

At Galaxy Resources Limited we are committed to conducting our business with honesty and integrity, and we expect all our people to maintain high standards in accordance with our Values and internal policies. This Whistleblowing Policy (**Policy**) sets out the procedure that will apply when a Galaxy representative suspects wrongdoing, unethical conduct or dangers at work which may affect others. We encourage Galaxy representatives to raise any concerns that they may have as soon as possible with us, in the knowledge that their concerns will be taken seriously and investigated appropriately, and that their confidentiality will be treated as a priority. In addition, we have regulatory requirements to report any misconduct or any breaches of any regulatory body's rules or procedures.

As explained in section 2.2 below, complaints relating to your own personal circumstances, such as the way you have been treated at work should be addressed under Galaxy's applicable workplace behaviour policy.

This Policy does not form part of your terms and conditions of employment. We reserve the right to change or withdraw this Policy from time to time. The information within this Policy replaces all previous relevant policies.

If you have any questions in relation to this Policy, you should contact your local Human Resources Manager or Galaxy's General Counsel.

Thank you.

Martin Rowley

Chairman

On behalf of the Board of Galaxy Resources Limited

## 1. WHO IS COVERED BY THIS POLICY?

This Policy applies to every individual working in or with Galaxy, at any level or grade, wherever located, including all employees (whether permanent, fixed-term or temporary), directors, officers, associates, contractors and suppliers (including employees of suppliers) (collectively, **Galaxy Representatives**).

References in this Policy to "**Galaxy**", "**we**", "**us**" or "**our**" are to Galaxy Resources Limited and all its subsidiaries and associated companies worldwide, including joint venture companies in which Galaxy has an interest.

This Policy is made available on Galaxy's intranet to Galaxy employees, officers and other parties having such access. It is also made available on the Galaxy website at [www.gxy.com](http://www.gxy.com)

## 2. WHAT IS WHISTLEBLOWING?

### 2.1 Whistleblowing

Whistleblowing is the raising of a concern about suspected wrongdoing, unethical conduct or dangers at work which may affect others. Such concerns may relate to:

- a. criminal activity;
- b. miscarriages of justice;
- c. danger to health and safety;
- d. danger to the public or the financial system;
- e. damage to the environment;
- f. failure to comply with any legal or professional obligation or regulatory requirements;
- g. bribery;
- h. corruption;
- i. financial fraud or mismanagement;

- j. negligence;
- k. breach of Galaxy's internal policies;
- l. conduct likely to damage Galaxy's reputation;
- m. unauthorised disclosure of confidential information; and
- n. the deliberate concealment of any of the above matters.

These examples are not exhaustive or exclusive and situations of a similar nature as determined by the General Counsel will be dealt with under this Policy.

References in this Policy to "raising a concern" are references to whistleblowing.

## 2.2 Personal work-related grievances

The processes in this Policy generally do not apply to personal work-related grievances, being a grievance relating to a Galaxy Representative's current or former employment that has implications for that person personally and does not concern conduct of the kind referred to in section 2.1 above. This may include, for example, an interpersonal conflict between a Galaxy Representative and another employee, or a concern about a decision relating to a Galaxy Representative's employment, such as a transfer, promotion or disciplinary action. Personal work-related grievances should be raised in accordance with Galaxy's applicable workplace behaviour policy.

## 3. WHEN YOU SHOULD RAISE A CONCERN

Galaxy encourages whistleblowing by Galaxy Representatives in accordance with this Policy. You should raise a concern if you have any reasonable grounds to suspect misconduct, wrongdoing, unethical conduct or dangers at work, or an improper state of affairs or circumstances in relation to Galaxy. As discussed in section 7 below, Galaxy Representatives will not suffer any detriment if they raise concerns in accordance with this Policy. We would prefer that you raise any concerns rather than leave them unaddressed.

Galaxy Representatives who raise a concern in accordance with this Policy will not be penalised if the information turns out to be incorrect. However, if you deliberately make an allegation that you know is untrue or misleading, this may be a breach of Galaxy's policies and will be considered a serious matter that may result in disciplinary action in accordance with Galaxy's applicable workplace behaviour policy. There may also be legal consequences if a person knowingly makes a false allegation.

