



PNX Metals Limited
ABN: 67 127 446 271
Whistleblower
Protection Policy

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WHISTLEBLOWER PROTECTION POLICY

1. Policy summary

1.1 Purpose and application of this policy

Italicised terms used in this policy are defined in the glossary.

The *Company* is committed to the highest standards of conduct and ethical behaviour and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

The *Company* encourages the disclosure of any instances of actual or suspected unethical, illegal, fraudulent or undesirable conduct involving the *Company* and provides protections and measures so that those persons who make a disclosure may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This policy sets out:

- (a) who is entitled to protection as a *Whistleblower*;
- (b) the protections *Whistleblowers* are entitled to; and
- (c) how disclosures made by *Whistleblowers* will be handled by the *Company*.

This policy is made available to the *Company's Officers*, and employees and the *Company's* contractors and their employees on the *Company's* website at www.pnxmetals.com.au. All of the *Company's Officers*, employees and contractors must comply with this policy.

1.2 How does this policy interact with *Statutory Whistleblower Regimes*?

This policy complies with section 1317A1 of the *Corporations Act*. By making a disclosure in accordance with this policy, a person may be afforded protection under the *Statutory Whistleblower Regimes*.

2. Eligibility for protection under this policy and the *Statutory Whistleblower Regimes*

2.1 Eligibility overview

To be eligible for protection as a *Whistleblower* under this policy and the *Statutory Whistleblower Regimes* a person must:

- (a) be one of the individuals set out in section 2.2;
- (b) disclose information regarding the type of matters set out in section 2.3; and
- (c) disclose that information to one of the persons set out in section 2.4.

2.2 Who is eligible to make disclosures?

Disclosures can be made by an individual who is; or has been:

- (a) an *Officer* or employee of the *Company*;
 - (b) an individual contractor, consultant or supplier of goods or services to, or business partner of, the *Company*;
 - (c) an employee of a contractor, consultant or supplier of goods or services to, or a business partner of the *Company*;
 - (d) an individual who is an Associate of the *Company*; or
 - (e) a *Family Member* of an individual mentioned in section 2.2(a) to 2.2(d).
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A person may choose to disclose information anonymously and to remain anonymous over the course of any inquiry into or investigation of the disclosure made and after the inquiry or investigation is finalised.

Anonymous disclosure may have significant limitations that may inhibit a proper and appropriate inquiry or investigation. These limitations include the inability to provide feedback on the outcome and/or to gather additional particulars to assist any inquiry/investigation. Specific protection mechanisms may be difficult to enforce if a *Whistleblower* chooses to remain anonymous. If an anonymous disclosure is made the *Whistleblower* should maintain periodic two-way communication with the person to whom the disclosure is made so follow up questions may be asked and answered or feedback may be provided. An anonymous *Whistleblower* may, at any time, refuse to answer questions that the *Whistleblower* feels could reveal their identity.

2.3 What types of information can be disclosed?

A disclosure for which protection is afforded by this policy and the *Statutory Whistleblower Regimes* must concern information that the discloser has reasonable grounds to suspect:

- (a) constitutes misconduct or an improper state of affairs or circumstances in relation to the *Company*; or
- (b) indicates that the *Company* or an *Officer* or employee of the *Company* has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following:
 - (1) the *Corporations Act*;
 - (2) the Australian Securities and Investment Commission Act 2001;
 - (3) the Banking Act 1959;
 - (4) the Financial Sector (Collection of Data) Act 2001;
 - (5) the Insurance Act 1973;
 - (6) the Life Insurance Act 1995;
 - (7) the National Consumer Credit Protection Act 2009;
 - (8) the Superannuation Industry (Supervision) Act 1993;
 - (9) an instrument made under an Act referred to in any of subparagraphs (1) to (8); or
- (c) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (d) represents a danger to the public or the financial system.

