

# Whistleblower

Policy

19 June 2024

PLS-POL-BM-002

## 1 POLICY APPLICATION AND PURPOSE

Pilbara Minerals Limited (**Pilbara Minerals**) and entities it controls (together, the **Group** and each company within the Group, a **Group company**) are committed to fostering a culture of corporate compliance, ethical behaviour and good corporate governance.

This Whistleblower Policy (this Policy) applies to all eligible Whistleblowers as set out in section 4 (of this Policy).

Pilbara Minerals encourages persons listed in section 4 to raise any concerns about actual or potential misconduct or any improper state of affairs or circumstances in relation to the Group, without fear of reprisal or intimidation. Pilbara Minerals is committed to ensuring that such persons will not suffer Detriment for making a Report under this Policy or assisting in an investigation conducted under this Policy.

## 2 KEY ROLES AND RESPONSIBILITIES

A **Whistleblower Protection Officer's (WPO)** key role and responsibilities are to:

- a. receive disclosures and undertake initial assessment to ascertain whether it is a Protected Disclosure;
  - b. provide advice and guidance to internal Eligible Recipients:
    - i. as to whether matters may qualify as Protected Disclosures;
    - ii. on how to assist and provide ongoing support to Whistleblowers (if required by the internal eligible recipient); and
    - iii. on the obligation to ensure the anonymity of Whistleblower unless the Whistleblower consents otherwise;
- and
- c. provide ongoing support to the Whistleblower including regular check- ins, support plans and liaising with Whistleblower Investigation Officer.

A **Whistleblower Investigation Officer's (WIO)** key role and responsibilities are to undertake and/or oversee independent and impartial investigation of the alleged Reportable Conduct once consent has been given by the Whistleblower.

## 3 WHAT IS A PROTECTED DISCLOSURE?

To encourage whistleblowers to come forward with their concerns and protect them when they do, the Corporations Act 2001 (**Corporations Act**) gives certain people legal rights and protections as whistleblowers.

A whistleblower will qualify for the protections under the Corporations Act if they:

- a. are a Whistleblower (as defined in section 4 below);
- b. report is made to a person or party outlined in section 7.1 below; and
- c. have reasonable grounds to suspect that the information or conduct they are reporting is Reportable Conduct (as defined in section 5 below).

## 4 WHO CAN MAKE A REPORT?

Reports may be made under this Policy by any current or former:

- a. officers and employees of the Group;
- b. suppliers, contractors and their employees (whether paid or unpaid) of the Group;
- c. individuals who are associates of the Group; and
- d. relatives and dependants of the individuals in (a)-(c) above (including a dependant of any such individual's spouse).

A **Whistleblower** is anyone falling within section 4(a) to 4(d) who makes a Report under this Policy.

## 5 WHAT CAN BE REPORTED?

**Reportable Conduct** includes a Group company, or any officer or employee of a Group company, engaging in conduct that:

- a. constitutes an offence against, or a contravention of, a provision of any legislation referred to in section 1317AA(5)(c) of the Corporations Act 2001 (Cth), including that Act and the Australian Securities and Investment Commission Act 2001 (Cth);
- b. constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- c. represents a danger to the public or the financial system;
- d. breaches the Company's Code of Conduct;
- e. breaches the Company's Anti-Bribery and Corruption Policy;
- f. constitutes theft, drug distribution or use, violence, assault, intimidation, criminal damage to property;
- g. constitutes unsafe work practices, environmental damage or health risks;
- h. may cause the Group financial loss, damage its reputation or be otherwise detrimental to the Group's interests;
- i. breaches human rights including sexual harassment, discrimination, bullying and racism; or
- j. indicates misconduct or an improper state of affairs or circumstances in relation to a Group company.

**Personal Work-Related Grievances** do not generally fall within the scope of Reportable Conduct. Personal Work-Related Grievances can be reported to your line manager or a Human Resources representative.

## 6 SUPPORTING A CULTURE OF CORPORATE COMPLIANCE

Pilbara Minerals relies on its officers, employees, and contracting partners to help it achieve its commitment to foster a culture of corporate compliance, ethical behaviour and good corporate governance.

Whistleblowers must have reasonable grounds to believe that the information being disclosed may indicate Reportable Conduct. Pilbara Minerals values all opportunities to consider, assess and take appropriate action, including investigating potential Reportable Conduct.

A Whistleblower still qualifies for protection under the whistleblower regime (provided the Report has been made in accordance with section 7 below) even if their report is determined not to constitute Reportable Conduct, provided that:

- the Whistleblower had reasonable grounds to suspect that the disclosed matter constituted Reportable Conduct; and
- the Report is not deliberately false or is trivial or without substance.

