

# EMPIRE RESOURCES LTD

ACN 092 471 513

## Whistleblowing Policy

### 1. Introduction

This policy applies to Empire Resources Limited and all of its subsidiaries (Empire). Empire is committed to:

- conducting its business with honesty and integrity, and we expect all employees to maintain the same high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.

The purpose of this policy is to:

- encourage employees to report suspected wrongdoing as soon as possible, with the knowledge that their concerns will be taken seriously and investigated as appropriate and that their confidentiality will be respected;
- Provide employees with a confidential and anonymous, external whistleblowing hotline where employees can feel comfortable reporting unacceptable conduct;
- Provide employees with guidance when reporting allegations of suspected misconduct or improper activities; and
- Reassure employees that they can raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.

### 2. Who is Covered by this Policy?

The policy applies to all employees at all levels of the organisation, including senior managers, officers, directors, employees, consultants, contractors, trainees, homeworkers, part-time and fixed-term workers and casual staff (collectively referred to as "Employee" or "Employees") of Empire.

### 3. What is Unacceptable Conduct?

Unacceptable conduct covered by this policy includes any conduct which:

- Is dishonest, fraudulent or corrupt;
- Is illegal, such as theft, drug sale or use, violence, harassment and intimidation, criminal damage to property or other breaches of state or federal law;
- Is unethical, such as dishonesty altering company records or data, dishonestly altering records or documents provided by Empire to the Department of Mines and other regulations and third parties or adopting questionable accounting practices;
- Is potentially damaging to an Empire person, such as unsafe work practices, or substantially wasting of company resources;
- Is potentially damaging to Empire's reputation;
- May cause financial loss to Empire or be otherwise detrimental to Empire's interests;

- Involves any other kind of serious impropriety;
- Jeopardises or potentially jeopardises the ability of Empire to hold required licenses for its business;
- Breaches Empire’s approved policies and procedures in place from time to time; or
- Breaches any law or regulation which applies to Empire or to the Employee.

#### **4. What is Whistleblowing?**

- 4.1** Whistleblowing is the disclosure of information which relates to suspected unacceptable conduct.
- 4.2** A whistleblower is a person who raises a genuine concern in good faith. If you have any genuine concerns related to suspected unacceptable conduct you should report it under this policy (refer Appendix 1).

#### **5. Raising a Whistleblowing Concern**

- 5.1** Employees are strongly encouraged to report actual or suspected illegal or unacceptable conduct or any breach or suspected breach of law or regulation that may adversely impact Empire, Empire's shareholders, employees, investors, associated overseas interests or the public at large.
- 5.2** Empire maintains mechanisms for all employees, consultants, contractors, agents, customers, suppliers and service providers to report actual or suspected instances of illegal or unacceptable conduct. Empire will make the details of how to report available all employees.
- 5.3** Instances of behaviour involving illegal or unacceptable conduct, including possible fraud, bribery and corruption may be reported by employees, consultants, contractors, agents, customers, suppliers and service providers in the following manner, and at the reporting person’s choice:

#### **A. REPORTING TO MAINTAIN ANONYMITY AND CONFIDENTIALITY:**

The Independent External Audit Partner (“Audit Partner”) of the external audit firm responsible for Empire’s audit

- Telephone +61 8 9227 7500

#### **B. INTERNAL REPORTING (TO MAINTAIN CONFIDENTIALITY)**

- Internal Whistleblower Officer on:
  - a) +61 8 9386 4699 or
  - b) [simon.storm@dorado.com.au](mailto:simon.storm@dorado.com.au) (or to the Company Secretary from time to time)

#### **C. ESCALATION:**

- Chairman of Audit Committee, when and if an Audit Committee is formed.

In case a reporting person is not comfortable to report to the Internal Whistleblower Officer, such report may be made to the Chairman of Empire's Audit Committee, if formed, who will at all times act in accordance with this policy and with any relevant legislation. In the event of there being no Audit Committee, the reporting person should contact the Audit Partner.

The contact details for the Chairman of Audit Committee would be at any time available from the Company Secretary, with any request for such details to be kept confidential.