Examples of what constitutes misconduct include conduct which:

- (a) is dishonest, fraudulent or corrupt (including giving or receiving a bribe);
- (b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- (c) is unethical or in breach of *Company* policies;
- (d) represents a danger to the public or to the financial system (even if not a breach of any law);
- (e) is potentially damaging to the *Company*, an *Officer* or employee of the *Company* or a third party, such as unsafe work practices, environmental damage, health risks or an abuse of the *Company's* property or resources;
- (f) is an abuse of authority;
- (g) has caused or may cause financial loss to the *Company* or damage the reputation of either of them or be otherwise detrimental to the interests of either of them;
- (h) involves or may disclose a culture of harassment, discrimination, victimisation or bullying within the *Company*; or

- (i) involves or may involve a detriment to a person who is or proposes to be a *Whistleblower*; or is suspected or believed to be, or could be, a *Whistleblower*,

engaged in by the *Company* or an *Officer* or employee of the *Company*.

The expression “improper state of affairs or circumstances” is not defined in the *Corporations Act* and will have its common meaning in the English language interpreted, according to *ASIC*, broadly.

A disclosure:

- (a) is not protected by this policy or the *Statutory Whistleblower Regimes* if it is solely about a *Personal Work-related Grievance* unless the report is made to a legal practitioner for the purpose of obtaining legal advice or representation about the operation of this policy or the whistleblower protections afforded by the *Statutory Whistleblower Regimes*; but
- (b) may be protected by this policy or the *Statutory Whistleblower Regimes* even though it turns out to be incorrect.

2.4 Who should a disclosure be made to?

To qualify for protection under this policy and the *Statutory Whistleblower Regimes* a disclosure must be made, in person or by email, telephone or letter (posted or delivered) to any one of the following:

- (a) an *Officer* or *Senior Manager* within the *Company*;
- (b) the *Whistleblower Governance Officer* whose contact details are as set out in the definition of that expression in the glossary;
- (c) an auditor or member of an audit team conducting an audit of the *Company* (the *Company's* auditor is Grant Thornton ,as at February 2020, Iain Kemp who is contactable by email at iain.kemp@au.gt.com, by telephone on +618 8372 6631 or by letter, sent by post or hand delivered, addressed to him at Grant Thornton, Level 3, 170 Frome Street, Adelaide, SA 5000 and marked “private and confidential”);
- (d) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of this policy or the whistleblower provisions in the *Statutory Whistleblower Regimes* or
- (e) if the discloser considers it necessary that the disclosure be made externally:
 - (1) to the Australian Securities and Investment Commission, the Australian Federal Police or any other Commonwealth body prescribed by the *Regulations* (see relevant authority’s website for contact details); or
 - (2) if the disclosure concerns the *Company's* Tax Affairs:
 - (A) a registered tax agent or BAS agent of the *Company*, or an employee or *Officer* within the *Company* who has functions or duties relating to the *Company's* Tax Affairs and who may be assisted in their role by knowing that information; or
 - (B) the Commissioner of Taxation (see Australian Tax Office website for contact details);
- (f) if the disclosure is a *Public Interest Disclosure* or *Emergency Disclosure*, in certain circumstances as provided in the *Statutory Whistleblower Regimes*, to a journalist or a parliamentarian.

All *Officers* and *Senior Managers* to whom a disclosure is made must notify the *Whistleblower Governance Officer* of the disclosure and provide particulars of it and maintain confidentiality about it.

The *Company* encourages the making of disclosures to an *Officer or Senior Manager* within the *Company*, or, if the discloser prefers, the *Whistleblower Governance Officer*, in the first instance as this will enable the *Company* to identify and address wrongdoing as early as possible and build trust in this policy and the processes and procedures under it.

3. Confidentiality

3.1 Whistleblower identity must be kept confidential

Subject to section 3.2, the *Company* is legally obliged to keep the identity of a *Whistleblower* (or information that is likely to lead to their identity becoming known) confidential unless disclosure is necessary for the furtherance of an inquiry or investigation and the *Whistleblower* has consented to that disclosure.

If a *Whistleblower* does consent to the disclosure of their name only a limited number of people who are directly involved in handling and inquiring into or investigating the disclosure will be made aware, on a confidential basis, of the *Whistleblower's* identity or information that is likely to lead to the *Whistleblower* being identified.

