



Andromeda

ANDROMEDA METALS LIMITED

("the Company")

WHISTLEBLOWER POLICY

1. Purpose

Andromeda Metals Limited and its subsidiaries (Andromeda) are committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Andromeda is committed to transparency and to building an environment in which people feel free to raise legitimate issues relating to the Company's operations and where officers, employees and contractors do not suffer detriment because they report potential misconduct concerns. The aim of this Policy is to help deter wrongdoing relating to the Company's operations, by encouraging disclosure of wrongdoing and to provide a safe and confidential environment for people to raise those concerns without fear of reprisal, ensuring that anyone who makes a disclosure can do so safely, securely and with confidence that they will be protected and supported.

This policy sets out:

- (a) When you will be protected for making a disclosure;
- (b) the protections you will have if you make a protected disclosure; and
- (c) how disclosures made under this policy will be handled by Andromeda.

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

This policy is also available in the Corporate Governance section of our website:

<https://www.andromet.com.au/who-we-are/corporate-governance/policies/>

This policy protects those who are entitled to whistleblower protection under the Australian whistleblower laws (see section 8 of this policy).

2. Who is protected under this policy

You will be protected under this policy if:

- (a) You are one of the individual set out in section 3;
- (b) You disclose information about the type of matters set out in section 4; and
- (c) You disclose that information
 - (i) Internally to one of the persons set out in section 5; or
 - (ii) Externally to one of the persons set out in section 8.

3. Who may make a protected disclosure

You may make a disclosure that qualifies for protection under the Australian whistleblower laws if you are or were:

- (a) an officer or employee of the Company (including, but not limited to employees who are permanent, part-time, fixed-term, temporary employees or interns, and secondees);
- (b) an associate of the Company;

- (c) a supplier of goods or services to the Company (whether paid or unpaid) or an employee of a supplier (which may include, among others, contractors, consultants, service providers and business partners); or
- (d) a parent, grandparent, child, sibling, spouse or dependent of any of the above.

4. Protected Disclosure

4.1 What information may be a protected disclosure?

Disclosures do not have to be about breaking the law.

Disclosures may be about misconduct or an improper state of affairs or circumstances in relation to the Company (including by a company officer or employee) where you have reasonable grounds to suspect has occurred or is occurring in relation to the Company.

Disclosures solely about a personal work-related grievance are not covered by this policy and do not qualify for protection under the Australian whistleblower laws unless they also relate to any detriment or threat of detriment by reason of you making or being suspected of making a protected disclosure (see section 7.4 for examples of “detriment”).

4.2 Examples of protected disclosures

Some examples of protected disclosures that qualify for protection under the Australian whistleblower laws include:

- (a) conduct that amounts to a criminal offence or contravention of the Corporations Act 2001 (Cth) or Australian Securities and Investments Commission Act 2001 (Cth);
- (b) conduct that is a Commonwealth criminal offence punishable by 12 months imprisonment or more;
- (c) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, criminal damage against property or breaches of work health and safety laws;
- (d) fraud, money laundering or misappropriation of funds;
- (e) corruption, offering or accepting a bribe;
- (f) financial irregularities;
- (g) negligence, default, breach of trust or breach of duty;
- (h) any conduct which may indicate a systemic issue in relation to the Company;
- (i) conduct relating to business behaviours and practices that may cause consumer harm;
- (j) conduct that represents a danger to the public or the financial system;
- (k) information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system;
- (l) misconduct in relation to Andromeda's tax affairs;
- (m) failure to comply with, or breach of, legal or regulatory requirements; and
- (n) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

4.3 Reasonable Grounds to make the disclosure

An eligible whistleblower who makes a disclosure must have 'reasonable grounds for suspecting that the information that is being disclosed concerns misconduct or an improper state of affairs or circumstances in relation to the Company' for the information to qualify for protection. This means that even if a disclosure turns out to be incorrect, the protections will still apply, provided the eligible whistleblower had 'reasonable grounds to suspect'.

The Company will treat all reports of protected disclosures seriously and endeavour to protect anyone who raises concerns in line with this Policy. An eligible whistleblower can still qualify for protection under this Policy where their disclosure turns out to be incorrect.

A disclosure made without reasonable grounds (such as where you know it to be false) may amount to misconduct and be subject to disciplinary action.

