

Whistleblower Policy

NickelSearch Limited (ACN 110 599 650)

Whistleblower Policy

1 Purpose

The Company and its subsidiaries requires its directors, officers, employees, consultants and contractors (**Company Staff**) to observe high standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders.

Pursuant to its charter, the Audit and Risk Committee (**Committee**) of the Board is responsible for ensuring that a confidential and anonymous process exists whereby persons can report suspected incidents of corrupt, illegal or unethical work related behaviour in breach of the Company Code of Conduct relating to the Company. In order to carry out its responsibilities under its Charter, the Committee has adopted this Whistleblower Policy (**Policy**).

The purpose of this Policy is to promote the responsibility of Company Staff to report suspected incidents of corrupt, illegal or unethical work related behaviour in breach of the Company's Code of Conduct

The Company is committed to maintaining a positive culture of openness, responsible corporate governance and ethical behaviour where Company Staff are able to report incidents of corrupt, illegal or unethical work related conduct without fear of reprisal.

The Company is committed to ensuring that our employees do not suffer disadvantage for reporting instances of wrongdoing to management.

It is a breach of this Policy for any employee to cause disadvantage to a whistleblower and this might result in disciplinary action which could include termination of employment.

This Policy has been prepared in accordance with the Company Code of Conduct and with reference to the Corporations Act Part 9.4AAA.

2 Objectives

The specific objectives of this Policy are to:

- (a) promote the responsibility of Company Staff to report corrupt, illegal or unethical work related conduct;
- (b) outline the channels for reporting corrupt, illegal or unethical work related conduct;
- (c) outline the process for dealing with reports of corrupt, illegal or unethical work related conduct; and
- (d) provide Company Staff with assurance that all reports will be taken seriously, treated as confidential and handled without fear of reprisal.

3 Reportable Conduct

Corrupt, illegal or unethical work related conduct, which is considered reportable under this Policy includes any conduct, which in the view of the whistleblower, acting in good faith, involves:

- (a) breach of Company Code of Conduct;
- (b) breach of Laws (including theft, drug sale / use, violence or threatened violence, criminal damage against property);
- (c) obtaining a financial advantage by deception;
- (d) theft of Company property (including cash or assets);
- (e) payment or receipt of secret commissions;
- (f) collusive tendering;
- (g) receiving inappropriate gifts or entertainment;
- (h) internet or e-mail misuse;
- (i) leaking of confidential or private information;
- (j) commercial bribes or kickbacks;
- (k) nepotism and favouritism;
- (l) conflicts of interests;
- (m) discrimination;
- (n) harassment;
- (o) bullying;
- (p) abuse of position;
- (q) unsafe work practices;
- (r) environmental vandalism;
- (s) inappropriate or anti-social behaviour in the community;
- (t) damages to Company's reputation; and / or
- (u) any other activity detrimental to Company's financial position or the general interests of the business.

4 Whistleblower Protection

Whistleblowers will be protected and laws exist to discourage or penalise acts of reprisal:

- (a) whilst personal contact between whistleblowers and the reporting channels is desired, anonymity is assured if requested or required; and

- (b) Whistleblowers may request action to be taken to ensure additional protection (such as job relocation to another team or area of the business or leave of absence during investigations) where it is not possible to maintain the anonymity of the whistleblower.

4.2 Reporting

Whistleblowers can report wrongdoing through the following channels:

- (a) Chief Executive Officer / Company Secretary;
- (b) Chairman; or
- (c) any other Director.

Company Staff are encouraged, where they are comfortable, to raise issues with Company Management first to enable early resolution of concerns or issues.

4.3 Protection

Employees can choose to disclose their name, or if their identity becomes apparent through making a report, they can request the Company Secretary to ensure Whistleblower protection is assured.

The Company Secretary will contact the employee to discuss the protection that might be needed. Available protection depends on the situation and may include:

- (a) ensuring confidentiality in the investigation and protecting the employee's identity;
- (b) monitoring and managing the behaviour of other employees;
- (c) offering a leave of absence while a matter is investigated;
- (d) relocating employees to a different working group or department; and
- (e) taking steps to ensure the employee is not treated unfairly.

