Whistleblower Policy

Approved by the Board with effect from 11 February 2022

1. Purpose of this Policy

1.1 As set out in its Statement of Vision, Mission and Values, Solstice Minerals Limited (**Solstice** or the **Company**) is committed to acting lawfully, ethically and responsibly. This Policy supports that commitment by promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

1.2 The purpose of this Policy is to:

(a) encourage the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable wrongdoing involving Solstice;

(b) help deter and address wrongdoing, in line with Solstice's risk management and governance framework;

(c) ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;

(d) provide transparency around Solstice's framework for receiving, handling and investigating disclosures of wrongdoing; and

(e) meet Solstice's legal and regulatory obligations.

1.3 This Policy will be made available via Solstice's website.

2. Scope of this Policy

2.1 This Policy protects those who are entitled to whistleblower protection under the Australian whistleblower laws set out in the *Corporations Act 2001* (Cth) (**Corporations Act**). Individuals making disclosures under this Policy will be protected in the manner set out in section 7 of this Policy if they:

(a) are a **Disclosing Person**, as further detailed in section 3;

(b) disclose information about a **Disclosable Matter**, as further detailed in section 4; and

(c) disclose that information to an **Eligible Recipient**, or in certain other circumstances, as further detailed in section 5.

2.2 The Company encourages individuals to "speak up" about **Disclosable Matters**, whether openly or anonymously, fully or partially, within or outside business hours to an **Eligible Recipient** (terms defined below). Any such disclosures will be handled and investigated as described in section 6 of this Policy.

2.3 In addition to the protections available under the Corporations Act, the *Taxation Administration Act 1953* (Cth) includes special protections for disclosure of information concerning a breach of any tax law by the Company or misconduct in relation to the Company's tax affairs.

3. Who does the Policy apply to?

3.1 This Policy applies to disclosures which are made by individuals who are, or have been, any of the following:

(a) a director, officer or employee of the Company;

(b) a contractor or supplier, or an employee of a contractor or supplier of the Company;

(c) an individual who is an associate of the Company, for example a director of a related company of the Company; and

(d) a relative, dependent or spouse (or that spouse's dependent) of an individual referred to in (a) to (c) above.

3.2 In this Policy, each person in the categories listed above is referred to as a "**Disclosing Person**".

4. What conduct should be reported?

4.1 Reportable Conduct

Disclosing Persons may make a disclosure under this Policy if they have reasonable grounds to suspect that there has been any misconduct or have information about an improper state of affairs or circumstances relating to the Company, (a **Disclosable Matter**).

Disclosures do not have to be about breaking the law. Conduct giving rise to a Disclosable Matter may include, but is not limited to, conduct which:

(a) is dishonest, fraudulent or corrupt (such as fraud, money laundering, misappropriation of funds or bribery);

(b) is illegal (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);

(c) fails to comply with, or breaches, legal or regulatory requirements;

(d) represents a significant breach of the terms of any contract to which Solstice is a party;

(e) breaches any internal policy of the Company;

(f) is misleading or deceptive conduct of any kind, including conduct or representations which amount to improper or misleading accounting or financial reporting practices;

(g) involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances;

(h) is detrimental to a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure; or

(i) is a danger to the public, public safety or the financial system.

Legal protections apply in favour of a Disclosing Person even if the allegations they make are wrong, provided that the Disclosing Person had “reasonable grounds” for making the allegations. In order to have “reasonable grounds”, a reasonable person in the position of the Disclosing Person would also need to suspect that the information indicates a Disclosable Matter.

Solstice has discretion to determine that a Disclosing Person will not be dealt with under this Policy, provided that the disclosure is not considered a Disclosable Matter and does not fall within the scope of the Corporations Act.

4.2 What kind of conduct is not covered?

Generally, disclosures that solely concern the Disclosing Person's personal work-related grievances do not fall within the terms of this Policy and do not qualify for protection under the law. Examples of disclosures regarding personal work-related grievances that may not qualify for protection under whistleblower laws and this Policy include:

(a) an interpersonal conflict between the Disclosing Person and another employee;

(b) a decision that does not involve a breach of workplace laws;

(c) a decision relating to the engagement, transfer or promotion of the Disclosing Person;

(d) a decision relating to the terms and conditions of engagement of the Disclosing Person; or

(e) a decision to suspend or terminate the engagement of the Disclosing Person, or otherwise discipline the Disclosing Person.