## **7 HOW TO MAKE A REPORT**

### **7.1 WHO CAN THE WHISTLEBLOWER MAKE A REPORT TO?**

#### **A. Report to the Whistleblowing Platform**

A Whistleblower may make a Report to the Group's external independent whistleblowing service "Whispli" by clicking on the below link:

<https://pilbaraminerals.whispli.com/Whistleblower>

A Report to Whispli may be made anonymously, if desired. However, this may impact the Group's ability to investigate the matters reported.

Whistleblowers should complete the questionnaire that is relevant to the matter they wish to report in Whispli which will create a Report.

All reports made through Whispli will be received by a Whistleblower Protection Officer (WPO) for initial assessment, and, where deemed to be concerned with matters that may constitute Reportable Conduct by a Whistleblower, will be referred for subsequent investigation or other appropriate action.

Reports should describe the grounds for the Report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

#### **B. Report to a Whistleblower Protection Officer (WPO)**

If a Whistleblower does not wish to make a Report to the independent whistleblowing service, a Report can be made directly to a WPO. There are currently four WPOs, being the:

- Chief Sustainability Officer;
- Head of Human Resources;
- Company Secretary; and
- General Counsel.

#### **C. Report to an Eligible Recipient**

If a Whistleblower does not wish to make a Report to the independent whistleblowing service or a WPO, a report can be made to an Eligible Recipient.

Eligible Recipients in relation to a Group Company are Officers, Directors and nominated Senior Managers of the Company.

#### **D. Other Protected Disclosures**

A Report made by a Whistleblower to any of the following recipients can also qualify for protection under the Corporations Act 2001:

- a. registered tax agents, an external auditor, or a member of an external audit team conducting an audit on, any Group Company; or
- b. a legal practitioner for the purpose of obtaining legal advice or representation on the operation of the whistleblower provisions, or
- c. regulatory bodies and other Commonwealth authorities specified in regulations (such as the Australian Securities and Investments Commission (ASIC) or other commonwealth body prescribed under the regulations.

#### **E. Emergency and Public Interest Disclosures**

For Emergency Disclosure and Public Interest Disclosures, you may also report Reportable Conduct to journalists and members of the Commonwealth, state or territory parliaments.

You should contact Pilbara Minerals' Whistleblower Protection Officers or an independent legal advisor to ensure you understand the criteria for making an emergency or public interest disclosure.

## **8 INFORMATION TO INCLUDE IN THE REPORT**

For a report to be assessed and managed, it must contain sufficient information to form a reasonable basis for appropriate action, including investigation. For this reason, Whistleblowers should provide as much information as possible, in any form, about the alleged Reportable Conduct.

By way of example, information could include (but must not necessarily include):

- a. the date, time and location;
- b. the name(s) of person(s) involved and possible witnesses to the events;
- c. evidence of the events (e.g. documents, emails etc); and
- d. steps the Whistleblower or another person may have already taken to report the matter or to resolve the concern.

## **9 WHISTLEBLOWER'S RIGHT TO ANONYMITY**

Whistleblowers are encouraged (but not required) to disclose their identity when making a Report. Providing their identity will assist in:

- a. monitoring their wellness and protections against Detriment; and
- b. taking appropriate action, including but not limited to investigating their Report and obtaining further information from them as is necessary to complete the investigation.

In circumstances where the Whistleblower has not consented to the disclosure of their identity, all individuals who are aware of the identity of the Whistleblower will be required to take all reasonable steps to reduce the risk that the Whistleblower will be identified as a result of the Report being made.

Information about a Whistleblower's identity may only be disclosed in the following circumstances:

- a. where legally required to do so;
- b. where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or

- c. where the Whistleblower consents.

In making an anonymous report of Reportable Conduct, the Whistleblower will still be protected under the whistleblower protection regime of the Corporations Act 2001 (Cth).

## 10 HOW WILL A REPORT BE INVESTIGATED?

### 10.1 INVESTIGATION PROCESS

When a Report is made under this Policy, the Report may be investigated. When an investigation is assessed as being the appropriate action, the process for the investigation will generally go as follows, noting this process may vary depending on the nature of the Report.

**Step 1** Unless otherwise presented, either via Whispli or directly to a WPO, the person who receives the Report will provide that information directly to a WPO under this Policy (or to the appropriate Executive or Chair, or such person nominated by them, if the Report is about the WPO), as soon as practicable, ensuring the Whistleblower's identity is protected, unless the Whistleblower has consented otherwise.

**Step 2** The WPO (or other appropriate individual) will initially meet with other nominated WPOs under this Policy and collectively determine whether the Report is a Protected Disclosure and confirm investigation requirements and approach.

If an investigation is required, the WPOs will agree whether the investigation should be conducted internally or externally and appoint an independent Whistleblower Investigation Officer (WIO) with no personal interest in the matter. The WPO may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.