To assist with protection of the identity of a *Whistleblower*:

- all files and records created related to a disclosure or an inquiry/investigation will be stored and retained securely and confidentially with access restricted to those directly involved in managing and inquiring into or investigating the disclosure;
- no communication or document relating to the inquiry/investigation of a disclosure will be sent to an email address or to a printer that can be accessed by other staff; and
- each person who is involved in handling and inquiring into or investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a *Whistleblower's* identity may be a criminal offence.

Information disclosed by a *Whistleblower* can be disclosed without the *Whistleblower's* consent if:

- (a) the information does not include the *Whistleblower's* identity;
- (b) the *Company* has taken all reasonable steps to reduce the risk that the *Whistleblower* will be identified from the information; and
- (c) it is reasonable and necessary for inquiring into or investigating the issues raised in the disclosure made by the *Whistleblower*.

The measures the *Company* will take to minimise the risk that a *Whistleblower* will be identified from the disclosure of information the *Whistleblower* has disclosed include:

- all the *Whistleblower's* personal information or reference to the *Whistleblower* witnessing an event will be redacted;
- the *Whistleblower* will be referred to in a gender-neutral context;
- where possible, the *Whistleblower* will be contacted to help identify aspects of the disclosure that could inadvertently identify the *Whistleblower*; and
- the disclosure will be handled and inquired into or investigated by qualified staff or external investigators.

If confidentiality in respect of a *Whistleblower's* identity is breached the *Whistleblower* may lodge a complaint with the *Whistleblower Governance Officer* (contact details provided in the definition of that term in the glossary in section 12) or with a regulator, such as ASIC or the Australian Taxation Office.

If a disclosure is to be inquired into or investigated, it will be necessary to disclose the fact and substance of the disclosure to a person who is the subject of the disclosure as it is essential for natural justice to prevail. Although confidentiality will be maintained unless the *Whistleblower* otherwise consents, in some circumstances, the source of the disclosed issue may be obvious to a person who is the subject of a disclosure even, though the *Company* has taken all reasonable steps to reduce the risk of the *Whistleblower* being identified from the information disclosed.

People also may be able to guess the identify of a *Whistleblower* if:

- the *Whistleblower* has previously mentioned to other people that the *Whistleblower* is considering making a disclosure;
- the *Whistleblower* is one of a very small number of people with access to the information the *Whistleblower* discloses; or
- the *Whistleblower's* disclosure is of, or relates to, information that the *Whistleblower* has previously been told privately and in confidence.

3.2 Permitted exceptions

The identity of a *Whistleblower* (or information that is likely to lead to their identity becoming known) may be disclosed, without the *Whistleblower's* consent, to:

- (a) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of this policy or a *Statutory Whistleblower Regime*;
- (b) the Australian Federal Police;
- (c) the Australian Securities and Investments Commission;
- (d) the Australian Prudential Regulatory Authority; or
- (e) if the disclosure concerns Tax Affairs, the Commissioner of Taxation.

3.3 Provision of *Whistleblower* information to a court or tribunal

The *Company's Officers*, employees and *Associates* must not disclose or produce to a court or tribunal any information or document which discloses the identity of a *Whistleblower* (or information likely to lead to their identity becoming known) without seeking the advice of the *Whistleblower Governance Officer*.

4. Whistleblower Protection Officer

4.1 Appointment of *Whistleblower Protection Officer*

If a *Whistleblower* so requests, a *Whistleblower Protection Officer* may be appointed who is an officer, senior manager or employee of the *Company* or an external person to support and provide protection to the *Whistleblower* according to this policy.

4.2 Role of *Whistleblower Protection Officer*

The *Whistleblower Protection Officer* will provide mentoring and other support deemed necessary by the *Whistleblower Protection Officer*.

4.3 Responsibilities of *Whistleblower Protection Officer*

The *Whistleblower Protection Officer* is responsible for keeping the *Whistleblower* informed of the progress and outcomes of the inquiry/investigation subject to considerations of privacy of those against whom a disclosure has been made.

5. Whistleblower Governance Officer

5.1 Who is the *Whistleblower Governance Officer*?

The *Whistleblower Governance Officer* is the person defined as such in section 12 of this policy.