However, a report about a personal work-related grievance may still qualify for protection if:

(a) it includes information about a Disclosable Matter that is accompanied by a personal work-related grievance (i.e. mixed report);

(b) Solstice has breached any law punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public or the financial system, or the disclosure relates to information that suggests misconduct beyond the Disclosing Person's personal circumstances;

(c) the Disclosing Person suffers from or is threatened with detriment for making a disclosure; or

(d) the Disclosing Person seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

4.3 False Reporting

A false report of a Disclosable Matter could have significant effects on Solstice's reputation and the reputations of other staff members and could also cause a considerable waste of time and resources. Deliberate false reports, which involve a Disclosing Person reporting information they know to be untrue will be treated as a serious disciplinary matter. However, a false report does not include situations where the Disclosing Person has reasonable grounds to suspect misconduct or an improper state of affairs, but such suspicions are later determined to be unfounded.

5. To whom should a report be made?

5.1 Eligible Recipients

Disclosures of Disclosable Matters that are *directly* reported to any one of the persons or classes of persons described below (each, an **Eligible Recipient**) qualify for protection under the Corporations Act. Individuals may also seek additional information about making a disclosure from an Eligible Recipient before formally making a report.

Each of the following is an Eligible Recipient:

(a) the Whistleblower Protection Officers nominated in section 8 below;

(b) an officer and/or senior manager of Solstice or one of its subsidiaries;

(c) an external auditor of Solstice (or a member of the external audit team);

(d) the Australian Securities and Investments Commission (**ASIC**);

(e) an actuary or the Australian Prudential Regulation Authority (**APRA**) (noting these are unlikely to be relevant given the nature of the Company's business);

(f) the Australian Taxation Office (**ATO**) (for a Disclosable Matter relating to tax matters);and

(g) a legal practitioner for the purpose of obtaining legal advice or representation on the operation of the whistleblower provisions.

Disclosures can be made anonymously and still attract protection. A Disclosing Person may choose to remain anonymous throughout the entire investigation process, although such anonymity may impact the extent of the investigation which Solstice is able to undertake.

5.2 Public interest and emergency disclosures to a journalist or Member of Parliament

A Disclosing Person may make a Public Interest Disclosure or an Emergency Disclosure to a member of Parliament or journalist in the below circumstance, which will attract the whistleblower protections.

(a) Public Interest Disclosures

If:

(i) a Disclosing Person has made a report of a Disclosable Matter to ASIC, APRA or another Commonwealth body prescribed by regulation;

(ii) at least 90 days have passed since making the report;

(iii) the Disclosing Person does not have reasonable grounds to believe that action is being taken on the report and reasonably believes that further disclosure is in the public interest; and

(iv) the Disclosing Person has given prior written notice to the relevant Commonwealth agency of their intention to make further disclosure,

then the Disclosing Person may make a report of the Disclosable Matter to a journalist or Federal or State Member of Parliament. In this case, this further report made to a journalist or Federal or State Member of Parliament will also have the protections available at law, provided such report is limited to the information necessary to inform the recipient of the Disclosable Matter.

(b) Emergency Disclosures

A Disclosing Person will also have the legal protections available at law if the person:

(i) has made a report of a Disclosable Matter to a specified Commonwealth agency;

(ii) has reasonable grounds to believe that the Disclosable Matter concerns a substantial and imminent danger to any person's health or safety or to the natural environment;

(iii) has given prior written notice to the relevant Commonwealth agency of their intention to make further disclosure; and

(iv) makes a report to a journalist or Member of Parliament that is limited to the information necessary to inform the recipient of the substantial or imminent danger.

A Disclosing Person should contact an independent legal adviser before making a Public Interest Disclosure or an Emergency Disclosure.

