

SANTANA WHISTLEBLOWER POLICY

1. Overview

Santana strives to ensure it is operating its business with integrity. This document outlines what individuals should do if they wish to make a disclosure in relation to corporate misconduct, and what protection is available to them.

The policy is developed and implemented having regard to the protections afforded to eligible whistleblowers under Part 9.4AAA of the Australian *Corporations Act 2001* (Cth) (**the Act**).

For the purposes of this policy, Santana means Santana Minerals Limited (ABN 37 161 946 989) and its related bodies corporate.

2. Effect of this policy

This policy aims to provide guidance to officers and employees of Santana, in respect of the protections afforded under legislation for whistleblowers. To the extent that officers and employees of Santana or its related bodies corporate have obligations under this policy, they are required to comply with the policy.

The terms of this policy are not intended to impose contractual obligations on Santana or on any related body corporate. Further, the terms of this policy are not incorporated into any individual employee's contract of employment, nor any contractor's contract for services. This policy may be amended, replaced or rescinded by Santana from time to time, and in its absolute discretion.

3. What are the whistleblower protections all about?

Where a person who is an Eligible Whistleblower, makes an Eligible Disclosure, to an Eligible Recipient, then the person making the disclosure has certain rights and protections under legislation.

4. Who is an "Eligible Whistleblower"?

An Eligible Whistleblower is a person who is, or was:

- an officer;
- an employee;
- a supplier of goods or services (or employee of such a supplier);
- an associate; or
- a relative, dependent or dependent of a spouse, of any individual listed above, to or of Santana or one of its related bodies corporate (providing that they fall within the definition of a 'regulated entity' under the Act).

The Act provides protections for Eligible Whistleblowers in certain circumstances and Santana is committed to recognising and upholding those protections.

5. What is an "Eligible Disclosure"?

The disclosures protected by the Act ("Eligible Disclosures") include disclosures where a person has reasonable grounds to suspect that the information disclosed concerns:

- (a) misconduct or an “improper state of affairs or circumstances” regarding Santana or any of its related bodies corporate;
- (b) Santana or any related body corporate (or any officer or employee of those entities) having engaged in conduct that:
 - (i) is an offence against, or contravention of, the Act, the ASIC Act, or a range of specified banking, insurance, life insurance and superannuation statutes;
 - (ii) is conduct that relates to an offence against any law of the Commonwealth which is punishable by imprisonment for 12 months or more; or
 - (iii) represents a danger to the public or the financial system.

Some examples of Eligible Disclosures include (but are not limited) to:

- fraud, money laundering, or misappropriation of funds;
- offering or accepting a bribe;
- threats to engage in detrimental conduct against a person who has made a disclosure, or is believed or suspected to have made, or planning to make, a disclosure that qualifies for protection.

A disclosure made on reasonable grounds may still qualify for protection even if the disclosure turns out to be incorrect.

A disclosure may also be an Eligible Disclosure if the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the protection for whistleblowers contained in Part 9.4AAA of the Act.

There is no requirement for a discloser to identify him or herself for a disclosure to qualify for protection. A whistleblower may have a right to make a public interest disclosure and an emergency disclosure (which relates to disclosures to a member of parliament and to journalists), pursuant to s.1317AAD of the Act. There is specific criteria applying to such disclosures, and a person should obtain specific independent legal advice about their rights before seeking to make such a disclosure.

A person may also have a right to make a disclosure in relation to misconduct concerning the tax affairs of Santana or its related bodies corporate, as set out in the *Taxation Administration Act*.

6. What is NOT an “Eligible Disclosure”?

Importantly, a “personal workplace grievance”, being 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, will *not* qualify for protection, unless it concerns a contravention or alleged contravention of the Act, relating to a detriment caused or a threat made to a discloser. Examples of a personal workplace grievance include disclosures about:

- interpersonal conflict between a discloser and another employee;
- decisions relating to promotions, transfers, demotions, terms and conditions of employment; and
- decisions about taking disciplinary action against a discloser (including decisions about suspension and termination of employment).

However, a disclosure will not be a “personal workplace grievance” (and therefore will be capable of protection under the legislation), where the disclosure:

- has significant implications for Santana (or another regulated entity) that do not relate to the discloser; or

- is otherwise an offence against federal law, or represents a danger to the public or financial system.