5.2 Responsibility of *Whistleblower Governance Officer*

The *Whistleblower Governance Officer* is responsible for receiving *Whistleblower* disclosures of wrongdoing and overseeing their resolution and must:

- promptly after receiving a *Whistleblower* disclosure of wrongdoing assess the information disclosed to determine:
 - whether it qualifies for protection under this policy of the *Statutory Whistleblower Regimes*;
 - if and how it should be inquired into or investigated and, if an inquiry or investigation is to occur, the timelines for it; and
 - if it is to be inquired into or investigated:
 - if the *Whistleblower* agrees or asks, appoint a *Whistleblower Protection Officer* to provide support to the *Whistleblower*;
 - inquire into or investigate, or appoint another internal or external person, with appropriate training or experience to inquire into or investigate the disclosure of wrongdoing;
 - where a disclosure of wrongdoing is inquired into or investigated by a person other than the *Whistleblower Governance Officer* ensure that the disclosure is appropriately inquired into or investigated;
 - be satisfied that action taken in response to the inquiry/investigation is appropriate to the circumstances; and
 - provide governance oversight over any inquiry/investigation into *Detriment* caused to a *Whistleblower*, or another person, wholly or partly because of a disclosure of wrongdoing made by the *Whistleblower*.
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6. Prohibition of *Detriment*

6.1 No *Detriment* based on *Whistleblower* status

The *Company's Officers*, employees and *Associates* must not cause or threaten any *Detriment* to any person for a reason which includes that they or any other person:

- (a) is or proposes to be a *Whistleblower*; or
- (b) is suspected or believed to be, or could be, a *Whistleblower*.

Causing *Detriment* in breach of this policy may lead to disciplinary action (including termination of employment or engagement).

It may also be an offence under the *Statutory Whistleblower Regimes* to subject any person to *Detriment* if the reason for the *Detriment* is, wholly or partly, that the person causing the *Detriment* believes or suspects that a disclosure of wrongdoing has been made, may have been made, is proposed to be made or could be made by the person subjected to the *Detriment* (or another person).

Detriment does not include:

- (a) the taking, by the *Company* of administrative action that is reasonable for the purpose of protecting a person from *Detriment* (e.g. moving a *Whistleblower*
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who has made a disclosure about their immediate work area to another area);
or

- (b) the *Company* managing a *Whistleblower's* (or anyone else's) own unsatisfactory performance in line with the *Company's* performance management framework.

Where *Detriment* is threatened, it does not matter whether the person to whom the threat is made actually fears that the threat will be carried out.

6.2 **Whistleblower immunity**

The *Company* must not:

- (a) subject a *Whistleblower* to any liability or disciplinary action for making a disclosure; or
- (b) enforce a remedy or exercise a right against a *Whistleblower*, for making a disclosure; or
- (c) terminate a contract with the *Whistleblower* on the basis that the disclosure constitutes a breach of the contract.

However, a *Whistleblower* may be held liable for any personal misconduct revealed by their disclosure or an inquiry or investigation following a disclosure.

A person making a disclosure which is found to be false and who knew it to be false or made it maliciously may face disciplinary action. A disclosure made which is trivial or vexatious may be treated as if it were found and known to be false.

In certain circumstances the *Statutory Whistleblower Regimes* afford additional legal protections to a *Whistleblower*, such as

- (a) indemnity against civil, criminal or administrative liability (other than civil, criminal or administrative liability for conduct of the *Whistleblower* that is revealed by the disclosure or an inquiry or investigation following a disclosure);
- (b) inadmissibility of information disclosed in evidence against the *Whistleblower* in criminal proceedings or in proceedings for the imposition of a penalty (other than proceedings in respect of the falsity of the information disclosed);
- (c) qualified privilege in respect of the information in defamation proceedings; and
- (d) in the absence of malice on the *Whistleblower's* part, not being liable to an action for defamation at the suit of a person in respect of the information disclosed.

