

1 Introduction

FMR Resources Limited (**Company**) and its entities (collectively, **Group**) are guided by our values. These values are the foundation of how we behave and interact with each other, shareholders, and other stakeholders. Together our values reflect the priorities of the business and provide guidance in decision making.

The Company's Code of Conduct and other policies have been developed to align with our values to ensure that we observe the highest standards of fair dealing, honesty and integrity in our business activities.

Our Whistleblower Policy (**Policy**) has been put in place to ensure employees and other Disclosers can raise concerns regarding any misconduct or improper state of affairs or circumstances (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment or discriminatory treatment.

2 Purpose

This Policy aims to:

- encourage Disclosers to report an issue if they reasonably believe someone has engaged in serious wrongdoing;
- outline how the Company will deal with whistleblowing reports; and
- set out the avenues available to Disclosers to report serious wrongdoing to Company. Whilst it is generally expected that these issues will be raised through the normal channels of line management, reporting by other avenues may be appropriate or necessary in certain situations.

3 Who does this Policy apply to?

This Policy applies to "**Disclosers**", which means anyone who is, or has been, any of the following with respect to all entities within the Group:

- employee;
- director;
- officer;
- contractor (including employees of contractors);
- supplier (including employees of suppliers);
- associate;
- consultant; and
- relatives, dependents, spouses, or dependents of a spouse of any of the above.

The protections in this Policy will also apply to anyone who has made a disclosure of information relating to an entity in the Group to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblowing protection laws.

4 Matters that should be reported

Any matter that a Discloser has reasonable grounds to believe is misconduct or an improper state of affairs or circumstances, is in breach of Company's policies or the law should be reported in accordance with this Policy. Please note that personal work-related grievances are excluded from this Policy and will be handled separately.

Reportable matters include any conduct that involves:

- dishonest behaviour;
- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- unethical behavior, including anything that would breach the Company's Code of Conduct;
- improper or misleading accounting or financial reporting practices;
- a breach of any legislation relating to Company's operations or activities, including the Corporations Act 2001 (Cth);
- behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;
- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment; or
- any other conduct which may cause loss to the Group or be otherwise detrimental to the interests of Group.

(each a **Reportable Matter** and, collectively, **Reportable Matters**). Conduct may constitute a Reportable Matter even if it does not involve a contravention of a particular law.

Examples of Reportable Matters include:

Reportable Matters include:

- (a) an employee offering or accepting a bribe in course of their employment;
- (b) misuse of customer health information; and
- (c) misleading practices in the preparation of the Company's financial statements.

4.1 Personal Work-Related Grievances

Personal work-related grievances are not covered under this Policy and should be reported to your line manager or Human Resources representative if applicable. "Personal workplace grievances" 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:

- an interpersonal conflict between the Discloser and another employee;

- a decision relating to the engagement, transfer or promotion of the Discloser;
- a decision relating to the terms and conditions of engagement of the Discloser; and
- 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 the Company.

5 Responsibility to report

The Group relies on its employees and Disclosers to help maintain and grow its culture of honest and ethical behavior. It is therefore expected that any Discloser who becomes aware of such conduct will make a report.

6 Making a report

6.1 Internal Reporting for Employees

Employees should first report any matters of concern to their direct line manager or the CEO or Managing Director.

Where this is not appropriate, where the person making a report does not feel comfortable making an internal report, or where an employee has made an internal report but no action has been taken within a reasonable time, the report can be made to the Board through the Company Secretary, who is also the Whistleblower Protection Officer (**WPO**).

6.2 Reporting to the Whistleblower Protection Officer

A report can be made directly to the WPO. Reports to the WPO:

- must be made in person or by telephone; and
- the Discloser must first inform the WPO that they wish to make a report under this Policy.

6.3 Reporting to Eligible Recipients

If a Discloser is unable to use any of the above reporting channels, a disclosure can be made to an “eligible recipient” within the company. Eligible recipients in relation to the Company are:

- officers;
- directors;
- senior managers; or
- auditor or member of an audit team conducting an audit.

Reports to an eligible recipient:

- must be made in person or by telephone; and

- the Discloser must first inform the eligible recipient that they wish to make a report under this Policy.