Disclosures that are not about a protected disclosure are not covered by this Policy and do not qualify for protection under the Whistleblower Protection Scheme.

Deliberate false or vexatious reports will not be tolerated. Anyone found making a deliberate false claim or report will be subject to disciplinary action, which could include dismissal.

4.4 Personal work-related grievances

A disclosure does not qualify for protection under the Whistleblower Protection Scheme to the extent that the information disclosed:

- (a) concerns a personal work-related grievance of the eligible whistleblower; and
- (b) does not concern a contravention, or an alleged contravention of the detriment provisions referred to in paragraph 7.4 of this Policy.

A disclosure is a 'personal work-related grievance' if:

- (a) the information concerns a grievance about a matter in relation to your employment, or former employment, having (or tending to have) implications for you personally; and
- (b) the information:
 - (i) does not have significant implications for the Company, or another regulated entity, that do not relate to the eligible whistleblower; and
 - (ii) does not concern conduct, or alleged conduct, referred to in paragraph 4.1 or 4.2 of this Policy.

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

- (a) it relates to a protected disclosure and a personal work-related grievance (i.e., it is a mixed disclosure); or
- (b) the eligible whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Examples of personal work-related grievances include:

- (a) an interpersonal conflict between you and another employee;
- (b) a decision about you engagement, transfer or promotion;
- (c) a decision relating to your terms and conditions of engagement, payroll or remuneration (for example, being unhappy about a pay review); or
- (d) a decision to suspend or terminate your employment, or otherwise discipline you.

Disclosures about personal work-related grievances should be raised under the Company's existing Disciplinary Grievance policy.

5. Who may receive a protected disclosure?

5.1 Eligible Recipients

For the protections under the Whistleblower Protection Scheme to apply, a disclosure must be made directly to an 'Eligible Recipient'. These people are detailed below.

Bob Katsioularis Managing Director &CEO	Telephone: 08 7089 9800 Email: bob.katsioularis@andromet.com.au Mail: Level 10, 431 King William Street, Adelaide SA 5000
Sarah Clarke Company Secretary	Telephone: 08 7089 9800 Email: sarah.clarke@andromet.com.au Mail: Level 10, 431 King William Street, Adelaide SA 5000
Stopline (external whistleblower service provider)	Telephone: 1300 30 45 50 (in Australia) Email: makeareport@stopline.com.au On-line: http://andromet.stoplinereport.com Mail: Andromeda Metals Group c/o Stopline, PO Box 403, Diamond Creek, VIC 3089 APP: Smart phone APP (free download from the Apple iTunes store and Google Play)

An eligible whistleblower's disclosure qualifies for protection from the time it is made to an Eligible Recipient, regardless of whether the eligible whistleblower or the recipient recognises that the disclosure qualifies for protection at that time.

5.2 Other Recipients

If an eligible whistleblower does not feel comfortable raising their disclosure with an Eligible Recipient, they could also raise it with any of the following:

- (a) an officer or senior manager of the Company (e.g. senior manager including the CFO);
- (b) any other officer (which includes a director or company secretary); or
- (c) an internal or external auditor of the Company (including a member of an audit team conducting an audit).

While the Company encourages eligible whistleblowers to make disclosures internally, an eligible whistleblower may choose to raise protected disclosures outside of the Company with:

- (a) ASIC; or
- (b) APRA; or

a Commonwealth authority prescribed in the Corporations Regulations.

5.3 Disclosure to a legal practitioner

Report of a protected disclosure will also be protected if it is to a qualified legal practitioner for the purpose of taking legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.

6. How a protected disclosure may be made

You may make a disclosure at any time to the people identified in section 5 in person, by email, post, or by hand.

An example form for making a disclosure is attached to this policy.

If you make a disclosure from or to an Andromeda email address, your email may be accessed by certain people within our IT department in accordance with the Company'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.

6.1 Anonymous Disclosures

You may make your disclosure anonymously (and stay anonymous throughout and after any investigation) and still qualify for protection under the Australian whistleblower laws.

Reporting anonymously may hinder our ability to fully investigate a reported matter. For this reason, we encourage anonymous eligible whistleblowers to maintain ongoing two-way communication with us (such as via an anonymous email address), so that we can ask follow-up questions or provide feedback.