However, although a “personal workplace grievance” may not be reportable pursuant to the terms of this policy, Santana encourages, and in some circumstances may require, employees and officers to raise issues with policies or practices of the company.

7. Who is an “Eligible Recipient” of a disclosure that qualifies for protection under the Act?

In order to qualify for protection, protected disclosures must be made to one or more of the following Eligible Recipients:

- an officer (including a director or company secretary) of Santana or a related body corporate;
- a senior manager of Santana or a related body corporate (being a person in Santana or a related body corporate who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of Santana or a related body corporate, or who has the capacity to affect significantly Santana’s or a related body corporate’s financial standing);
- the Australian Securities and Investments Commission (ASIC);
- the Australian Prudential Regulation Authority (APRA);
- the external auditor (or a member of that audit team) of Santana or a related body corporate;
- an actuary of Santana or a related body corporate;
- a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower protections (such disclosure will still qualify for protection even if the legal practitioner concludes that the disclosure is not an Eligible Disclosure under the Act);
- the following person authorised by Santana and its related bodies corporate to receive disclosures that may qualify for protection under the Act (Whistleblower Protection Officer):

The Company Secretary, Santana Minerals Limited.

The Whistleblower Protection Officer may be contacted by email at cmcpherson@santanaminerals.com, for the purposes of:

- making an Eligible Disclosure; or
- seeking contact information of other Eligible Recipients.

8. What information should I include in my report?

When making a disclosure under this policy, Santana requests that a person includes, in writing:

- a description of the suspected conduct;
- a description of the reasonable grounds for the suspicion that the conduct is an Eligible Disclosure; and
- anything else you wish to add that would assist Santana to make an assessment of the conduct or to otherwise investigate it.

9. Investigation of disclosures

Upon receipt of an Eligible Disclosure, Santana will first assess the disclosure and make a determination as to whether investigation is appropriate. Santana may investigate such disclosures made pursuant to this policy, and will approach the resolution of an issue on the basis of what is reasonably necessary to ensure appropriate responsible governance and corporate behaviour.

The Whistleblower Protection Officer, and/or another person deemed appropriate by Santana, may be appointed to assist in the investigation of a disclosure.

In endeavouring to ensure fair treatment of persons identified in a disclosure, the investigation will be conducted independently of any person who is mentioned in, or is the subject of, the disclosure. Where appropriate, such persons may be informed of the allegations and provided with the opportunity to respond.

While the particulars of the investigation process will be determined by the nature and substance of the disclosure, if the disclosure is not anonymous, contact with the whistleblower may be made shortly after receipt of the disclosure, and further information may be sought.

Where Santana considers it appropriate to do so, Santana will provide feedback to the whistleblower regarding the progress and/or outcome of the investigation, including any timeframes for completion of any investigation (assuming the disclosure has not been made anonymously and contact can be made). Where a report is submitted anonymously, Santana may conduct an investigation based on the information provided.

Upon completion of an investigation, Santana will take any steps it considers appropriate. This includes but is not limited to:

- taking disciplinary action against those the subject of a disclosure;
- taking disciplinary action against a person who has knowingly made a false disclosure;
- reporting any findings of the investigation related to criminal activity, to the police and/or regulators (e.g. ASIC).

10. Protection for whistleblowers

An Eligible Disclosure which qualifies for protection under the Act, qualifies for protection from the time the disclosure is made, regardless of whether the discloser or recipient recognises that the disclosure qualifies for protection.

Where an Eligible Disclosure made under this policy is made which qualifies for protection under the Act, Santana will endeavour to support the Eligible Whistleblower and protect them from detriment in the following ways:

A) Protection from detrimental conduct

If an Eligible Whistleblower makes a disclosure that qualifies for protection, it is prohibited under law, for another person to subject the discloser (or threaten to subject the discloser) to detrimental conduct as a result of making a disclosure (or believes or suspects a person made, may have made, proposes to make, or could make, a qualifying disclosure). Detrimental conduct includes (but is not limited to):

- termination of employment;
- disciplinary action;
- demotion;
- performance management;
- bullying or harassment; or
- discrimination.

Such conduct is strictly prohibited by this policy. If it is determined that an employee or contractor engages in conduct in breach of this direction, appropriate action (including disciplinary action, or termination of a contractor's engagement) will be taken. Such action will be separate from any penalties or damages that may be imposed by a court upon a person for having contravened the legislation.

