will be reported to the Board (protecting the Whistleblower's identity, if applicable) and may, if the Whistleblower Protection Officer considers appropriate, be shared with the Whistleblower.

Appropriate records and documentation for each step in the process will be maintained by the investigator.

The Company encourages Whistleblowers to raise any concerns they have about the investigation of their Report (including breach of confidentiality) with the Whistleblower Protection Officer or the person to whom the Report was made.

### 7.2 Duration of investigation

The Company will aim to conclude the investigation as soon as practicable from receiving a Report. But the time may vary depending on the nature of the Report.

### **7.3 The Company may require further information to investigate disclosures**

The Company may not be able to undertake an investigation if it is not able to contact a Whistleblower or receive additional information from them to fully investigate the Report. If a report has been made anonymously, the Company suggests Whistleblowers maintain ongoing two-way communication with the Company, so that follow-up questions can be asked, or feedback provided. Whistleblowers may refuse to answer questions that they feel may reveal their identity at any time.

### **7.4 Investigation will be conducted in accordance with confidentiality protections**

Subject to the exceptions allowed under section 7.7 of this Policy or otherwise by law, the identity of a Whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected).

### **7.5 Investigation outcomes and disciplinary actions**

In making a Report, the Whistleblower is protected from any of the following in relation to the Report:

- civil liability – for example, any legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation
- Criminal liability – for example, prosecution for unlawfully releasing information or unlawfully using a Report against a Whistleblower in a prosecution; and
- administrative liability – for example, disciplinary action for making a Report.

However, Whistleblowers may be liable for any misconduct that they have engaged in that is revealed by a Report or an investigation following the Report.

### **7.6 Escalation of a Report**

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:

- (i) the Board;
- (ii) ASIC's Office of the Whistleblower, using the online form available on its website; or
- (iii) APRA's Secretariat, by either contacting the number available on APRA's website or emailing [secretariat@apra.gov.au](mailto:secretariat@apra.gov.au) (an address to which only the Secretariat has access).

## 7.7 Confidentiality and Record Keeping

Any other person connected with the investigation of a Report will ensure that all disclosure materials, along with the identify of, and any information relating to the Whistleblower remains confidential, including any information that may lead to the identification of a Whistleblower. .The Company will do this by:

- (a) obscuring a Whistleblowers name and identifying features from any internal reporting (unless the Whistleblower agrees that their identity be known);
- (b) referring to Whistleblowers in a gender-neutral context;
- (c) storing all material relating to Reports securely;
- (d) limiting access to all information to those directly involved in managing and investigating Reports; and
- (e) ensuring that anyone who is involved in the handling and investigation of Reports is aware of the confidentiality requirements.

## 8 HOW ARE WHISTLEBLOWERS PROTECTED FROM DETRIMENT?

- (a) It will be a breach of this policy to subject a Whistleblower to Detriment because they have made, or propose to make, a report under this Policy.
  - (b) “**Detriment**” includes (without limitation):
    - (i) dismissal;
    - (ii) injury of an employee in his or her employment;
    - (iii) alteration of an employee’s position or duties to his or her disadvantage;
    - (iv) discrimination between an employee and other employees of the same employer;
    - (v) harassment or intimidation;
    - (vi) harm or injury (including psychological harm);
    - (vii) damage to a person’s property; and
    - (viii) reputational, financial or any other damage to a person.
  - (c) However, any disciplinary measures relating to a Whistleblower’s individual misconduct, including unsatisfactory work performance, that is unrelated to the Report, does not constitute Detriment.
  - (d) If a Whistleblower believes they have suffered or may suffer Detriment because they have made a report under this Policy, they should immediately report the matter to the Whistleblower Protection Officer.
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- (e) A Whistleblower may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered Detriment.
- (f) You may seek compensation and other remedies through the courts if:
  - You suffer loss, damage or injury because of a disclosure; and
  - The Company failed to take reasonable precaution and exercise due diligence to prevent detrimental conduct.

The Company encourages you to seek independent legal advice if you wish to seek compensation or remedies in court.