In both circumstances, a dedicated WPO will engage with the Whistleblower ahead of engaging with a WIO to inform them that a WIO and/or other investigator will be appointed to conduct an investigation.

**Step 3** The WIO will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in a report an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are entitled to access the support services referred to in Section 12.

**Step 4** The nominated WPO will maintain communication with the Whistleblower throughout the course of the enquiry, however, the frequency and timing of the contact may vary depending on the nature of the Report that has been made.

**Step 5** The outcome of the investigation will be reported to the Board (protecting the Whistleblower's identity, if applicable) and may, if the Whistleblower Protection Officer considers appropriate, be shared with the Whistleblower.

If a report made under this Policy concerns a senior executive (including the Managing Director and CEO) of the Company, the Chair should be notified as soon as practicable to assist with the determination of next steps. If the Report involves the Chair, then the Chair of the Audit and Risk Committee should be notified.

The Company encourages Whistleblowers to raise any concerns they have about the management of their Report (including breach of confidentiality) with the WPO or the person to whom the Report was made.

### 10.2 DURATION OF INVESTIGATION

The Company will aim to conclude the investigation as soon as practicable from receiving a Report, however, the time may vary depending on the nature of the Report.

### 10.3 THE COMPANY MAY REQUIRE FURTHER INFORMATION TO INVESTIGATE DISCLOSURES

The Company may not be able to undertake an investigation if it is not able to contact a Whistleblower or receive additional information from them to fully investigate the

Report. If a report has been made anonymously, the Company suggests Whistleblowers maintain ongoing two-way communication with the Company so that follow-up questions can be asked or feedback can be provided.

Whistleblowers may refuse to answer questions that they feel may reveal their identity at any time.

### 10.4 INVESTIGATION WILL BE CONDUCTED IN ACCORDANCE WITH CONFIDENTIALITY PROTECTIONS

Subject to the exceptions allowed under Section 8 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 the investigation (including in any reporting to the Board or to any persons affected).

### 10.5 INVESTIGATION OUTCOMES AND DISCIPLINARY ACTIONS

In making a Report, the Whistleblower is protected from any of the following in relation to the Report:

- civil liability – for example, any legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or unlawfully using a Report against a Whistleblower in a prosecution; and
- administrative liability – for example, disciplinary action for making a Report.

However, Whistleblowers may be liable for any misconduct that they have engaged in that is revealed by a Report or an investigation following the Report and the above protections do not apply to an individual who has submitted a vexatious and/or frivolous Report.

### 10.6 ESCALATION OF A REPORT

If a Whistleblower is dissatisfied with the manner in which their Report has been dealt with and/or the outcome of the investigation, the Whistleblower can escalate the matter to:

- a. the Board; or
- b. ASIC's Office of the Whistleblower, using the online form available on its website.

### 10.7 CONFIDENTIALITY AND RECORD KEEPING

Any other person connected with the investigation of a Report will ensure that all disclosure materials, along with the identity of and any information relating to the Whistleblower, remains confidential, including any information that may lead to the identification of a Whistleblower. The Company will do this by:

- a. obscuring a Whistleblower's name and identifying features from any internal reporting (unless the Whistleblower agrees that their identity be known);
  - b. referring to Whistleblowers in a gender-neutral context;
  - c. storing all material relating to Reports securely;
  - d. limiting access to all information to those directly involved in managing and investigating Reports;
- and

- e. ensuring that anyone who is involved in the handling and investigation of Reports is aware of the confidentiality requirements.

## 11 HOW ARE WHISTLEBLOWERS PROTECTED FROM DETRIMENT?

The Corporations Act makes it illegal (through a criminal offence and civil penalty) for someone to cause or threaten detriment because they believe or suspect that a person has made, may have made, proposes to make or could make a Report.

“**Detriment**” includes (without limitation):

- a. dismissal;
- b. injury of an employee in his or her employment;
- c. alteration of an employee’s position or duties to his or her disadvantage;
- d. discrimination between an employee and other employees of the same employer;
- e. harassment or intimidation;
- f. harm or injury (including psychological harm);
- g. damage to a person’s property; and
- h. reputational, financial or any other damage to a person.

However, any disciplinary measures relating to a Whistleblower’s individual misconduct, including unsatisfactory work performance, which is unrelated to the Report, does not constitute Detriment.

If a Whistleblower believes they have suffered or may suffer Detriment because they have made a report under this Policy, they should immediately report the matter to the Whistleblower Protection Officer.

A Whistleblower may seek independent legal advice or contact regulatory bodies, such as ASIC or the ATO, if they believe they have suffered Detriment.

A Whistleblower may seek compensation and other remedies through the courts if:

- they suffer loss, damage or injury because of a disclosure; and
- Pilbara Minerals failed to take reasonable precaution and exercise due diligence to prevent detrimental conduct.