If an Eligible Whistleblower considers that they have been subjected to detrimental conduct within the meaning of the above paragraphs, the Eligible Whistleblower may lodge a complaint by email to The Company Secretary of Santana Minerals Limited. Santana may investigate such complaints and take such action it determines to be appropriate in the circumstances. Eligible Whistleblowers may seek independent legal advice or contact regulatory bodies, such as ASIC or APRA, if they believe they have suffered detriment.

For the avoidance of doubt, protecting a discloser from detriment does not prevent Santana from managing a discloser's unsatisfactory performance, or from taking action to protect a discloser from detriment (for example, when the disclosure relates to wrongdoing in the discloser's immediate work area).

A discloser (or any other employee or person) can seek compensation and other remedies through the courts if: they suffer loss, damage or injury because of a disclosure; and the entity failed to take reasonable precautions and exercise due diligence to prevent a person from causing the detriment. Disclosers are encouraged to seek independent legal advice in these circumstances.

Santana will protect disclosers from detriment in the following ways:

- assess the potential risk to a discloser upon the receipt of a disclosure;
- take steps to investigate any complaint relating to detriment of the kind outlined above;
- take appropriate disciplinary action where a complaint relating to detriment has been substantiated;
- implement steps (to the extent that they are reasonable and practicable) to avoid or minimise risks of detriment to a discloser (for instance, a change in the work environment).

B) Protection of the identity of the whistleblower

Disclosures can be made anonymously and still qualify for protection under the Act. A person making a disclosure may choose to remain anonymous at the time of making a disclosure, during the course of any investigation into a disclosure, and at the completion of any investigation.

Except in the circumstances below, where an Eligible Disclosure is made that qualifies for protection under the Act, Santana will not disclose the identity of the discloser, or any information that is likely to lead to the identification of the discloser, unless:

- the discloser consents;
- it is disclosed to ASIC, APRA, or a member of the Australian Federal Police;
- it is disclosed to a lawyer to obtain legal advice or legal representation in relation to the operation of the whistleblowing provisions; and/or
- it results in information being disclosed where it is reasonably necessary to do so for the purposes of Santana investigating a matter to which the qualifying disclosure relates (in which case Santana will ensure the disclosure does not identify the whistleblower and will take all reasonable steps to reduce the risk the discloser will be identified).

It is illegal, and therefore specifically prohibited by Santana, for any person to disclose a person's identity or information likely to identify a discloser, unless any of the above exceptions apply.

Santana will also implement the following further measures to protect a person's identity from being disclosed, including:

- ensuring the safekeeping of any files and documentation concerning the disclosure;
- permitting a discloser to adopt a pseudonym which will then be used by Santana, and otherwise redacting a discloser's name and using gender neutral identifiers, where practicable;

- where a disclosure has not been made anonymously, by contacting a discloser to ascertain what parts of their disclosure could inadvertently identify them;
- making those persons who investigate a disclosure, aware of the terms of this policy; and
- any other reasonable measures suggested by a discloser, such as communication through an anonymised email address.

C) Further protections

The protections given by the Act when an Eligible Disclosure qualifying for protection under the Act is made, are:

- the whistleblower is immune from any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- no contractual or other remedies may be enforced, and no contractual or other right may be exercised against the whistleblower, on the basis of the disclosure;
- in some circumstances, the reported information is not admissible in evidence 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;
- a whistleblower's identity cannot be disclosed to a court or tribunal except where considered necessary; and
- unless the whistleblower has acted unreasonably or vexatiously, a whistleblower cannot be ordered to pay costs in any legal proceedings in which the whistleblower is seeking compensation for loss, damage or injury suffered as a result of the detrimental conduct.

D) Protection of files and records

To the extent that Santana deems it appropriate to do so, Santana will create records and maintain documents in the course of any investigation. All protected disclosures and any files and records created from an investigation of a protected disclosure will be securely retained.

A release of information in breach of this policy will be regarded as a serious matter and may have consequences for employment (or for contractors, their contract for services).

E) Additional support

Santana recognises that making a disclosure as a whistleblower can be stressful. If a person who makes a disclosure is an employee of Santana, they may request additional support.

Santana will look at ways to provide support to the extent reasonably practicable.

11. Availability of policy

This policy will be published on Santana's website.

Adopted: 23 December 2019