## 4. HOW TO RAISE A CONCERN

There are a variety of ways you can raise a concern, both internally and externally. How and to whom you choose to raise a concern is up to you. However, our preference is that you raise concerns internally or using our whistleblower service. If you choose to raise your concerns externally, you may not be protected under this Policy or the law.

### 4.1 Raising a concern internally

In the first instance, you should raise any concerns with one of the following people:

- a. Chief Executive Officer;
  - b. Chief Financial Officer;
  - c. Executive – Human Resources;
  - d. General Counsel;
  - e. General Manager – Argentina/General Manager – Canada; or
  - f. a member of Galaxy's internal Human Resources or Legal departments,
- (each, an **Eligible Recipient**).

You may tell them in person or put the matter in writing if you prefer. For the avoidance of doubt, these people are authorised by Galaxy to receive disclosures under Part 9.4AAA of the Corporations Act and Part IVD of the Taxation Administration Act.

If you are concerned that the Eligible Recipient to whom you have raised a concern is involved in the wrongdoing, has failed to make a proper investigation, or has failed to report the outcome of the investigation to the General Counsel, you should inform Galaxy's General Counsel or the Chief Executive Officer. Any such approach will be subject to the protections in this Policy.

#### 4.2 Using Galaxy's whistleblower service

In addition to the above options, there may be circumstances where you consider it is preferable to contact our external whistleblower service. In those cases, please use any of the following details to make contact:

Galaxy has contracted Your Call Whistleblowing Solutions ("**Your Call**") to receive and manage your report with impartiality and confidentiality.

This option allows you to either:

- remain completely anonymous;
- identify yourself to Your Call only; or
- identify yourself to both Your Call and Galaxy.

Please use any of the following details to make contact with Your Call Whistleblowing Solutions:

Phone: 1300 790 228 (within Australia); or  
+61 3 9895 0012 (outside Australia)  
9am to 12am AEST, recognised business days

Email: [galaxy@yourcall.com.au](mailto:galaxy@yourcall.com.au)

Web: [www.yourcall.com.au/report](http://www.yourcall.com.au/report) (Enter the unique ORG ID: **Galaxy**)

Available 24/7

Post: Locked Mail Bag 7777, Malvern VIC 3144

If you are deaf, or have a hearing or speech impairment, you can contact Your Call online or through the National Relay Service. Simply choose your contact method at [www.relayservice.gov.au](http://www.relayservice.gov.au) and request Your Call's hotline 1300 790 228.

If you have difficulty speaking or understanding English, contact Your Call through the Translating and Interpreting Service (TIS) 131 450 and ask for Your Call on 1300 790 228.

Your Call remains the intermediary at all times, receiving and forwarding communication between all parties.

You are able to securely upload any relevant documentation and/or material relevant to your disclosure.

After making a disclosure, you will be provided with a unique Disclosure Identification Number (**DIN**) and access to a secure online Message Board. The Message Board allows ongoing anonymous communication with Your Call and/or Galaxy. The Message Board can be used to receive updates, share further information/evidence and request support or report retaliation. If you cannot access the Message Board, you can contact Your Call via phone (above) for verbal updates.

More information about the whistleblower service is available online at <https://www.whistleblowing.com.au/support-centre/>.

#### 4.3 Raising a concern externally

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing. You are protected from any detriment if you raise a concern internally in accordance with this Policy. Accordingly, in most cases, you should not find it necessary to alert anyone externally.

If you are not comfortable raising a concern internally or using Galaxy's whistleblower service, you may choose to raise the concern externally with one of the following people:

- a. your personal legal adviser;
- b. Galaxy's auditor or actuary;
- c. an employee of the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA);
- d. the Commissioner of Taxation; or
- e. any other eligible person or body authorised to receive disclosures under section 1317AA of the Corporations Act or section 14ZZT of the Taxation Administration Act.

In some cases of emergency or where it is in the public interest, you may be protected from detriment if you raise your concerns with a member of parliament or a journalist. The circumstances in which the protections will apply are described in section 1317AA of the Corporations Act. Importantly, the protections only apply if you have previously raised your concerns (internally or externally) with ASIC or APRA (or any other prescribed body).

We **strongly encourage** you to seek advice before reporting a concern to anyone external. You will not suffer detriment for raising concerns with a lawyer for the purpose of taking advice about this Policy or your protections under the law.

## 5. INVESTIGATION

If you raise a concern, Galaxy's response will vary depending on the nature of the concern (including the amount of information provided). For example, your concerns may be addressed or resolved informally or through an investigation.

