

Whistleblower Policy

Coda Minerals Limited (ACN 625 763 957) (the Company)

1. Introduction and Purpose

1.1 Background

The Company is committed to promoting and supporting a culture of corporate compliance and ethical behaviour.

This Policy is consistent with and supports the Company's values.

1.2 Purpose

The purpose of this Policy is to:

- (a) encourage **Employees** (being any director, secretary, officer, employee, secondee or contractor of the Company) to raise any concerns and report instances of Reportable Conduct (as defined below) where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;
- (b) outline the mechanisms for the reporting and investigation of reported matters;
- (c) outline the measures in place to protect an Employee who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company (**Whistleblower**); and
- (d) outline the additional procedures and protections that apply to Whistleblowers under the *Corporations Act 2001* (Cth) (**Corporations Act**) in relation to the reporting of possible breaches of the **Corporations Legislation** (as defined in section 9 of the Corporations Act, and includes the Corporations Act and Australian Securities and Investments Commission Act 2001 (Cth)). Paragraph 5.2 of this Policy explains these procedures and protections.

It is expected that Employees will report known, suspected or potential cases of Reportable Conduct. Failure to raise issues could result in disciplinary action.

1.3 Reportable Conduct

Reportable Conduct means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes conduct that:

- (a) is against the law or is a failure by the Company to comply with any legal obligation;
- (b) is unethical or breaches the Company's policies or Code of Conduct;
- (c) is dishonest, fraudulent or corrupt;
- (d) is coercion, harassment, victimisation or discrimination;
- (e) involves unethical or dubious accounting practices, actions or transactions;
- (f) is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Company);

- (g) is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- (h) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company; or
- (i) involves any other serious impropriety.

2. Scope

This Policy applies to all Employees who wish to report Reportable Conduct regarding the Company's activities.

This Policy does not deal with staff grievances which do not constitute Reportable Conduct.

3. Reporting conduct

3.1 How to report conduct

Employees can report Reportable Conduct to any Whistleblower Officer.

3.2 Whistleblower Protection Officers

The Company's Whistleblower Officers are:

Whistleblower Officers
Chair
CEO / Managing Director
Company Secretary

Any or all of the above Whistleblower Officers may undertake the responsibilities of the Whistleblower Officer in respect of an instance of Reportable Conduct unless the Reportable conduct involves a Whistleblower Officer, in which case that Whistleblower Officer will be excluded from participating as a Whistleblower Officer in relation to that Reportable Conduct.

3.3 Confidentiality of reported conduct

Reports will be kept confidential to the extent possible, subject to legal and regulatory requirements. Reports can be made anonymously if required by sending written reports directly to a Whistleblower Officer. If an Employee chooses to disclose Reportable Conduct anonymously, this may hinder the ability of the Company to fully investigate the matter. Further, it may in certain circumstances prevent the Whistleblower from accessing additional protection at law (refer paragraph 5.2 of this Policy). Disclosures that involve a threat to life or property, illegal activities or legal action against the Company may require actions that do not allow for complete anonymity.

4. Handling of reports

4.1 Timely review of reported conduct

All reports of Reportable Conduct will be investigated by a Whistleblower Officer on a timely basis. Appropriate corrective action will be taken as warranted by the investigation.

4.2 Role of Whistleblower Officer

The Whistleblower Officer is responsible for:

- (a) coordinating the investigation into any report received from a Whistleblower;
- (b) documenting and handling all matters in relation to the report and investigation; and
- (c) finalising all investigations.

The Whistleblower Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.3 Rights of person who is alleged to have acted improperly

A person who is the subject of an investigation is entitled to be:

- (a) informed as to the substance of any adverse comment that may be included in a report or other document arising out of any such investigation; and
- (b) given a reasonable opportunity to put their case to the Whistleblower Officer who is investigating the report.

4.4 Whistleblower will be kept appropriately informed

The Whistleblower will be kept appropriately informed of the progress of action taken in respect of their report. At the conclusion of the investigation, they will be informed of the outcome.

4.5 Confidentiality

The Company and any persons receiving reports will not disclose particulars of reported matters that would suggest the identity of the Whistleblower without obtaining the Whistleblower's prior consent, subject to any requirements of applicable law. Any such disclosure to which the Whistleblower consents will be made on a strictly confidential basis.

All files and records created from an investigation will be retained under strict security. The unauthorised release of information without a Whistleblower's consent to any person not involved in the investigation (other than the Board) is a breach of this Policy, subject to any requirements of applicable law.

The Board will receive copies of all investigation reports from Whistleblower Officers. Anonymity and confidentiality requirements will be observed by the Board.

5. Protection of Whistleblowers

5.1 General protections

Whistleblowers that report a concern in good faith under this Policy must not be personally disadvantaged by:

- (a) dismissal;
- (b) demotion;
- (c) any form of harassment;
- (d) discrimination; or
- (e) current or future bias.

The Whistleblower is not, however, protected from civil or criminal liability for any of his or her conduct which may be revealed by the report. However, if a Whistleblower reports such conduct and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a mitigating factor when determining actions which may be taken against them.

5.2 Protection under the Corporations Legislation

The Corporations Act provides additional protections in relation to the reporting of a possible contravention of the Corporations Legislation. A disclosure of information by a person qualifies for protection under the Corporations Act if:

- (a) the Whistleblower is an officer or employee of the Company (including any of its subsidiaries), a contractor (who has a contract for the supply of services or goods to the Company) or an employee of such a contractor;
- (b) the report is made to:
 - (i) the Australian Securities and Investments Commission;
 - (ii) the Company's auditor, or a member of the audit team; or
 - (iii) a Whistleblower Officer or other director of the Company;
- (c) the Whistleblower provides their name before making the report. Anonymous reports are not protected under the Corporations Legislation;
- (d) the Whistleblower has reasonable grounds to suspect that the information indicates that there has been a contravention of the Corporations Legislation by the Company or any of its officers or employees; and
- (e) the disclosure is made in good faith.

If these conditions are met, the Corporations Act provides the following protections to the Whistleblower:

- (a) the Whistleblower is not subject to any civil or criminal liability for making the disclosure. The Whistleblower is not, however, protected from civil or criminal liability for any of its conduct which may be revealed by the report;
- (b) no contractual or other remedy may be enforced or exercised against a Whistleblower on the basis of the disclosure, and a contract to which the Whistleblower is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract;
- (c) if the Company purports to terminate the employment of a Whistleblower on the basis of the disclosure, a court may reinstate the Whistleblower to the same position or a position at a comparable level;

- (d) the Whistleblower is protected from actual or threatened detriment because of the report and may receive compensation for any damage caused by such detriment; and
- (e) subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the Whistleblower's identity or information likely to lead to identification of the Whistleblower.

The Company and its subsidiaries are committed to full compliance with these protective provisions.

6. Other matters

6.1 Amendment of Policy

This Policy can only be amended with the approval of the Board.

6.2 Training

The Company will provide training sessions as required to assist Employees' understandings of the Whistleblower process and the protections provided to them throughout the process.

6.3 Adoption of Policy and Board review

This Policy was adopted by the Board on 19 July 2019, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically to ensure effective operation and assess whether any changes are necessary. The Company Secretary will communicate any amendments to Employees as appropriate.