Pilbara Minerals encourages Whistleblowers to seek independent legal advice if they wish to seek compensation or remedies in court.

## 12 MONITORING THE WELFARE OF WHISTLEBLOWERS

A Whistleblower Protection Officer will take reasonable steps to maintain processes to monitor the welfare of Whistleblowers under this Policy in order to ensure the effectiveness of the protections offered under the Policy.



### 13 FAIR TREATMENT OF PERSONS IMPLICATED

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 where requested, provided with additional information, if relevant, in the course of an investigation into those allegations (subject to the Whistleblower's right to anonymity).

As an interim measure, 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 or officer will be immediately reinstated to full duties.

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

- a. (if the person is a current employee or officer) connecting the person with access to the Employee Assistance Program (EAP);
- b. (if the person is a current employee or officer) appointing an
- c. independent support person from the human resources team to deal with any ongoing concerns they may have; and/or
- d. connecting the person with third party support providers.

### 14 BOARD REPORTING AND POLICY REVIEW

The Board is charged with overseeing and implementing the Group's whistleblower program. The Board, or a delegated committee, will be provided with regular report on whistleblowing which will include information on:

- a. the number and nature of reports made;
- b. whether there are any discernible patterns or trends;
- c. the significance of the matters raised;
- d. the actions taken as a result of Reports;
- e. staff training and employee awareness of the Group's whistleblower program;
- f. whistleblower well-being and whistleblower protection effectiveness; and
- g. any recommendations for furthering the objectives of the Policy,

in each case, without identifying the Whistleblower(s) or including any information likely to identify them.

Where:

- a. a Report made under this Policy raises a material allegation or concern; or
- b. the outcome of an investigation conducted under this Policy raises a serious matter,

the Whistleblower Protection Officer must issue a report immediately to the Board so that the matter can be considered by the Board and dealt with appropriately on an expedited basis.

This Policy will be reviewed every two years by the Board.

## 15 TRAINING ON THE GROUP'S WHISTLEBLOWER PROGRAM

The Company will ensure that effective training to the Group's employees about the Group's whistleblower program is developed and delivered, including:

- a. training for internal Eligible Recipients who may receive Whistleblower Reports will be provided as appropriate;
- b. training for Whistleblower Protection Officers and Whistleblower Investigation Officers; and
- c. training for all employees on the contents of this Policy.

## 16 DEFINITIONS

In this Policy, unless the context otherwise requires, terms in this Policy have the following meaning:

**Pilbara Minerals** means Pilbara Minerals Limited (ACN 112 425 788).

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the Board of Directors of Pilbara Minerals.

**Chair** means the Chair of the Board of Directors of Pilbara Minerals Limited ACN 112 425 788.

**Detriment** has the meaning in section 10.

**Eligible Recipient** has the meaning given to that term in section 7(c) and (d).

**Emergency Disclosure** is a disclosure of information to a journalist or parliamentarian where:

- the Whistleblower has previously made a Report to a regulatory body such as ASIC;
- the Whistleblower has reasonable grounds to believe that information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- before making the emergency disclosure, the Whistleblower has given written notice to the regulatory body that includes sufficient information to identify the previous disclosure and states that the Whistleblower intends to make an emergency disclosure and the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or the parliamentarian of the substantial imminent danger.

**Group** has the meaning given to that term in section 1.

**Group company** has the meaning given to that term in section 1.

**Officer** has the meaning given to that term in the Corporations Act.

**Personal Work-Related 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.

**Policy** means this Whistleblower Policy.

**Protected Disclosure** has the meaning set out in section 3 of this policy.

**Public Interest Disclosure** is a disclosure to a journalist or parliamentarian where:

- at least 90 days have passed since a Whistleblower made the disclosure to ASIC, or another Commonwealth body, prescribed by regulation;
- a Whistleblower does not have reasonable grounds to believe that action is being or has been taken in relation to the Report; and
- the Whistleblower has given written notice to the body that includes sufficient information to identify the previous disclosure and states that they intend to make a public interest disclosure.

**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.

**Report** means a report made by a Whistleblower containing information that may indicate Reportable Conduct.

**Reportable Conduct** has the meaning given to that term in section 5.

**Whistleblower** has the meaning given to that term in section 4.

**Whistleblower Investigation Officer** has the meaning given to that term in section 2.

**Whistleblower Protection Officer** means one or more persons authorised by the Group to receive Reports under this Policy, as set out in section 2.

## 17 POLICY HISTORY

This Policy has been reviewed and approved by the Board and will be reviewed at a minimum every two years, or otherwise earlier, based on requirements.

<b>Prior Review</b>	27 June 2023
<b>This review</b>	19 June 2024
<b>Frequency</b>	Every Two Years