An eligible recipient may direct the Discloser to make the report to the WPO, if they consider it appropriate in the circumstances.

7 Support and Protections Available to Disclosers

A Discloser will not be subject to any civil, criminal or disciplinary action for making a report that is covered by this Policy, or for participating in any subsequent investigation by the Company.

No employee, officer or contractor of the Group may engage in detrimental conduct against a Discloser who has made or proposes to make a report in accordance with this Policy, because of such report or proposed report.

All reasonable steps will be taken to ensure that a Discloser will not be subject to any form of retaliation, victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report. However, this Policy will not protect the Discloser if they are also involved in or connected to the improper conduct or illegal activities that are the subject of a report.

7.1 Anonymous Reporting and Confidentiality

- a. Disclosers are entitled to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. However, the effectiveness of an investigation may be hindered if a report is made anonymously and the Disclosers has not provided a means of contacting them.
- b. Unless required by law, a court or as consented to by the Discloser:
 - i.the person to whom a report is made under this Policy must not disclose the identity of the Discloser to anyone else;
 - ii.the identity of the Discloser must be kept confidential from any person not involved in the investigation of the report; and
 - iii.all files relating to the report must be kept secure and information received from a Discloser must be held in confidence.
- c. Practical measures which the Company may take to protect a Discloser's identity include:
 - i.redacting all personal information or reference to the Discloser;
 - ii.referring to the Discloser in a gender-neutral context;
 - iii.where possible, consulting with the Discloser to help identify certain aspects of their report that could inadvertently identify them; and
 - iv.restricting access to information and records concerning reports made under this Policy.
- d. A breach of the confidentiality requirements set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.
- e.
- f. Despite these protections, it is possible that someone might deduce a Discloser's identity without there having been a breach of this Policy because, for example, the nature of the report points to one particular individual having made it or otherwise as a consequence of the investigation process.

7.2 Retaliation prohibited

- a. The Company is absolutely committed to ensuring all persons who make a report in accordance with this Policy are afforded absolute confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for reporting a Reportable Matter.
- b. Disclosers must not be personally disadvantaged for making a report in accordance with this Policy, whether by dismissal, demotion, any form of harassment, discrimination or any form of current

or future bias. The Company will take whatever action is possible, consistent with this Policy, to make sure that this is the case.

- c. Examples of how the Company will, in practice, protect Disclosers from detriment include:
 - i. allowing Disclosers to perform their duties from another location such as from home; and
 - ii. making support services (including counselling or other professional or legal services) available to Disclosers.
- d. Disclosers are also encouraged to seek independent legal advice or contact regulatory bodies, such as ASIC, if they believe they have suffered detriment as a result of making a report in accordance with this Policy.
- e. A breach of the protections set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.

7.3 Discloser's own involvement in wrongdoing

- a. If a Discloser is implicated in a Reportable Matter, making a report in accordance with this Policy will not protect the Discloser from the consequences flowing from his or her involvement in the wrongdoing. A person's liability for their own conduct is not affected by their report of that conduct under this Policy, although active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.
- b. For the avoidance of doubt, despite a Discloser's involvement in a Reportable Matter, they must not be subjected to, and the Company will ensure they are protected from, any actual or threatened retaliation or victimisation in reprisal for reporting that Reportable Matter in accordance with this Policy.

7.4 Protection under law

Additional protections may be afforded to Disclosers under applicable law including the *Taxation Administration Act 1953* (Cth) and the Corporations Act. Please see the Annexure for further information about the protections afforded to whistleblowers under the Corporations Act.

7.5 Support for Disclosers

Support available for Disclosers includes:

- connecting the Discloser with access to external agencies when and if required;
- appointing an independent support person from the Group to deal with any ongoing concerns they may have; or
- connecting the Discloser with third party support providers such as Lifeline (13 11 14 and Beyond Blue (1300 22 4636).

Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

8 Resources

The Board governs and is responsible for the ultimate decision-making power regarding reports and investigations under this Policy.

