



SANDFIRE
RESOURCES NL

WHISTLEBLOWER PROTECTION POLICY

Revised and approved by the Board 30 September 2019

WHISTLEBLOWER PROTECTION POLICY

The Board of Directors of Sandfire Resources NL and its subsidiaries (**Sandfire**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Sandfire values teamwork, respect and integrity and wishes to encourage a culture where any officer, employee or contractor does not suffer detriment because of speaking up about potential misconduct concerns. This policy has been adopted to provide a safe and confidential environment to raise any such concerns without fear of reprisal.

1. Policy purpose and application

This policy sets out:

- when you will be protected for speaking up about misconduct;
- the protections that may be provided to you if you speak up; and
- how disclosures made under this policy will be handled by Sandfire.

All officers, employees and contractors of Sandfire, wherever they are based, must comply with this policy.

Officers and employees of Sandfire based outside Australia may also be subject to additional local whistleblower requirements in the country in which they are based.

This policy is available in the Governance section of our website (www.sandfire.com.au).

This policy also protects those who are entitled to whistleblower protection under the Australian whistleblower laws (see section 9 of this policy).

2. You will be protected under this policy if:

- You are one of the individuals set out in section 3.1;
 - you disclose information about the type of matters set out in section 3.2; and
 - you disclose that information to one of the persons set out in section 3.3.
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3. Who is protected under this policy?

3.1 A disclosure can be made anonymously and by anyone who is or was:

- an officer or employee of Sandfire;
- a contractor or supplier of goods and services to Sandfire, or their employees; or
- a direct family member, spouse or dependent of any of those individuals.

3.2 Disclosures can be about any unlawful, unethical or improper state of affairs or circumstances that you suspect has occurred or is occurring in relation to Sandfire.

Some examples of disclosable matters are:

- illegal conduct by an officer or employee of Sandfire, such as fraud, theft, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- improper, unethical or dishonest conduct, such as:
 - breaches of our policies; or
 - misuse of company assets, conflicts of interest or abuses of authority;
- any activities that pose a substantial risk to people, property, operations or the environment;
- an activity that constitutes a danger to the public or the financial system;
- conduct that is damaging to Sandfire's financial position or reputation;
- misconduct in relation to Sandfire's tax affairs; or
- other misconduct concerning corporate governance, accounting or audit matters.

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Disclosures about solely personal work-related grievances are not covered by this policy. **“Personal work-related grievances”** are grievances about an individual’s employment that have implications only for the individual personally (such as payroll or remuneration issues, promotion decisions and interpersonal conflicts) but which do not have significant implications for Sandfire or involve potential crimes or victimisation of a person who has made or might make a disclosure under this policy.

If you are unsure whether your concern falls for consideration under this policy, we encourage you to make your disclosure anyway.

3.3 Who should I disclose to?

We encourage you to make your disclosure to our Whistleblower Protection Officer or to STOPline, which is an independent and confidential external service operated on behalf of Sandfire. Disclosures may be made verbally or in writing by email, post, or delivered by hand.

Whistleblower Protection Officer¹

Phone: +61 (08) 6430 3853

Email: whistleblower@sandfire.com.au

STOPline

Phone: 1300 30 45 50 (within Australia)
+61 3 9811 3275 (outside Australia)

Email: sandfire@stoline.com.au

Post: C/O The Stoline
Locked Bag 8
Hawthorn VIC Australia 3122

Website: <http://sandfire.stolinereport.com/>

If you prefer, you can also make a disclosure to any one of the following:

- a member of our Group Management Team;
- a member of Sandfire’s Management Team;
- any other director, officer or senior manager of Sandfire;
- an auditor or member of an audit team conducting an audit on Sandfire²; or
- Sandfire’s registered tax agent or BAS agent³, if the disclosure concerns Sandfire’s tax affairs or the tax affairs of an associate of Sandfire, or an employee or officer at Sandfire who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information.

Please be aware that if you make a disclosure from or to a Sandfire email address, your email may be accessed by certain people within our IT department in accordance with Sandfire’s policies. If you are concerned about those limited circumstances in which your email might be accessed, you may prefer to make your disclosure verbally or by mail.

An example form for making a disclosure is attached to this policy and is also available at <https://www.sandfire.com.au/site/About/governance>.

4. Confidentiality

If you make a disclosure under this policy, all reasonable steps will be taken to keep confidential your identity and any information that may lead to your identity becoming known unless:

- you have consented to your identity being shared;
- the information is made to a lawyer to obtain legal advice about the whistleblower laws; or
- we decide it is necessary to disclose that to the Australian Federal Police; the Australian Securities and Investments Commission; the Australian Prudential Regulatory Authority; or the Australian Commissioner of Taxation, if the disclosure concerns Sandfire’s tax affairs or the tax affairs of an associate of Sandfire.

¹Sandfire’s Whistleblower Protection Officer is the Health and Safety Manager

²Sandfire’s external auditor is Ernst & Young

³Sandfire’s main tax agent is MKT Taxation Advisors

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All recipients of disclosures made under this policy must protect the confidentiality of the person who makes the disclosure and must take all reasonable steps to prevent the identification of the person who has made the disclosure.

5. No detriment or victimisation

Sandfire is committed to protecting people who make disclosures under this policy.