7. Legal Protections for Disclosers

7.1 Confidentiality and secure record-keeping

Important protections relating to confidentiality and detriment apply to eligible whistleblowers who report protected disclosures in accordance with the Whistleblower Policy. The protections apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

Everyone involved in an investigation must take all reasonable steps to reduce the risk that a discloser will be identified.

We will do this by:

- (a) obscuring your name and identifying features from any internal reporting about your disclosure (unless you agree for your identity to be known);

- (b) referring to you in a gender-neutral context (unless you agree for your identity to be known);
- (c) where possible, contacting you to help identify certain aspects of your disclosure that could inadvertently identify you;
- (d) engaging qualified staff to handle and investigate disclosures;
- (e) storing all material relating to disclosures securely;
- (f) limiting access to all information to those directly involved in handling and investigating the disclosure; and
- (g) ensuring that anyone who is involved in handling and investigating your disclosure is aware of the confidentiality requirements.

Strict confidentiality obligations apply in respect of any disclosures that qualify for protection under the Whistleblower Protection Scheme.

7.2 Identity protections and Exceptions

If you make a protected disclosure, it is illegal for anyone to identify you or disclose any information that is likely to lead to you being identified, unless:

- (a) it is not possible to investigate the disclosure without disclosing information that might identify you (but all reasonable steps must be taken to protect your identity);
- (b) it is necessary to obtain legal advice about your disclosure and the whistleblower laws, in which case, we can pass the information on to our lawyer;
- (c) we need to disclose the information to the Australian Federal Police; the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulatory Authority (APRA) or the Australian Taxation Office (ATO), if the disclosure concerns the Andromeda's tax affairs or the tax affairs of an associate of Andromeda; or
- (d) you consent to that disclosure.

You may lodge a complaint to a regulatory body, such as ASIC APRA or the ATO, if you believe that your confidentiality has been breached.

7.3 Provision of identity to a court or tribunal

No-one at Andromeda may disclose or produce to a court or tribunal any information or documents which disclose your identity (or information likely to lead to your identification) without seeking the advice of our legal advisor.

If you make a protected disclosure and become aware that a court or tribunal has requested disclosure of your identity or production of documents containing your identity (or information likely to lead to your identification), you may apply to the court or tribunal for an order protecting your identity.

7.4 Protection from detriment

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

It is against the law for anyone at Andromeda (including any officers, employees or contractors) to cause or threaten any detriment to any person because that person:

- (a) is or proposes to make a disclosure under this policy or the Australian whistleblower laws; or
- (b) is suspected or believed to have made a disclosure under this policy.

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

- (a) dismissal of an employee;
- (b) injury of an employee in their employment;
- (c) alteration of an employee's position or duties to their disadvantage;
- (d) discrimination, harassment or intimidation;
- (e) harm or injury including psychological harm, damage to property, reputation or financial position;

- (f) taking action against a person (including any disciplinary action or imposing a liability) for making a disclosure; or
- (g) threats of any of the above.

However, we are entitled to take steps that:

- (a) are reasonably necessary to protect you from detriment (for example, moving you to another office to protect you from detriment if you have made a disclosure about your immediate work area); or
- (b) relate to managing unsatisfactory work performance in line with Andromeda's performance management framework.

You may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if you believe you have suffered detriment because of your disclosure.

7.5 Protection from civil, criminal and administrative liability

If you make a protected disclosure, you will also be protected from any of the following in relation to your disclosure:

- (a) civil liability – for example, any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation;
- (b) criminal liability – for example, prosecution for unlawfully releasing information or unlawfully using your disclosure against you in a prosecution; and
- (c) administrative liability – for example, disciplinary action for making a disclosure.

However, you may be liable for any misconduct that you have engaged in that is revealed by your disclosure (or revealed by an investigation following your disclosure).

7.6 Compensation and other remedies

You may seek compensation and other remedies through the courts if:

- (a) you suffer loss, damage or injury because of a disclosure; and
- (b) we failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

We encourage you to seek independent legal advice if you wish to seek compensation or remedies in court.

8. How this policy interacts with Australian Whistleblower Laws

8.1 Australian whistleblower laws

By making a disclosure in accordance with this policy, you may be protected under the Australian whistleblower laws if the type of matter you disclose is protected by those laws.