8.1 Whistleblower Protection Officer

The Group has appointed a WPO who will safeguard the interests of Discloser making reports under this Policy and will ensure the integrity of the reporting mechanism.

The WPO will refer any reports that require further investigation to the Whistleblower Investigation Officer.

The WPO reports directly to the Managing Director/Chief Executive Officer (**MD/CEO**) and the Audit and Risk Committee where applicable. The WPO also has access to independent advisers as and when required. The current WPO is the Company Secretary.

8.2 Whistleblower Investigations Officer

The Group has also appointed a Whistleblower Investigations Officer (**WIO**) who will carry out or supervise the investigation of reports made under this Policy. The current WIO is a non-executive director of FMR Resources Limited.

The WPO and WIO act independently of each other and the responsibilities of these roles do not reside with one person.

9 Reports concerning the MD/CEO, WPO and WIO

If a report involves the MD/CEO, the WPO and the WIO (or all three representatives for the avoidance of doubt), this will be directed to the Chair of the Board for investigation and further action.

10 Investigating a report

Where a report is made under this Policy, the WIO will investigate the report. Where the WPO deems necessary, the WIO may use an external investigator to conduct an investigation, either in conjunction with the WIO or independently. Where the WPO deems necessary, the WIO may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation.

11 Support for Persons Implicated

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 officer must be immediately reinstated to full duties.

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 Discloser's right to anonymity).

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to external agencies when and if required;
- appointing an independent support person from the Group to deal with any ongoing concerns they may have; or

- connecting the person with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

12 Action taken if wrongdoing found

The Company may take a range of actions if the investigation finds that wrongdoing has occurred, including:

- a. appropriate sanctions against the wrongdoer in accordance with applicable law;
- b. where illegal conduct has occurred, reporting the matter to the relevant authorities; and
- c. changes to the Company's procedures to prevent reoccurrence of similar wrongdoing.

13 Board to be informed

Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal. The Board of Directors of the Company and the Company Secretary must be informed of any material incidents reported under this Policy immediately.

14 Investigation feedback

Wherever possible, and assuming that the identity of the Discloser is known, the Discloser will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

15 Maintaining records

The Company will maintain a secure and confidential record of all reports made and all actions taken under this Policy including:

- a. reports of Reportable Matters;
- b. complaints of breaches of this Policy; and
- c. the results of any investigations conducted under this Policy.

16 Identity of Disclosers not recorded

Unless required by law, a court or as consented to by the Discloser, the identity of the Discloser, or information that is likely to lead to the identification of the Discloser, must be redacted from the records referred to in section 16.

17. Training

The Company will:

- (a) provide for the training of Personnel about this Policy and their rights and obligations under it; and
- (b) provide for the training of those who may receive reports under this Policy about how to respond to them.

18. Additional Information

Personnel should contact the Whistleblower Investigations Officer if they wish to seek additional information before formally making a report. The Whistleblower Investigations Officer will endeavour to respond to all queries in a timely manner.

19. Reports to other bodies

In certain circumstances a Discloser may have a legal obligation to make a report to a statutory body or government department. Disclosers should ensure that they comply with all such reporting requirements. The WPO can advise Disclosers on these reporting obligations.

20. General

It is a condition of any employment or engagement by the Company that all employees, officers and contractors must comply at all times with this Policy. However, this Policy does not form part of any agreement between any person and the Company, nor does it constitute terms and conditions of any person's employment or engagement with the Company.

This policy will be made available to officers and employees of the Company by making it accessible on the Company's website.

21. Review of the policy

This Policy will be reviewed on every two years to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of the organisation. This Policy may be amended, withdrawn or replaced from time to time at the sole discretion of the Company.

22. Policy Contacts

Whistleblower Investigations
Officer

The Company
Secretary

ANNEXURE
WHISTLEBLOWING UNDER THE CORPORATIONS ACT

Part 9.4AAA of the Corporations Act contains a whistleblower protection regime that applies to the Company. This Annexure contains only a summary of the regime and is not exhaustive. It should not be relied upon as legal advice. Furthermore, the Corporations Act may have been amended since the date this Policy was published, meaning this information may no longer be current. Protection may also be provided under other applicable laws such as the *Taxation Administration Act 1953* (Cth).