All officers, employees and contractors must not cause or threaten any detriment to any person because they think a disclosure has been or might be made under this policy.

“**Detriment**” includes (but is not limited to):

- 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, reputational or financial position; or
- taking action against a person (including any disciplinary action or imposing a liability) for making a disclosure.

However, a person who makes a disclosure under this policy may be liable for any personal misconduct revealed by their disclosure or an investigation following that disclosure.

6. Investigations

When you make a disclosure under this policy, your disclosure will typically be investigated as follows:

Step 1	The person who receives your disclosure 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 your identity is kept confidential (unless you have consented otherwise).
Step 2	The Whistleblower Protection Officer (or the Company Secretary) will determine whether your disclosure is covered by this policy and, if appropriate, appoint an investigator with no personal interest in the matter to conduct an investigation.
Step 3	The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is the subject of the disclosure an opportunity to respond to the allegations prior to any adverse findings being made against them.
Step 4	The outcome of the investigation will be reported to the Board (protecting your identity, if applicable) and may, if the Whistleblower Protection Officer considers appropriate, be shared with you and any persons affected.

We encourage you to raise any concerns you may have regarding the investigation of your disclosure, your treatment or any aspects of this policy with the Whistleblower Protection Officer or the person to whom you made your disclosure.

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7. Board reporting

The Whistleblower Protection Officer must provide the Board or its delegated committee at least quarterly reports on all active whistleblower matters, including information on:

- the number and nature of disclosures made in the last quarter;
- the status of any investigations underway; and
- the outcomes of any investigations completed and actions taken as a result of those investigations.

The Board or its delegated committee will also be immediately informed of any material incidents reported under this policy, including any information that may be materially price sensitive in accordance with Sandfire's Disclosure Policy.

8. Training

Our Whistleblower Protection Officer(s), officers and senior managers must attend compulsory training organised by Sandfire on responding appropriately to disclosures made under this policy.

9. How this policy interacts with whistleblower laws

9.1 Australian whistleblower laws

By making a disclosure in accordance with this policy, you may be protected under the Australian whistleblower laws.

While this policy principally deals with internal disclosures, the Australian whistleblower laws also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission, the Australian Commissioner of Taxation, members of parliament or journalists). Sandfire will treat any disclosures made to those parties in accordance with this policy.

For more information about these laws, see the information available on the ASIC website and the ATO website.

9.2 Whistleblower laws outside Australia

If you are a Sandfire officer, employee or contractor based outside Australia, you may also have protection under whistleblower laws in the country in which you are based but may also be subject to additional obligations.

10. Consequences for non-compliance with policy

Any breach of this policy by an officer, employee or contractor will be taken seriously by Sandfire, 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 Australian whistleblower laws, giving rise to significant penalties.

11. Policy review

This policy must 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 or its delegated committee.

The Company Secretary (and, so long as there are two, either one of them) is authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

OPTIONAL – DISCLOSURE FORM

The Board of Directors of Sandfire Resources NL and its subsidiaries (**Sandfire**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Sandfire values teamwork, respect and integrity and wishes to encourage a culture where any officer, employee or contractor does not suffer detriment because of speaking up about potential misconduct concerns. Sandfire appreciates you taking the time to bring matters of concern to our attention; thank you for speaking up.

This 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 direct family member, spouse or dependant of any of these individuals.

This form is part of Sandfire's whistleblower program and is intended to assist you make a disclosure by email or post relating to Sandfire, or an officer or employee of Sandfire, under Sandfire's Whistleblower Protection Policy.

Use of this form (including provision of all information requested in it) is **optional** and it is open to you to make your disclosure in another way, including at <http://sandfire.stoplinereport.com/>.

You can provide this form to Sandfire by email, post or by hand via:

Whistleblower Protection Officer

whistleblower@sandfire.com.au; or

The Whistleblower Protection Officer
Sandfire Resources NL
Level 2, 10 Kings Park Road
West Perth WA Australia 6005

STOPline, an independent and confidential external service operated on behalf of Sandfire:

sandfire@stopline.com.au

C/O The Stopline
Locked Bag 8
Hawthorn VIC Australia 3122

OPTIONAL – DISCLOSURE FORM

Section A: 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>

Section B: Personal Details

Name:	
Address:	
Sandfire location: (if applicable)	<input type="checkbox"/> Australia <input type="checkbox"/> United States <input type="checkbox"/> Canada <input type="checkbox"/> Other
Department / Team: (if applicable)	
Role / Position:	

Section C: Contact Details

Preferred telephone number: (this may be a private number; please include country and area code)	
Preferred email address: (this may be a private email address)	
Preferred contact method:	<input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person
Best time to contact you:	

OPTIONAL – DISCLOSURE FORM

Section D: 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.

1	A description of your concerns, including: <ul style="list-style-type: none">• Location• Time• Persons involved <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>	
2	How did you become aware of the situation?	
3	Who was involved in the conduct, including any names, departments and position?	

OPTIONAL – DISCLOSURE FORM

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

SANDFIRE RESOURCES NL

Level 2, 10 Kings Park Road, West Perth WA 6005

T: +61 8 6430 3800 F: +61 8 6430 3849 E: admin@sandfire.com.au

www.sandfire.com.au