6. Solstice's investigation of reportable conduct

6.1 Solstice will investigate all matters reported under this Policy as soon as practicable after the matter has been reported. While the process adopted may vary depending on the nature of the disclosure received, the key steps Solstice will take in investigating any disclosure received will be as follows:

(a) Upon receipt of the disclosure, Solstice will:

(i) subject to the Disclosing Person providing their name and contact details:

(A) aim to contact the Disclosing Person within five (5) business days to acknowledge receipt and check on their wellbeing; and

(B) engage with the Disclosing Person to put in place appropriate measures to support and protect them;

(ii) conduct preliminary inquiries to determine whether an investigation is possible and appropriate; and

(iii) appoint an internal or external person to act as investigator with the right experience, background, capability and independence to investigate the disclosure.

(b) During the investigation, Solstice will:

(i) ensure the investigation is conducted in a timely, fair and objective manner;

(ii) ensure the identity of the Disclosing Person, or any information that would likely lead to their identification, is not disclosed without their consent;

(iii) where the Disclosing Person has provided their name and contact details, aim to provide the Disclosing Person with regular updates on the progress of the investigation (such as when the investigation has begun, is in progress and has been finalised);

(iv) ensure appropriate and proportionate action is taken to address any issues identified; and

(v) not tolerate any person interfering, intervening or seeking to influence the conduct and/or process of the investigation including any attempt to intimidate an investigator appointed by Solstice.

(c) Once the investigation is complete and if the Disclosing Person has provided their name and contact details, Solstice will attempt to contact the Disclosing Person to inform them of the outcome (due to confidentiality reasons and the need to protect the interests of all parties to the investigation, information provided to a Disclosing Person about an outcome may be limited). Prior to closing the investigation, Solstice will ensure that any reprisal concerns have been addressed.

(d) The outcome of any investigation will be documented and as considered appropriate, reported to the Audit and Risk Committee and/or the Board.

6.2 The outcome of the investigation may result in disciplinary action including, but not limited to dismissal. If the Disclosing Person is dissatisfied with the conduct or outcome of the investigation, they can escalate their matter to the Board or ASIC's Office of the Whistleblower.

6.3 In the case of anonymous disclosures, Solstice may not be able to undertake an investigation if it is not able to contact the Disclosing Person, however may:

(a) investigate a disclosure by asking the Disclosing Person for consent to a limited disclosure; or

(b) investigate a disclosure by conducting a broad review on the subject matter or the work area disclosed, even if it cannot get in contact with the Disclosing Person, if the Disclosing Person has provided sufficient information to Solstice and Solstice removes information that is likely to lead to their identification.

7. Support and legal protection for Disclosing Persons

7.1 Identity Protection (Confidentiality)

Solstice is obligated and committed to protecting the identity of a Disclosing Person in making a disclosure. Subject to limited exceptions, it is illegal for a person to identify a Disclosing Person or disclose information that is likely to lead to the identification of the Disclosing Person. A contravention of this requirement may lead to disciplinary action, including termination of employment as well as imprisonment and/or fines.

Solstice will not disclose the Disclosing Person's identity or information that is likely to lead to them being identified unless:

(a) the Disclosing Person provides consent;

(b) the concern is reported to ASIC or APRA or a member of the Australian Federal Police (**AFP**), or the Australian Taxation Office if the disclosure concerns the Company's tax affairs; or

(c) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

The information contained in a disclosure will only be disclosed without the Disclosing Person's consent if it does not include their identity and is reasonably necessary for investigating the issues raised in the disclosure. Solstice will take all reasonable steps to reduce the risk that a Disclosing Person will be identified from the information.

Subject to their rights under the Australian whistleblower laws, Disclosing Persons are expected to keep confidential any details of an investigation, its progress or its outcome.

7.2 Information Protection

To protect the identity of a Disclosing Person in making a disclosure, Solstice will:

(i) redact all personal information or reference to the Disclosing Person in the disclosure;

(ii) refer to the Disclosing Person in a gender-neutral context in reporting the disclosure;

(iii) contact the Disclosing Person where possible to help identify certain aspects of the disclosure that could inadvertently identify them;

(iv) ensure that disclosures are handled and investigated by qualified staff;

(v) store all paper and electronic documents and materials relating to disclosures securely;

(vi) limit access to information relating to the disclosure to those persons directly involved in managing and investigating the disclosure;

(vii) restrict the number of people who are directly involved in handling and investigating a disclosure that are aware of the identity of the Disclosing Person;

(viii) ensure that communications and documents relating to the investigation of a disclosure will not to be sent to an email address or to a printer that can be accessed by other staff; and

(ix) remind each person who is involved in handling and investigating a disclosure of the confidentiality requirements, including that an unauthorised disclosure of a Disclosing Person's identity (including by disclosure of information which would assist a person in identifying a whistleblower's identity) may be a criminal offence.