7. **Investigations of information disclosed**

When a disclosure is made which may fall under this policy or a *Statutory Whistleblower Regime*, the following steps must be followed except where, in the opinion of the *Whistleblower Governance Officer*, it would be inappropriate or unreasonable in the circumstances to do so:

- (a) the person who received the information must provide the information to the *Whistleblower Governance Officer* as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential *Whistleblower*) prior to doing so (unless the potential *Whistleblower* has provided their consent to that disclosure);
- (b) as soon as practicable, the *Whistleblower Governance Officer* must assess the information disclosed to determine whether the disclosure falls within the scope of this policy or one of the *Statutory Whistleblower Regimes* and, if so, whether the nature and seriousness of the information disclosed justify that an inquiry or investigation take place;
- (c) If the information disclosed is assessed as justifying an inquiry or investigation the *Whistleblower Governance Officer* must inquire into or

investigate or, if the *Whistleblower Governance Officer* thinks fit appoint an internal or external investigator with appropriate training or experience and with no personal interest to inquire into or investigate, the information disclosed;

- (d) the person conducting an inquiry or investigation must conduct it in an objective and fair manner, ensuring to provide any person who has been adversely mentioned in information provided by a *Whistleblower* an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
- (e) the *Whistleblower Governance Officer* or person conducting an inquiry/investigation (as applicable) must if the *Whistleblower* can be contacted, provide the *Whistleblower* with regular (timing may vary depending on the nature of the disclosure) updates regarding the assessment of the information disclosed and any inquiry/investigation that is taking place
- (f) the outcome of the inquiry or investigation must be reported to the Board, and may (subject to considerations of the privacy of those against whom allegations are made) be reported to the *Whistleblower* and any persons affected as the *Whistleblower Governance Officer* considers appropriate;
- (g) the *Whistleblower Governance Officer* or any person appointed to conduct an inquiry or investigation may call on internal or external experts (such as legal or accounting experts) to assist the *Whistleblower Governance Officer* or appointee (as applicable) with the inquiry or investigation.

Reasonably comprehensive notes of all steps taken in an inquiry/investigation must be kept by the person conducting it which must be stored and handled as contemplated in section 3.1 above regarding the storage and handling of records and documents.

Subject to the exceptions allowed under section 3.2 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 an inquiry or investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an inquiry/investigation must take all reasonable steps to reduce the risk that a *Whistleblower* will be identified.

A *Whistleblower* may raise any concerns or complaints regarding this policy or their treatment with the *Whistleblower Governance Officer* or the Chairman of the Board or of the Audit and Risk Committee of the Board.

8. Board reporting

Subject to the confidentiality obligations in section 3, the *Whistleblower Governance Officer* must provide the Board at least quarterly reports on all active *Whistleblower* matters, including information on:

- (a) the number and nature of disclosures made in the last quarter;
- (b) the status of any inquiry or investigations underway; and
- (c) the outcomes of any inquiries or investigations completed and actions taken as a result of those inquiries/investigations.

9. Training

All *Company Officers* and employees must attend compulsory training organised by the *Company* regarding the *Company's* Whistleblower program.

All the persons listed in section 2.4(a) of this policy must attend compulsory training, organised by the *Company*, on responding appropriately to disclosures made by *Whistleblowers* or potential *Whistleblowers*.

10. Policy review

This policy must be reviewed by the *Whistleblower Governance Officer* at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board before being implemented.

11. Consequences for non-compliance with policy

Any breach of sections 3 or 4 by an *Officer*, employee or contractor will be taken seriously by the *Company*, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this policy may also amount to a civil or criminal contravention under the *Statutory Whistleblower Regimes*, giving rise to significant penalties.

12. Glossary

Unless the context otherwise requires, an italicised term in this policy has the applicable following meaning:

Associate means any individual who is:

- (a) an associate of the Company within the meaning of the *Corporations Act 2001* (Cth) (i.e. generally persons with whom the *Company* is acting in concert); or
- (b) if the disclosure relates to the Company's *Tax Affairs*, an associate of the Company within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth) (a complex definition too detailed to be set out here).

Company means PNX Metals Limited (ACN 127 446 271) and its related bodies corporate.

Corporations Act means the *Corporations Act 2001* (Cth).