4.4 Reporting Procedure

Employees wishing to make a report are encouraged to do so as soon as possible:

- (a) to enable early resolution where possible;
- (b) to prevent unnecessary delay and / or escalation through satisfactory resolution; and
- (c) to ensure appropriate escalation where required.

The Company Secretary has been delegated as the Whistleblower Protection Officer (**WPO**) and is the permanent point of contact for investigations. The Whistleblower Protection Officer has the responsibility of providing individual employees with protection from disadvantage and will contact the person to discuss their needs.

The Committee has delegated responsibility for:

- (d) review of Whistleblower Reports, reporting and providing appropriate protection for the Whistleblower to the Company Secretary;
- (e) managing reviews and coordinating investigations to the Company Secretary. The Company Secretary will provide a report to the Committee on:

- (i) the matters raised in the Whistleblower Report;
- (ii) any investigation undertaken and any actions implemented to address the matters raised in the Whistleblower Report.

Where any Whistleblower Report relates to the WPO, these reports will be provided directly to the Chairperson of the Committee for review and the Chairperson shall be responsible for coordinating the investigation and implementation of any recommendations.

5 Investigation

The following shall apply with respect to Whistleblower communication and participation:

- (a) the Whistleblower report will be confidentially provided to the WPO within 24 hours of receipt;
- (b) the WPO will determine how the complaint shall be dealt with, either through internal or external parties to conduct any investigation;
- (c) the WPO shall ensure fairness is applied throughout any investigation;
- (d) appropriate feedback will be provided to the Whistleblower, by the WPO, where they have not remained anonymous including acknowledgement of the report and details of an initial interview;
- (e) the WPO shall oversee any investigation and resolution of the complaint, seeking assurance from management that where practical, any wrongdoing verified by the investigation is rectified; and
- (f) the WPO may engage external expertise to provide support with the investigation process, to ensure that due process is followed.

The investigation may vary depending on the precise nature of the conduct being investigated. All investigations will be conducted in a manner that is fair, objective and affords natural justice to all involved.

6 Action

A range of actions are available once the investigation has concluded. These may include:

- (a) appropriate sanctions against the wrongdoer in accordance with employment laws;
- (b) where illegal conduct has occurred, this may involve reporting the matter to relevant authorities and in some cases the police; and / or
- (c) changes to the Company's procedures and requirements to prevent reoccurrence of the Unethical Conduct, if appropriate.

7 Good faith

This Policy applies for serious and sensitive issues. Although the Whistleblower is not expected to prove the truth of an allegation, he or she should be able to demonstrate, in making a Whistleblower report that the report is being made in good faith and on reasonable grounds.

Whistleblower reports involving staff which are found to be malicious, wholly unsubstantiated or of a vexatious nature will result in disciplinary action, up to and including termination. No action will be taken where the Whistleblower report was made in good faith even though no wrongdoing was identified.

In circumstances where a Whistleblower report from an external party is found to be malicious, wholly unsubstantiated or of a vexatious nature, these will be referred to an appropriate external party, for example, the Police.

8 Communication

This Policy will be communicated and promoted at all levels of the Company's business and will be disclosed on the Company website for reference by external stakeholders.

9 Review of Policy

This Policy will be reviewed at least every two years annually to ensure its effectiveness.

Schedule 1 – Definitions

General terms and abbreviations used in this Plan have the meanings set out below.

- (a) **Board** means the board of Directors of the Company.
- (b) **Director** means a director of the Company.
- (c) **Chairman** means the chairman of the Board.
- (d) **Code of Conduct** means the code of conduct of the Company.
- (e) **Company** or **Group** means NickelSearch Limited (ACN 110 599 650) and its subsidiaries.
- (f) **Company Secretary** means the company secretary of the Company.
- (g) **Company Staff** means any Director(s), officers, employees, consultants and/or contractors of the Company.
- (h) **Employee** means any employee of the Company.
- (i) **Officer** has the meaning given to that term in the Corporations Act.
- (j) **WPO** means the Whistleblower Protection Officer.