When you raise a concern, a preliminary review of your concerns will be undertaken to determine whether further investigation is necessary or appropriate. While not all concerns will necessarily lead to investigation, all concerns will be assessed and considered, and a decision made as to whether they should be investigated.

If a decision is made to investigate the matter, Galaxy will arrange an investigation into the matter (either by investigating the matter internally or by delegating the matter to an external investigator or other suitably qualified third-party).

Any investigation will be conducted in as timely a manner as the circumstances allow, and be independent of the person(s) about whom a concern has been raised. Any investigation may involve you and other individuals providing written statements. Provided there are no restrictions on doing so, persons against whom a concern has been raised will be informed of the concern and will have an opportunity to respond to the concern.

As set out in section 6 below, unless you consent, the person undertaking the investigation will not reveal your identity (or any information that is likely to lead to your identification) to anyone unless permitted or required by law.

Once an investigation is complete, the person who carried out the investigation will then report to the General Counsel who will take any necessary action, including reporting the matter to any appropriate regulatory body, if required. If wrongdoing is discovered as a result of any investigation, this will be dealt with under Galaxy's applicable workplace behaviour policy. On conclusion of any investigation, if appropriate and permitted under the law, you will be told the outcome of the investigation and what has been done, or what Galaxy proposes to do. Any disciplinary action taken against other Galaxy Representatives is confidential and this information will not be shared with you. If no action is to be taken, where appropriate, the reason for this will be explained.

Any investigation report remains the property of Galaxy and will not be shared with you or any person the subject of your concern.

Participants in the investigation procedure are required to keep confidential all relevant information, and electronic recordings of any investigation meetings are not permitted unless all those attending agree.

Whenever a report of suspected unacceptable conduct mentions or relates to any Galaxy Representative, Galaxy is committed to treating those representatives fairly, as appropriate in the circumstances, including by following the processes set out above.

## 6. CONFIDENTIALITY AND ANONYMITY

We hope that Galaxy Representatives will feel able to voice concerns openly under this Policy. However, you may also raise your concerns confidentially, or anonymously. Unless you provide your consent, the person to whom you raise your concerns will only disclose your identity (or any information that is likely to lead to your identification) where permitted to do so under Part 9.4AAA of the Corporations Act or Part IVD of the Taxation Administration Act. In short, your identity may only be disclosed without your consent to certain authorities (such as ASIC, the ATO or the Australian Federal Police) or to a lawyer for the purpose of obtaining legal advice. Information that is likely to lead to your identification may be disclosed where it is reasonably necessary to investigate your concerns, and where all reasonable steps have been taken to reduce the risk that you will be identified.

If you raise your concerns anonymously, or you do not consent to your identity being disclosed, it may be more difficult or impossible for Galaxy to properly investigate and take action in relation to your concerns. Further, in some cases, information that you provide (other than your identity) may reveal your identity. The person with whom you raise your concerns may need to reveal this information to others in order to investigate your concerns. In this case, the person will take all reasonable steps to reduce the risk that you will be identified.

If you are concerned about possible reprisals if your identity is revealed, you should contact the Executive - Human Resources or the General Counsel and appropriate measures can then be taken to protect you. As noted below, you have protections under this Policy and the law.

Any Galaxy Representative who fails to comply with their confidentiality obligations under this Policy will be dealt with in accordance with Galaxy's applicable workplace behaviour policy. Such conduct is also against the law, and anyone engaging in the conduct may be prosecuted or subject to civil penalties.

## 7. PROTECTION AND SUPPORT

Galaxy Representatives may be worried about possible repercussions of whistleblowing. We aim to encourage openness and will support Galaxy Representatives who raise genuine concerns under this Policy, even if they turn out to be mistaken. We may not be able to provide the same practical support to people who are not current Galaxy Representatives, or to those who choose to remain anonymous; however, we will take reasonable steps that are appropriate in the circumstances.

Galaxy Representatives must not cause, or threaten to cause, any detriment to anyone because they have raised a genuine concern under this Policy, or to any person because they have been involved in any investigation of a concern raised under this Policy. Any such conduct will be dealt with in accordance with Galaxy's applicable workplace behaviour policy. Such conduct is also against the law, and anyone engaging in the conduct may be prosecuted or subject to civil penalties.