## **6. Investigating Alleged Misconduct or Improper Activities**

- 6.1** The Report Recipient (see above) will assess the nature of the complaint and determine an appropriate response to the allegations. If the sender reports to the Audit Partner, they will liaise with the Internal Whistleblower Officer in respect of the report, maintaining confidentiality and anonymity.
- 6.2** Upon review of the facts of the suspected illegal or unacceptable conduct, the Internal Whistleblower Officer will determine the appropriate form of investigation.
- 6.3** Upon conclusion of an appropriate course of action, the Internal Whistleblower Officer will inform, to the extent necessary, the notifying party, if identified, of the outcome of any investigation conducted or decision made.

## **7. Outcome of Investigations**

- 7.1** At the end of the investigation, the Whistleblower Officer will determine the appropriate response. This response will include rectifying any unacceptable conduct and taking any action required to prevent any future occurrences of the same or similar conduct.
- 7.2** Where issues of discipline arise, the response will be in line with Empire's procedures for disciplinary matters. Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue their role as if the allegations had not been made.
- 7.3** A person who has committed or been involved in unacceptable conduct will not be immune from disciplinary action merely because they have reported the unacceptable conduct in accordance with this policy. However, the person's conduct in making the report is likely to be taken into account in determining what disciplinary action is appropriate.
- 7.4** If the Whistleblower Officer concludes that a whistleblower has made false allegations maliciously, in bad faith or with a view to personal gain, the whistleblower will be subject to disciplinary action. The protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

## **8. Protection and Support for Whistleblowers**

- 8.1** Empire recognises that people do not generally decide to publicly express serious concerns about the integrity of their employer or their work colleagues without a good deal of prior thought. Provided that concerns are raised in good faith, the employee will not be at risk of losing their job or suffering any form of reprisal, including being labelled

a troublemaker, for coming forward, irrespective of the outcome of any subsequent investigation.

- 8.2** If an employee makes a report of unacceptable conduct under this policy, Empire will endeavour to ensure that person's identity is protected from disclosure. Accordingly, Empire will not disclose the employee's identity unless:
- The employee making the report consents to the disclosure;
  - The disclosure is required by law;
  - The disclosure is necessary to prevent or lessen a serious threat to person's health or safety; or
  - It is necessary to protect or enforce Empire's legal rights or interests or to defend any claims.
- 8.3** Empire will also ensure that any records relating to a report of unacceptable conduct are stored securely and are only accessible by authorised staff.
- 8.4** Employees must not suffer any detrimental treatment as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Report Recipient immediately.
- 8.5** Employees must not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action.

## **9. Compliance with Legislation**

- 9.1** Empire may operate in many jurisdictions with regulation and legislation which deals with whistle blower reporting, investigations and protection.
- 9.2** The Empire Whistleblowing Policy will at all times comply with all relevant regulation and legislation, and will be deemed to be amended whenever such regulation or legislation is enacted or amended.
- 9.3** This Whistleblowing Policy should be updated and kept current in line with all relevant Australian legislation and regulations.
- 9.4** In the case of any conflict between regulations or legislation in any jurisdiction, the higher of any conflicting standard will be applied.

**APPENDIX 1  
WHISTLEBLOWER REPORT  
FORM TO BE KEPT  
CONFIDENTIAL**

REPORTER'S CONTACT INFORMATION	
NAME	
CONTACT NUMBER	
EMAIL ADDRESS	
SUSPECT'S INFORMATION	
NAME	
CONTACT NUMBER	
EMAIL ADDRESS	
WITNESS INFORMATION (IF ANY)	
NAME	
CONTACT NUMBER	
EMAIL ADDRESS	
COMPLAINT	
1. WHAT MISCONDUCT/IMPROPER ACTIVITY OCCURRED?	
2. WHO COMMITTED THE MISCONDUCT/IMPROPERACTIVITY?	
3. WHEN DID IT HAPPEN AND WHEN DID YOU NOTICE IT?	
4. WHERE DID IT HAPPEN?	
5. CAN YOU PROVIDE US WITH EVIDENCE?	
6. ARE THERE ANY OTHER PARTIES INVOLVED OTHER THAN THE SUSPECT STATED ABOVE?	
7. DO YOU HAE ANY OTHER DETAILS OR INFORMATION WHICH COULD ASSIST US IN THE INVESTIGATION?	
8. ANY OTHER COMMENTS?	
<b>DATE:</b>	
<b>SIGNATURE:</b>	