7.3 Protection from detrimental acts or omissions

Solstice is committed to ensuring that all Disclosing Persons are protected from detriment in making a disclosure. Upon the making of a disclosure, Solstice will:

(a) make an assessment of the risk of detriment against the Disclosing Person and other persons as soon as possible after receiving a disclosure;

(b) make support services available to the Disclosing Person; and

(c) make any modifications to the Disclosing Person's role that Solstice deems necessary to protect them from risk of detriment – i.e. performing duties from another location or reassignment to another role.

If a Disclosing Person is subjected to detrimental treatment as a result of making a report under this Policy, they should raise it in accordance with the process outlined above for making a disclosure. A Disclosing Person may also seek independent legal advice or contact regulatory bodies, such as ASIC or the ATO if they believe they have suffered detriment because of their disclosure.

7.4 Handling and fair treatment

Solstice will take the following steps to ensure the fair treatment of any employee or other person mentioned in a disclosure:

(a) disclosures will be handled confidentially when it is practical and appropriate in the circumstances;

(b) each disclosure will be assessed and may be the subject of an investigation;

(c) the objective of an investigation will be to determine whether there is enough evidence to substantiate or refute the matter reported;

(d) when an investigation needs to be undertaken, the process will be objective, fair and independent;

(e) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken; and

(f) an employee who is the subject of a disclosure will be supported.

Solstice may determine the most appropriate time to inform the individual who is the subject of a disclosure about the investigation, provided that they inform the individual before making any adverse finding against them. In some circumstances, informing the individual at an early stage of an investigation may compromise the effectiveness of the investigation, such as when there may be concerns that the individual may destroy information or the disclosure needs to be referred to ASIC, APRA, the ATO or the AFP.

7.5 Protection from liability

A Disclosing Person who has reasonable grounds for suspecting a Disclosable Matter, and who reports that Disclosable Matter to an Eligible Recipient may be entitled to additional legal protections in certain circumstances, including:

(a) they may be protected from civil, criminal or administrative legal action for making the report;

(b) no contractual or other right may be exercised against the Disclosing Person for making the report;

(c) the information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information); and

(d) anyone who causes or threatens to cause detriment to a Disclosing 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 to pay damages to the Disclosing Person for any loss suffered by them as a result.

8. Whistleblower Protection Officers

8.1 Any questions related to the contents of this Policy or requests to obtain additional information before making a disclosure should be directed to the Company Secretary or a Whistleblower Protection Officer noted below.

8.2 Any employee who detects or has reasonable grounds for suspecting wrongdoing is encouraged to raise any concerns with an Eligible Recipient through normal reporting channels (i.e. in person or via phone, email or postal mail). A disclosure of information can be made within Solstice by contacting the following Whistleblower Protection Officers:

Company Secretary:	Jessica O'Hara
Phone:	+61 (8) 9381 9997
Mobile:	+61 (0) 407 442 952
Email:	CoSec@solsticeminerals.com.au
Address:	Suite 22, Level 1, 513 Hay Street Subiaco, Western Australia 6008 PO Box 2152, Subiaco WA 6904
Executive Director:	Mr Alastair Morrison
Phone:	+61 (8) 9381 9997
Mobile:	+61 (0) 438 820 188
Email:	alastairm@solsticeminerals.com.au
Address:	Suite 22, Level 1, 513 Hay Street Subiaco, Western Australia 6008 PO Box 2152, Subiaco WA 6904
Audit and Risk Committee Chair:	Mr Michael Klessens

Phone:	+61 (8) 9381 9997
Mobile:	+61 (0) 418 943 952
Email:	mikek@solsticeminerals.com.au
Address:	Suite 22, Level 1, 513 Hay Street Subiaco, Western Australia 6008 PO Box 2152, Subiaco WA 6904

9. Review of this Policy

9.1 This Policy will be reviewed from time to time by the Board of the Company to ensure it remains effective and meets best practice standards and the needs of the Company.