

## **Eclipse Metals Limited Whistleblower Policy**

### **1. Purpose**

The purpose of the Whistleblower Policy is to encourage the reporting of wrongdoing that is of legitimate concern by providing a convenient and safe reporting mechanism and protection for the persons who make the disclosure.

### **2. Application**

The Whistleblower Policy applies to all Eclipse services regardless of entity name or type (collectively the **Eclipse Group**). It is to be adhered to by all Directors and personnel including executives, managers, staff, consultants and contractors.

The Policy is accessible from the Company's website.

### **3. Policy Statement**

The Eclipse Group is committed to a culture of corporate compliance and promoting and supporting high honest and ethical behaviour, which are set out in the Company's Corporate Governance Code of Conduct Policy.

People who have a working relationship with the Eclipse Group are often the first to realise that there may be something wrong with the Company's systems and processes. However, they may not wish to voice such concerns for fear of being victimised, subjected to reprisals for reporting wrongdoing or being dismissed for appearing as a troublemaker.

So, the Board of the Eclipse Group have recognised the importance of ensuring that whistleblowers are confident about raising concerns internally, by offering a reporting and investigative mechanism that is objective, confidential, independent and provides protection from reprisal or disadvantage.

Under this Policy, when a whistleblower makes a disclosure:

- Their identity will remain confidential according to their wishes;
- They will be protected from reprisal, discrimination, harassment or victimisation for making the disclosure;
- Concerns reported will be properly investigated with a view to establishing the facts;
- Issues identified from the investigation will be resolved and/or rectified;
- They will be informed about the outcome;
- Any retaliation for having made the disclosure will be treated as serious wrongdoing under this Policy

### **4. Reportable Matters**

The Eclipse Whistleblower Policy has been designed to ensure that honesty and integrity in the Company's systems and processes are maintained.

Despite all best efforts for and on behalf of the Company, there may arise opportunities whereby the systems and processes are compromised because a director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with Eclipse has engaged in conduct that is deemed to be reportable matter.

Reportable matters do not have to be about breaking the law. Eligible disclosures can be about misconduct or an improper state of affairs or circumstances.

At the centre of the Whistleblower Policy is the reporting of conduct that:

- is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the Company's Code of Conduct;
- is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of the Company's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the Company's Code of Conduct or other policies or procedures);
- is potentially damaging to the Company, a Company employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of the Company's property or resources;
- amounts to an abuse of authority;
- may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company's interests;
- involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act 2001 (Cth) (Corporations Act);
- conduct that amounts to a criminal offence or contravention of the *Corporations Act* or *Australian Securities and Investments Commission Act 2001* (Cth);
- conduct that is a Commonwealth criminal offence punishable by more than 12 months imprisonment; or
- involves any other kind of misconduct or an improper state of affairs or circumstances.

**Annexure A** describes special protections for whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to the Company or a related body corporate under the Corporations Act.

**Annexure B** describes special protections for tax whistleblowers.

The scope of conduct that is reportable is especially broad and does extend to include any matter, which in the view of the whistleblower, is illegal, unethical, contrary to the policies of the Eclipse Group in some other manner not right or proper—and is not just limited to Accounting Concerns.

### **Personal work-related grievances**

A personal work-related grievance is a grievance about an individual's employment that has implications only for the individual personally (such as payroll or remuneration issues, promotion decisions and interpersonal conflicts), but does not have any other significant implications for Eclipse or relate to conduct about an eligible disclosure as referred to above.

Disclosures about solely personal work-related grievances are not covered by this policy and do not qualify for protection under the Australian whistleblower laws unless they also relate to any detriment or threat of detriment

## **5. Who can report a Reportable Matter?**

Disclosure that qualifies for protection under the Australian whistleblower laws is available to:

1. an officer or employee of Eclipse, including permanent, part-time, fixed-term or temporary employees or interns and secondees;

2. a supplier of goods and services to Eclipse (whether paid or unpaid), including their employees (for example, contractors, consultants, service providers and business partners); or
3. an associate of Eclipse; or
4. a parent, grandparent, child, grandchild, sibling, spouse or dependent of any of those people

Reports can also be made anonymously if required. However, this may affect the Company's ability to investigate the matter properly and to communicate with the whistleblower about the report.

