
Whistleblower Policy

Pilbara Minerals Limited ACN 112 425 788 (**Company**)

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 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).
- (c) Pilbara Minerals encourages persons listed in section 1(b) 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 to officers and employees of the Group at <http://www.pilbaraminerals.com.au> and can be obtained from the Whistleblower Protection Officer.

2 Who can make a Report?

- (a) A Whistleblower can make a Report.
 - (b) A **Whistleblower** is anyone falling within section 1(b) who makes a Report under this Policy.
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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 Acts (or an instrument made under any Acts) applicable to the activities of the Company, including but not limited to the following:
 - (A) the *Corporations Act 2001* (Cth);
 - (B) the *Australian Securities and Investments Commission Act 2001* (Cth);
 - (C) the *Banking Act 1959* (Cth);
 - (D) the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - (E) the *Insurance Act 1973* (Cth);
 - (F) the *Life Insurance Act 1995* (Cth);
 - (G) the *National Consumer Credit Protection Act 2009* (Cth); or
 - (H) the *Superannuation Industry (Supervision) Act 1993* (Cth);
 - (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 code 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) constitutes harassment, discrimination, victimisation or bullying;
 - (viii) is potentially damaging to the Group, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of the Group's property or resources;
 - (ix) may cause the Group financial loss, damage its reputation or be otherwise detrimental to the Group's interests;

- (x) causes, or threatens to cause, Detriment to anyone because that person knows, believes or suspects that a Report has been, or might be, made under this Policy; or
 - (xi) indicates any other misconduct or an improper state of affairs or circumstances in relation to a Group company.
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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.
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5 How to make a Report

5.1 Who can the Whistleblower make a Report to?

A Whistleblower can make a Report to either:

- (i) an **Eligible Recipient**, being:
 - (A) officers, auditors, or a member of an audit team conducting an audit on, or actuaries of, any Group company;
 - (B) a person authorised by the relevant Group company to receive Reports (each such person a **Whistleblower Protection Officer**), being any of the persons from time to time listed at <http://www.pilbaraminerals.com.au>; or
 - (C) if the individual is an employee of the Group company, their supervisor or manager;
 - (ii) ASIC or APRA; or
 - (iii) a legal practitioner for the purpose of obtaining legal advice or representation on the operation of the whistleblower provisions.
- (b) Notwithstanding section 5.1(a) above, where possible, we encourage **all** Whistleblowers to make Reports in the first instance to a Whistleblower Protection Officer. This will better facilitate the Group company's investigation of the matter and protection of the Whistleblower's identity and wellness.
 - (c) Where any person other than a Whistleblower Protection Officer has received a Report from a Whistleblower, Pilbara Minerals requests that such persons:
 - (i) treat the Report, to the extent possible, as if they were a Whistleblower Protection Officer; and
 - (ii) refer the Report immediately to a Whistleblower Protection Officer of the relevant Group company for the Report to be appropriately managed and investigated.

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

- (d) In limited circumstances, Whistleblowers can also make a Report to a member of Parliament or journalist (**emergency disclosure**) if the Whistleblower:
 - (i) previously made a Report to ASIC or APRA;
 - (ii) after a reasonable period of time has passed, notifies that recipient of their intention to make an emergency disclosure; and
 - (iii) has reasonable grounds to believe that there is an imminent risk of serious harm or danger to public health or safety or to the financial system if the information is not acted on immediately.

The circumstances in which a disclosure will be considered an emergency disclosure are very limited. For example, public disclosures on social media or to self-defined journalists will not qualify.

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 matter may be referred for investigation, but 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 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.
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7 How will a Report be investigated?

7.1 Appointment of an Investigation Officer

- (a) The Whistleblower Protection Officer will appoint one or more Whistleblower Investigation Officers to investigate the matter. The Whistleblower Investigation Officer can be:
 - (i) anyone involved in the investigation;
 - (ii) a manager or senior executive;
 - (iii) an external independent resource; or
 - (iv) another suitably qualified person,

who, in whichever case, is not implicated directly or indirectly in the Report.

7.2 Conduct of the investigation

- (a) The Whistleblower Investigation Officer is responsible for conducting the investigation. All cases of Reportable Conduct made under this Policy will be investigated as soon as possible after the matter has been reported. The Whistleblower Investigation Officer will use his or her best endeavours to conduct the investigation in a timely, thorough, confidential, objective and fair manner and as is reasonable and appropriate having regard to the nature of the Reportable Conduct and all of the circumstances.
- (b) Where appropriate, the subject(s) of the Report will be informed of the allegations and have an opportunity to respond.
- (c) Where appropriate, the Whistleblower Investigation Officer will update the Whistleblower on the progress of the investigation. All Whistleblowers must not disclose and must keep confidential any details of the investigation, its progress or its outcome.
- (d) Where appropriate, and where the identity of the Whistleblower is known, the Whistleblower Investigation Officer or the WPO will inform the Whistleblower of the outcome of an investigation into a report made by the Whistleblower in accordance with this Policy.

7.3 Investigation outcomes, disciplinary actions and immunity

- (a) The outcome of the Whistleblower Investigation Officer's investigation may result in disciplinary action for officers and employees up to and including dismissal without notice.

Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

- (b) The Whistleblower cannot be subject to legal liability for making the Report (although, he or she may be subject to civil, criminal or administrative liability for any personal conduct revealed by the report or the investigation). Pilbara Minerals has the discretion to provide the Whistleblower (or anyone assisting with the investigation) immunity from its disciplinary procedures. Pilbara Minerals, however, has no power to provide immunity from criminal prosecution.

7.4 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 (an address to which only the Secretariat has access).

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) Pilbara Minerals disapproves of any conduct that:
 - (i) causes, or intentionally or recklessly threatens to cause, Detriment to another person, including when the reason, or part of the reason, for the victimiser's conduct was that person's belief or suspicion that a person may have made, or might make, a Report; or
 - (ii) amounts to aiding, abetting, counselling, procuring, inducing, or being in any way knowingly concerned in, or conspiring with others to effect, victimising conduct.

- (d) If a Whistleblower believes they have suffered or may suffer Detriment by reason of their status as a Whistleblower, they should immediately report the matter to the Whistleblower Protection Officer.
 - (e) Once a Whistleblower has established they have suffered Detriment, it is for the alleged victimiser to prove that they did not victimise the Whistleblower.
 - (f) As well as monetary compensation, the remedies available for victimising conduct include injunctions, orders for apologies and reinstatement of terminated employees, exemplary damages and any other order the court thinks appropriate.
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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.
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10 Fair Treatment for Persons Implicated

- (a) No action will be taken against employees or officers who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, 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 must be immediately reinstated to full duties.
- (b) Any disclosures that implicate an employee or officer must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. 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 provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Whistleblower's right to anonymity).
- (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) The 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) 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 9(b).

Eligible Recipient has the meaning given to that term in section 5.1(a)(i).

emergency disclosure has the meaning given to that term in section 5.1(d).

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.

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 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.

Whistleblower Investigation Officer means one or more persons appointed by the Whistleblower Protection Officer in accordance with section 8.1 to investigate a Report made under this Policy.

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(a)(i)(B).

Policy History

Adopted by the Board	22 May 2018
Last Reviewed	19 September 2019
Frequency of Review	Annually