While this policy principally deals with internal disclosures, the protections afforded by the Australian whistleblower laws (set out below) also include some types of disclosure made to external parties, such as:

- (a) legal representatives, to obtain advice or representation about the Australian whistleblower laws;
- (b) ASIC, APRA or the ATO; or
- (c) MPs or journalists, where you have reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but **only if**:
 - (i) you previously made a disclosure of that information to either ASIC, APRA or another Commonwealth body prescribed by regulation; and
 - (ii) you notified that body in writing of your intention to disclose to an MP or journalist (where, for public interest disclosures, **at least 90 days** must first have passed since your previous disclosure before this notice may be given).

It is important you understand strict criteria apply and you should obtain independent legal advice before making a disclosure to an MP or journalist.

For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see the information available on the [ASIC](#) website (including [Information Sheet 239](#) *How ASIC handles whistleblower reports* and [Information Sheet 247](#) *Company officer obligations under the whistleblower protection provisions*) and the [ATO](#) website.

9. Investigations of disclosures under this policy

9.1 Investigation process

When you make a disclosure internally under this policy, your disclosure will typically be investigated as follows. This process may vary depending on the nature of your disclosure.

STEP 1	The person who receives your disclosure will provide the information to the Company Secretary (or Managing Director if the disclosure is about the Company Secretary), as soon as practicable, ensuring your identity is protected, unless you have consented otherwise.
STEP 2	<p>The Company Secretary (or Managing Director) will determine whether your disclosure is covered by this policy and if a formal, in-depth investigation is required.</p> <p>If an investigation is required, the Company Secretary will determine whether the investigation of your disclosure should be conducted internally or externally and appoint an investigator with no personal interest in the matter. The Company Secretary may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.</p>
STEP 3	<p>The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in the disclosure an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are also entitled to access the support services referred to in section 10.</p> <p>If you can be contacted (including through anonymous channels), we will give you regular updates on the status of the investigation as appropriate, with the frequency and timing of such updates depending on the nature of your disclosure.</p>
STEP 4	The outcome of the investigation will be reported to the Board (protecting your identity, if applicable) and may, if the Company Secretary considers appropriate, be shared with you and any persons affected by the disclosure as considered appropriate by the Company Secretary.

Appropriate records and documentation for each step in the process will be maintained by the investigator.

9.2 Duration of investigation

The Company will aim to conclude the investigations within two months of receiving your disclosure. But that time may vary depending on the nature of your disclosure.

Investigation will be conducted in accordance with confidentiality protections

Subject to the exceptions allowed under section 7.1 of this policy or otherwise by law, the identity of a discloser (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected).

9.3 The Company may require further information to investigate disclosures

The Company may not be able to undertake an investigation, or provide information about the process etc, if it is not able to contact the eligible whistleblower, for example, if a disclosure is made anonymously and has not provided a means of contact. If you have made your disclosure anonymously, we suggest you maintain ongoing two-way communication with us, so we may ask follow-up questions or provide feedback. You may refuse to answer questions that you feel may reveal your identity at any time.

Subject to the exceptions allowed under section 7.2 of this policy or otherwise by law, the identity of a discloser (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected).

Where practicable, whistleblowers will receive updates about when the investigation has begun, while the investigation is in progress and after the investigation has been finalised. The frequency and timeframe of any updates may vary depending on the nature of the disclosure. The Company will also have regard to confidentiality considerations when providing updates.

10. Support and fair treatment

The Company is committed to transparency and to building an environment in which people feel free to raise legitimate issues relating to the Company's operations. The Company is also committed to protecting eligible whistleblowers from detriment.

When a qualifying disclosure under this policy, the Company will reiterate the requirements of this Policy to relevant individuals to ensure the protections are not undermined.

Disciplinary action up to and including dismissal may be taken against any person who causes or threatens to cause any detriment against an eligible whistleblower.

In addition, the Company's usual EAP services will be available to all whistleblowers and other employees affected by the disclosure, should they require that support.