1. PROTECTED DISCLOSURES

1. (Conditions) The Corporations Act affords protections to disclosers where the following conditions are met:

- a. the discloser is an individual who is, or has been, any of the following in relation to the entity:
 - i. an officer or employee;
 - ii. a supplier of services or goods to the entity (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
 - iii. an associate of the entity; and
 - iv. a relative, dependant or spouse of an individual mentioned above,

and:

- b. the discloser has made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient' or to ASIC, APRA or another Commonwealth body prescribed by regulation;
- c. the discloser has made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- d. the discloser has made an 'emergency disclosure' or 'public interest disclosure' (in which case, the disclosure can be made to a journalist or parliamentarian and still qualify for protection under the Corporations Act).

2. It is important for disclosers to understand the criteria for making an 'emergency disclosure' or a 'public interest disclosure' prior to making the disclosure. Refer to section 1317AAD of the Corporations Act for further details and seek advice from a legal practitioner.

3. Disclosures can be made anonymously and still be protected under the Corporations Act.

4. (Disclosable matters) Disclosable matters involve information that the discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to:

- a. the entity; or
- b. a related body corporate of the entity,

and includes information which the discloser has reasonable grounds to suspect indicates those entities (including their employees or officers) have engaged in conduct that:

- c. constitutes an offence against, or a contravention of, a provision of any of the following:
 - i. the Corporations Act;
 - ii. the *Australian Securities and Investments Commission Act 2001* (Cth);
 - iii. the *Banking Act 1959* (Cth);
 - iv. the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - v. the *Insurance Act 1973* (Cth);
 - vi. the *Life Insurance Act 1995* (Cth);
 - vii. the *National Consumer Credit Protection Act 2009* (Cth);
 - viii. the *Superannuation Industry (Supervision) Act 1993* (Cth); or
 - ix. an instrument made under an Act referred to above;
- d. constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

- e. represents a danger to the public or the financial system; or
 - f. is prescribed by regulation.
5. Disclosable matters include conduct that may not involve a contravention of a particular law.
6. Disclosures that are not about 'disclosable matters' do not qualify for protection under the Corporations Act. If a disclosure about a Reportable Matter under the Policy is not a 'disclosable matter' (e.g. reports of breaches of the Company's policies), it does not qualify for protection under the Corporations Act.
7. **(Personal work-related grievances)** Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser, do not qualify for protection under the Corporations Act. Personal work-related grievances are those that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:
- a. have any other significant implications for the entity (or another entity); or
 - b. relate to any conduct, or alleged conduct, about a disclosable matter.
8. A personal work-related grievance may still qualify for protection if:
- a. it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
 - b. the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
 - c. the discloser suffers from or is threatened with detriment for making a protected disclosure; or
 - d. the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.
9. **(Eligible recipients)** An 'eligible recipient' includes:
- a. an officer or senior manager of the entity or related body corporate;
 - b. the internal or external auditor (including a member of an audit team conducting an audit) or actuary of the entity or related body corporate; and
 - c. a person authorised by the entity to receive disclosures that may qualify for protection.

2. PROTECTION UNDER THE CORPORATIONS ACT

1. If a person makes a disclosure that qualifies for protection under the Corporations Act:
- a. that person will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
 - b. no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against that person on the basis of the disclosure;
 - c. it will be an offence to disclose the identity of that person or information that is likely to lead to the identification of that person, without the consent of that person (subject to limited exceptions such as disclosures to ASIC, APRA, a legal practitioner or the AFP); and
 - d. it will be an offence to cause or threaten to cause any detriment to that person due to a belief or suspicion that the person made, or proposes to make, a disclosure. The definition of detriment includes dismissal, injury, discrimination and a range of other actions.
2. These protections apply not only to internal disclosures, but also to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.
3. A contravention of these provisions can incur hefty civil and criminal penalties as well as result in compensation being paid to the person who has made the protected disclosure.
4. A discloser (or any other employee or person) can seek compensation and other remedies through the courts if:
- a. they suffer loss, damage or injury because of a disclosure; and

b. the entity failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.