## **9 MONITORING THE WELFARE OF WHISTLEBLOWERS**

- (a) 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 the Policy.
- (b) The Whistleblower Protection Officer will report to the Board annually on the effectiveness of the Policy and Whistleblower well-being.

## **10 FAIR TREATMENT OF PERSONS IMPLICATED**

- (a) An employee or officer who is implicated in a disclosure has a right to be informed of the allegations against them and must be given an opportunity to respond to those allegations and where requested provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Whistleblower's right to anonymity).
- (b) As an interim measure, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee or officer will be immediately reinstated to full duties.
- (c) Support available for persons implicated in a Report under this Policy includes:
  - (i) (if the person is a current employee or officer) connecting the person with access to the Employee Assistance Program (EAP);
  - (ii) (if the person is a current employee or officer) appointing an independent support person from the human resources team to deal with any ongoing concerns they may have; and/or
  - (iii) connecting the person with third party support providers.

## 11 BOARD REPORTING AND POLICY REVIEW

(a) Subject to section 11(b) below, the Board is charged with overseeing and implementing the Group's whistleblower program. The Board will be provided with annual reports on whistleblowing, which will include information on:

- (i) the number and nature of Reports made;
- (ii) whether there are any discernible patterns or trends;
- (iii) the significance of the matters raised;
- (iv) the actions taken as a result of Reports;
- (v) staff training and employee awareness of the Group's whistleblower program;
- (vi) whistleblower well-being and whistleblower protection effectiveness; and
- (vii) 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.

(b) Where:

- (i) a Report made under this Policy raises a material allegation or concern; or
- (ii) the outcome of an investigation conducted under this Policy raises a serious matter,

the Whistleblower Protection Officer must issue a report immediately to the Board so that the matter can be considered by the Board and dealt with appropriately on an expedited basis.

(c) This Policy will be reviewed annually by the Board.

## 12 TRAINING ON THE GROUP'S WHISTLEBLOWER PROGRAM

(a) The Assistant Company Secretary will be responsible for overseeing the development and delivery of effective training to the Group's employees about the Group's whistleblower program.

(b) Training for internal Eligible Recipients who may receive Whistleblower Reports will be provided, as appropriate.

- (c) The Assistant Company Secretary will report to Board and the Whistleblower Protection Officer annually on the effectiveness of the employee awareness training and any recommendations considered necessary to improve it.

## 13 DEFINED TERMS

In this Policy, unless the context otherwise requires, terms in this Policy have the following meaning:

**Pilbara Minerals** means Pilbara Minerals Limited (ACN 112 425 788).

**AFP** means the Australian Federal Police, as defined in the Australian Federal Police Act 1979 (Cth), as may be amended from time to time.

**APRA** means the Australian Prudential Regulation Authority.

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the Board of Directors of Pilbara Minerals.

**Detriment** has the meaning in section 8(b).

**Eligible Recipient** has the meaning given to that term in section 5.1(d).

**Emergency Disclosure** has the meaning given to that term in section 5.1(e)(ii).

**Group** has the meaning given to that term in section 1(a).

**Group company** has the meaning given to that term in section 1(a).

**officer** has the meaning given to that term in the Corporations Act.

**Policy** means this Whistleblower Policy.

**Public Interest Disclosure** has the meaning given to that term in section 5.1(e)(i).

**relative**, in relation to a person, means the spouse, parent or remoter lineal ancestor, child or remoter issue, or brother or sister of the person.

**Report** means a report made by a Whistleblower containing information that may indicate Reportable Conduct.

**Reportable Conduct** has the meaning given to that term in section 3.

**Whistleblower** has the meaning given to that term in section 2(b).

**Whistleblower Protection Officer** means one or more persons authorised by the Group to receive Reports under this Policy, as set out in section 5.1(c).

## POLICY HISTORY

|               |             |
|---------------|-------------|
| Established   | 22 May 2018 |
| Last Reviewed | 26 May 2021 |
| Frequency     | Annually    |

### **Ken Brinsden**

Managing Director and CEO