Nothing in this Policy should be taken as restricting the whistleblower from reporting any matter or providing any information to a regulator (such as ASIC), Eclipse's auditor or a member of the audit team or any other person in accordance with any relevant law, regulation or other requirement.

## 6. Who can be told about Reportable Matters?

A reportable matter can in the first instance be advised to the Company's dedicated Whistleblower Protection Officer (Eclipse's Whistleblower Protection Officer is the Company Secretary).

By post: PO Box 1592, BOORAGOON WA 6954

By hand Level 3, 1060 Hay Street, WEST PERTH WA 6005

Telephone +61 8 9364 2387

Disclosure can also be made to the following people:

1. Any director, officer or senior manager of Eclipse;
2. The external auditor (including a member of an audit team conducting an audit on Eclipse – Eclipse's external auditor is Stantons International); or
3. Eclipse's externally appointed Chief Financial Officer, if the disclosure concerns the tax affairs of the Company on + 61 8 9480 0420

## 7. Investigation Process

Investigation processes will vary depending on the precise nature of the conduct being investigated. The purpose of the investigation is to determine whether the whistleblower's concerns are substantiated, with a view to the Company then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.

The investigation will be thorough, objective, fair and independent of the whistleblower. The investigation will also have proper regard to the principles set out in the Australian Standard on Whistleblower Protection Programs.

**STEP 1** The person who receives the reportable matter will provide the information to the Whistleblower Protection Officer (or to the Company Secretary if the disclosure is about the Whistleblower Protection Officer), as soon as practicable, ensuring the identity of the whistleblower is protected, unless the whistleblower has consented otherwise.

**STEP 2** The Whistleblower Protection Officer (or the Company Secretary) will determine whether the reportable matter is covered by this policy and, if appropriate, appoint an investigator with no personal interest in the matter to conduct an investigation. If required, an external investigator will be appointed to ensure the investigation is handled fairly and independently or where specialist skills or expertise are necessary.

**STEP 3** The investigator(s) will conduct the investigation in an objective and fair

manner, ensuring that they give any employee who is mentioned in the disclosure an opportunity to respond to the allegations prior to any adverse findings being made against them. .

The Company will provide regular updates on the status of the investigation as appropriate, with the frequency and timing of such updates depending on the nature of the reportable matter.

Eclipse will aim to conclude the investigations with 9 months of receiving advise about the reportable matter. But that time may vary depending on the nature of the matter.

**STEP 4** The outcome of the investigation will be reported to the Board and may, if the Whistleblower Protection Officer considers appropriate, be shared.

## 8. Protection of Whistleblowers

Eclipse is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly and do not suffer detriment.

Primarily, all files relating to the whistleblower report(s) will be kept secure and information received from the whistleblower will held in confidence and only disclosed to a person not connected with the investigation if:

- The whistleblower has been consulted and has consented to the disclosure;
- It is required by law - Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police (AFP); or
- the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If the Company needs to investigate a report, it may disclose information that could lead to the whistleblower identity, but it will take reasonable steps to reduce this risk.

Any disclosures of the whistleblower's identity or information likely to reveal their identity will be made on a strictly confidential basis.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under the Company's disciplinary procedures.

The Corporations Act gives special protection to disclosures about breaches of that Act, provided certain conditions are met – refer to Annexure A for further details.

The Taxation Administration Act 1953 (Cth) (Taxation Administration Act) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to Annexure B for further details.

Eclipse recognises that “whistleblowing” can be very stressful and difficult. Provided the whistleblower has acted in good faith and they have not themselves engaged in serious misconduct or illegal conduct, to the maximum extent possible they will not be subject to disciplinary sanctions by Eclipse in relation to any matters that they report.

The Whistleblower Protection Officer will, as far as possible safeguard the whistleblower's interests, having regard to this Policy, the Australian Standard on Whistleblower Protection Programs and any other applicable policies and laws. In particular, the Protection Disclosure Office will take whatever action is possible consistent with this Policy to make sure whistleblowers are not personally disadvantaged for making the report, and are not subjected to detrimental conduct - whether by dismissal, demotion, any form of harassment, discrimination disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

If the whistleblower claims to have been the subject of any such action from making the report, and the matter cannot be resolved by management, the matter will be referred, in the absence of an Audit and Risk Committee to the Company's Audit Partner.

## 9. Board reporting procedures

The Eclipse Board will receive half-yearly reports on all active whistleblower matters until investigations relating to that disclosure are complete.