An instruction to cover up wrongdoing is itself a disciplinary matter and will be dealt with in accordance with Galaxy's applicable workplace behaviour policy. If you are told not to raise or pursue any concern, even by a person in authority such as a manager, you should not agree to remain silent. You should report the matter to the appropriate person, as detailed above.

### 7.1 Detriment

For the purposes of this Policy, "**detriment**" includes (among other things):

- a. dismissal of an employee;
- 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 of a person;
- f. harm or injury to a person, including psychological harm;
- g. damage to a person's property;

- h. damage to a person's reputation;
- i. damage to a person's business or financial position; or
- j. any other damage to a person.

A "threat" to cause detriment includes an express or implied threat, and a conditional or unconditional threat.

## 7.2 Protections

If you believe that you have suffered, or may suffer, any detriment because you have raised a concern or participated in an investigation, you should inform the Executive-Human Resources or the General Counsel. Galaxy is committed to protecting people who raise concerns under this Policy. Galaxy will determine the protections offered at its discretion, depending on things such as the nature of the concerns and the people involved. Such protections may include, where appropriate:

- monitoring and managing the behaviour of other Galaxy Representatives;
- relocating you or other Galaxy Representatives to a different division or group;
- offering you a leave of absence or flexible working arrangements while the matter is being investigated; or
- rectifying any detriment that you have suffered.

Galaxy will also take reasonable steps to protect your identity if you raise concerns under this Policy. Measures which Galaxy may adopt to protect your identity may include some or all of the following, as appropriate in the circumstances:

- using a pseudonym in place of your name;
- redacting personal information or references to you;
- referring to you in a gender-neutral context;
- where possible, consulting with you to help identify the aspects of your disclosure that could inadvertently identify you;
- ensuring paper and electronic documents and other materials relating to your disclosure are stored securely;
- limiting access to all information relating to a disclosure to those directly involved in managing and investigating the report;
- only disclosing your identity or information that is likely to lead to your identification to a restricted number of people who are directly involved in handling and investigating the disclosure; and
- reminding each person who is involved in handling and investigating a disclosure about the confidentiality requirements, including the consequences of an unauthorised disclosure.

For the avoidance of doubt, no financial reward will be made to Galaxy Representatives in connection with the disclosure, reporting or investigation of any wrongdoing, unethical conduct or dangers at work.

## 8. LEGAL PROTECTION

Galaxy Representatives may also have protections under the law. In Australia, there are protections under Part 9.4AAA of the Corporations Act and Part IVD of the Taxation Administration Act against civil, criminal or administrative liability for making a disclosure covered under those Parts, although generally not for any conduct revealed by the disclosure. No contractual or other remedy may be enforced against someone for making a protected disclosure. In some cases, (e.g. if the disclosure has been made to a regulator), the information a person discloses is not admissible in evidence against that person in criminal proceedings or in proceedings for the imposition of a penalty (other than proceedings in respect of the falsity of the information). These protections are in addition to your protections under this Policy. Eligible whistleblowers who make disclosures in accordance with Part 9.4AAA of the Corporations Act or Part IVD of the Taxation Administration Act may be entitled to compensation and other remedies (including injunctions, reinstatement and exemplary damages) in the event that they suffer detriment or are threatened with any detriment because of their disclosure.

As noted in this Policy, it is also an offence under Part 9.4AAA of the Corporations Act or Part IVD of the Taxation Administration Act to cause (or threaten to cause) a person detriment for making a disclosure covered under those Parts. It is also illegal for a person to disclose a person's identity in connection with a protected disclosure, or information likely to lead to that person's identification, except in certain circumstances (e.g. with the person's consent).

## **9. TRAINING**

All relevant Galaxy Representatives will receive training in relation to their rights and obligations under this Policy and applicable whistleblower laws. Those who may receive whistleblower reports under this Policy will receive training in how to respond to those reports.

## **10. REPORTING**

The Audit and Risk Committee will receive a summary of reports made under this Policy on a quarterly basis and report to the Board. The Audit and Risk Committee will be provided information about any material incidents reported in a timely manner outside normal reporting periods, which will subsequently be provided to the Board.

## **11. MONITORING AND REVIEW**

The content, effectiveness and implementation of this Policy will be periodically reviewed to ensure it is operating effectively and whether any changes are required.

Approved by Galaxy Resources Limited Board

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