Detriment includes (without limitation) dismissal, injury of an employee in their employment, alteration of an employee's position or duties to their disadvantage, discrimination, harassment or intimidation, harm or injury including psychological harm, damage to property, and reputational, financial or any other damage to a person. It also includes omission to take an advantageous action which would, but for a disclosure of wrongdoing, likely have been taken. **Emergency Disclosure** means a disclosure, made to a Federal, State or Territorial parliamentarian or journalist:

- (a) of information that has previously be disclosed in circumstances that qualifies for protection under the *Statutory Whistleblower Regime* in the *Corporations Act*;
- (b) where the discloser
 - (1) has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
 - (2) has notified the body to which the previous disclosure was made of the discloser's intention to make an emergency disclosure such notification to include sufficient information to identify the previous disclosure; and
- (c) the extent of the information disclosed to the parliamentarian or journalist concerned is no greater than is necessary to inform the parliamentarian or journalist of the substantial and imminent danger.

[Note: Further detail regarding *Emergency Disclosure* is to be found in section 1317AAD of the *Corporations Act*]

Family Member means a:

- (a) *Spouse*, parent, child, sibling or other *Relative* of an individual; or
- (b) dependent of the individual or their *Spouse*.

Officer has the same meaning as in the *Corporations Act 2001* (Cth) (which includes but is not limited to directors and company secretaries).

Personal Work-Related Grievance means a grievance about any matter in relation to an individual's employment or former employment which has, or tends to have, implications only for the individual personally, and where the information does not:

- (a) include information about misconduct or is information about misconduct that includes or is accompanied by a *Personal Work-related Grievance* (i.e. a mixed disclosure)
- (b) have significant implications to the entity to which it relates, or any other entity, that does not relate to the individual;
- (c) include information:
 - (i) about a breach or suspected breach of employment or other law involving imprisonment for a period of 12 months or more,
 - (ii) about conduct that represents a danger to the public, or
 - (iii) that suggests misconduct beyond the individual's circumstances.; or
- (d) does not concern *Detriment* to a Whistleblower or another person (see section 4 of this policy).

Public Interest Disclosure means a disclosure, made to a Federal, State or Territorial parliamentarian or journalist:

- (d) of information that has, at least 90 days previously, been disclosed in circumstances that qualifies for protection under the Statutory Whistleblower Regime in the *Corporations Act*:
- (e) where the discloser
 - (1) does not have reasonable grounds to believe that action to address the matter previously disclosed has been or is being taken; but
 - (2) has reasonable grounds to believe that making a further disclosure would be in the public interest; and
 - (3) has (after that 90-day period) notified the body to which the previous disclosure was made of the discloser's intention to make a public interest disclosure such notification to include sufficient information to identify the previous disclosure; and
- (f) the extent of the information disclosed to the parliamentarian or journalist concerned is no greater than is necessary to inform the parliamentarian or journalist of the misconduct or the improper state of affairs or circumstances or the conduct referred to in section 2.3(b) of this policy involved.

[Note: Further detail regarding *Public Interest Disclosure* is to be found in section 1317AAD of the *Corporations Act*]

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.

Senior Manager means a person (other than a director or secretary of the Company) who:

- (a) makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or
- (b) has the capacity to affect significantly the corporation's financial standing.

Spouse means the married, de facto or registered partner of the individual.

Statutory Whistleblower Regimes means either or both of the regimes contained in Part 9.4AAA of the *Corporations Act 2001* (Cth) and Part IVD of the Taxation Administration Act 1953 (Cth).

Tax Affairs means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation.

Whistleblower means a person who is eligible for protection as a whistleblower under this policy or under the *Statutory Whistleblower Regimes*.

Whistleblower Governance Officer means the Company Secretary, Mr Angelo Gaudio, (contactable by email at angelo.gaudio@pnxmetals.com.au, by telephone on 0417 804 125 or by letter, sent by post or hand delivered, addressed to him at Level 1, 135 Fullarton Road, Rose Park, South Australia 5067 and marked private and confidential), unless a disclosure concerns or involves the Company Secretary when, in relation to that disclosure it means the Chairman of the Board of the Company, Mr Graham Ascough (contactable by email at grahamascough@gmail.com, by telephone on 0407 955 779 or by letter, sent by post or hand delivered, addressed to Mr Ascough at Level 1, 135 Fullarton Road, Rose Park, SA 5067 and marked private and confidential)..

Whistleblower Protection Officer means the person appointed as such by the *Whistleblower Governance Officer* at the request or with the consent of any particular *Whistleblower*.

Date	4 December 2019
Latest review date	6 March 2020