Such reports will include information on:

- the number and nature of disclosures made in the last quarter (for example, by who, who to and matter type);
- how disclosures were reported;
- the status of any investigations underway;
- the frequency of communications with disclosers;
- the outcomes of completed investigations and actions taken; and
- the timeframes for responding and investigating disclosures.

Reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

## 10. Records and Review

In the absence of an Audit and Risk Management Committee, the Company Secretary will maintain a record of all whistleblowing incidents and actions taken under this Policy.

The policy will be reviewed by the Board or its delegated committee with the assistance of the Whistleblower Protection Officer at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board.

The Company Secretary is authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board.

## 11. Training

On a yearly basis, the Chairman and Company Secretary will review and assess the training requirements of the Whistleblower Protection Officer's role in light of the number and complexity of reportable matters made in the previous financial year.

New people to the Eclipse Group will receive information on the Policy as part of their engagement. When applicable a copy of the Policy will be posted at mine sites operated by the Company. Whenever significant changes are made to the Policy, notification will be required.

## 12. Related Policies

The Eclipse Whistleblower Policy must be read in conjunction with the Eclipse Code of Conduct.

## 13. Optional – Disclosure Form

The attached Disclosure Form can be used by anyone who is or was a director, other officer, employee, contractor, consultant, supplier, supplier's employee, as well as a parent, grandparent, child, grandchild, sibling, spouse or dependant of any of these individuals.

This Form is part of PLC's whistleblower program and is intended to assist making disclosure to an Eclipse director or officer under Eclipse's Whistleblower Policy.

Use of this Form (including provision of all information requested in it) is optional.

**Whistleblower  
Protection Officer**

By post: PO Box 1592, BOORAGOON WA 6954

By hand: Level 3, 1060 Hay Street, WEST PERTH WA 600

Telephone: +61 8 9364 2387

**Change History**

**Date**

17 December 2019

**Change Reason**

New Policy adopted by the Board

## Disclosure Form

CONSENT	
<input type="checkbox"/>	I consent to my identity being shared in relation to this disclosure; OR
<input type="checkbox"/>	I wish for my identity to remain anonymous <i>(If you wish to remain anonymous, you do not need to complete section B and Section C)</i>
<input type="checkbox"/>	I consent to being contacted about my disclosure <i>(If so, please complete Section C)</i>
<input type="checkbox"/>	I wish to receive updates about my disclosure <i>(If so, please complete Section C)</i>
PERSONAL DETAILS	
<b>Name:</b>	
<b>Address:</b>	
<b>Department / Team (if applicable):</b>	
<b>Role / Position:</b>	
CONTACT DETAILS	
<b>Preferred telephone no:</b> <i>(this may be a private number; please include country and area code)</i>	
<b>Preferred email address:</b> <i>(this may be a private email address)</i>	
<b>Preferred contact method:</b> <i>(phone / email / in person)</i>	<input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person
<b>Best time to contact you:</b>	

DISCLOSURE		
All questions are optional – however, the more information that you provide, the easier it will be for us to investigate and address your concerns.		
<b>1</b>	<p>A description of your concerns, including:</p> <ul style="list-style-type: none"> <li>• <i>Location</i></li> <li>• <i>Time</i></li> <li>• <i>Persons involved</i></li> </ul> <p><i>(You are encouraged to include with this disclosure any supporting evidence you may hold – you can use box 7 or a separate page if you run out of space)</i></p>	
<b>2</b>	How did you become aware of the situation?	
<b>3</b>	Who was involved in the conduct, including any names, departments and position?	



4	<p>Does anyone else know about the matters you are concerned about?</p> <p><i>(If yes, please describe any steps you have taken to report or resolve your concern and the outcome, if applicable)</i></p>	
5	<p>Do you have any concerns about you or any other person being discriminated against or unfairly treated because of this disclosure?</p>	
6	<p>Do you think the reported conduct might happen again?</p>	
7	<p>Please include any other details which you believe are relevant</p>	

## Annexure A

### Special protections under the Corporations Act<sup>1</sup>

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to the Company if the following conditions are satisfied:

No.	Condition	Description
1	<b>Eligible Whistleblower</b>	The whistleblower is or has been: (a) an officer or employee of a Group Company; (b) an individual who supplies goods or services to a Group Company or an employee of a person who supplies goods or services to a Group Company; (c) an individual who is an associate of a Group Company; or (d) a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.
2	<b>Eligible Recipient</b>	The report is made to: (a) a Protected Disclosure Officer; (b) an officer or senior manager of a Group Company concerned; (c) the Company's external auditor (or a member of that audit team) <sup>2</sup> ; (d) an actuary of a Group Company; (e) ASIC; (f) APRA; or (g) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.
3	<b>Disclosable Matters</b>	The whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Company Group. This may include: (a) a breach of legislation including the Corporations Act; (b) an offence against the Commonwealth punishable by imprisonment for 12 months or more; or (c) conduct that represents a danger to the public or financial system.

<sup>1</sup> See Part 9.4AAA of the *Corporations Act 2001* (Cth).

<sup>2</sup> The Company's external auditor can be found in the Company's Annual Report and was M Michalik (Director) Stantons International Audit and Consulting Pty Ltd.

**Examples of conduct which may amount to a breach of the Corporations Act include:**

- Insider trading;
- Insolvent trading;
- Breach of the continuous disclosure rules;
- Failure to keep accurate financial records;
- Falsification of accounts;
- Failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the Company.

No.	The protections given by the Corporations Act when these conditions are met are:
1	The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure.
2	No contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report.
3	In some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty <sup>3</sup> .
4	Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages.
5	A whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary.
6	The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

<sup>3</sup> Such as where the disclosure has been made to ASIC or where the disclosure qualifies as a public interest or emergency disclosure.

**Confidentiality**

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

1	The discloser consents to the disclosure of their identity.
2	Disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter.
3	The concern is reported to ASIC, APRA, or the AFP.
4	The concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

## Annexure B

### Special protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by the Company or misconduct in relation to the Group's tax affairs if the following conditions are satisfied:

No.	Condition	Description
1	Eligible Whistleblower	<p>The whistleblower is or has been:</p> <ul style="list-style-type: none"> <li>(a) an officer or employee of a Group Company;</li> <li>(b) an individual who supplies goods or services to a Group Company or an employee of a person who supplies goods or services to a Group Company;</li> <li>(c) an individual who is an associate of a Group Company;</li> <li>(d) a spouse, child, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.</li> </ul>
2	Eligible Recipient	<p>The report is made to:</p> <ul style="list-style-type: none"> <li>(a) a Protected Disclosure Officer;</li> <li>(b) a director, secretary or senior manager of a Group Company concerned;</li> <li>(c) any Group Company external auditor (or a member of that audit team)<sup>4</sup>;</li> <li>(d) a registered tax agent or BAS agent who provides tax or BAS services to a Group Company<sup>5</sup>;</li> <li>(e) any other employee or officer of the Company who has functions or duties relating to tax affairs of the Company (e.g. an internal accountant) (<b>Company recipients</b>);</li> <li>(f) the Commissioner of Taxation; or</li> <li>(g) a lawyer for the purpose of obtaining legal advice or representation in relation to a report.</li> </ul>
3	Reports to Company recipient	<p>If the report is made to a Company recipient, the whistleblower:</p> <ul style="list-style-type: none"> <li>(a) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of a Group Company or an associate of that company; and</li> <li>(b) considers that the information may assist the Company recipient to perform functions or duties in relation to the tax affairs of a Group Company or an associate of the Company.</li> </ul>
4	Reports to Commissioner of Taxation	<p>If the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Company recipient to perform functions or duties in relation to the tax affairs of a Group Company or an associate of the company.</p>

<sup>4</sup> The Company's external auditor can be found in the Company's Annual Report and was M Michalik (Director) Stantons International Audit and Consulting Pty Ltd.

<sup>5</sup> The Company's tax agent as at June 2019 was Mark Griffiths from Calder Roth & Co

No.	The protections given by the Taxation Administration Act when the conditions are met are:
1	The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure.
2	No contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report.
3	Where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false.
4	Unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report.
5	Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages.
6	A whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary.
7	The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

<b>Confidentiality</b>	
If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:	
1	The discloser consents to the disclosure of their identity.
2	Disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations.
3	The concern is reported to the Commissioner of Taxation or the AFP.
4	The concern is raised with a lawyer for the purpose obtaining legal advice or representation.