The Company may also consider a range of other matters to protect an eligible whistleblower from the risk of suffering detriment and to ensure fair treatment of individuals mentioned in a disclosure. Steps it will take to help achieve this may include:

- (a) assessing whether anyone may have a motive to cause detriment—information could be gathered from an eligible whistleblower about:
 - (i) the risk of their identity becoming known.
 - (ii) who they fear might cause detriment to them.
 - (iii) whether there are any existing conflicts or problems in the work place; and
 - (iv) whether there have already been threats to cause detriment.
- (b) analysing and evaluating the likelihood of each risk and evaluating the severity of the consequences.
- (c) developing and implementing strategies to prevent or contain the risks—for anonymous disclosures, it may be worthwhile assessing whether the discloser's identity can be readily identified or may become apparent during an investigation.
- (d) monitoring and reassessing the risk of detriment where required—the risk of detriment may increase or change as an investigation progresses, and even after an investigation is finalised.
- (e) taking steps to ensure that:
 - (i) disclosures will be handled confidentially, when it is practical and appropriate in the circumstances.
 - (ii) each disclosure will be assessed and may be the subject of an investigation.
 - (iii) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters disclosed.
 - (iv) when an investigation needs to be undertaken, the process will be objective, fair and independent.

- (f) assisting the eligible whistleblower by providing support services such as counselling services and access to resources for strategies to manage stress, time or performance impacts resulting from the investigation.
- (b) allowing the eligible whistleblower (where appropriate) to perform their duties from another location or reassigning the eligible whistleblower to another role of the same level or making other modifications to the workplace or the way the eligible whistleblower performs their duties; and/or
- (g) where necessary, undertaking specific interventions to protect an eligible whistleblower where detriment has already occurred including disciplinary action, extended leave for the eligible whistleblower and alternative career development and training.

If the disclosure mentions or relates to employees of the Company other than the eligible whistleblower, the Company will take steps to ensure that those individuals are treated fairly. Typically, this would include giving those persons an opportunity to respond to the subject matter of the disclosure having regard to principles of procedural fairness. In addition, action would only be taken against such a person if there is cogent evidence of wrongdoing.

11. Vexatious or false disclosures

An eligible whistleblower will only be protected if they have objectively reasonable grounds to suspect that the information that they disclose concerns misconduct or an improper state of affairs or circumstances or other conduct falling within the scope of the Whistleblower Protection Scheme.

The protections under this policy will not extend to vexatious or deliberately false complaints. If any investigation of a disclosure demonstrates that it was not made on objectively reasonable grounds, it will not be protected.

Depending on the circumstances, it may be appropriate for the Company to take disciplinary action against any person who does not have objectively reasonable grounds for their disclosure. Such action may include the termination of employment.

12. Non-compliance with this policy

Any breach of this policy by any officer, employee or contractor of Andromeda will be taken seriously by us 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.

We encourage you to raise any concerns about non-compliance with this policy with the Company Secretary or Managing Director in the first instance. You may also lodge any concerns with ASIC, APRA or the ATO for investigation.

13. Other matters

This Policy will be made available to the Company's employees and officers through the Company Secretary and will be displayed on the Company's website and intranet

This Policy is not intended to go beyond the legislation. This Policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on Company. This Policy may be varied by the Company from time to time, including as part of any review.

The Company will periodically review this Policy and accompanying processes and procedures with a view to ensuring that it is operating effectively.

Relevant Policies

Code of Conduct

Disciplinary and Grievance Policy

Governance

This policy has been approved by the Andromeda Metals Limited Board of Directors and the Executive Management Team are responsible for regularly reviewing the effectiveness of this policy.

Date:

01.12.2020

Record of reviews and relevant changes or amendments and/or reasons below:

Date	Version	Changes Made/Reasons for Changes	Changed By
1.12.2020	1	Update	Board
14.12.2021	2	Update	Board
27.07.23	3	Update	Board

ANDROMEDA METALS LTD

WHISTLEBLOWER POLICY - 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:	
Location (if applicable):	Australia
Department / Team (if applicable):	
Role / Position:	
SECTION C: CONTACT DETAILS	
Preferred telephone no: <i>(this may be a private number; please include country and area code)</i>	
Preferred email address: <i>(this may be a private email address)</i>	
Preferred contact method: <i>(phone / email / in person)</i>	<input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person
Best time to contact you:	

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	<p>A description of your concerns, including:</p> <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 may use box 7 or a separate page if you run out of space)</i></p>	
2	<p>How did you become aware of the situation?</p>	
3	<p>Who was involved in the conduct, including any names, departments and position?</p>	

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.	